

**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, 2025**

or

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

For the transition period from _____ to _____

Commission file no. 001-16337

Oil States International, Inc.

(Exact name of registrant as specified in its charter)

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

76-0476605
*(I.R.S. Employer
Identification No.)*

Three Allen Center, 333 Clay Street, Suite 4620, Houston, Texas 77002
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code is (713) 652-0582

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	OIS	New York Stock Exchange NYSE Texas

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files.) Yes No

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

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

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

Indicate by check mark whether the registrant 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 Act). Yes No

As of June 30, 2025, the aggregate market value of the voting and non-voting common stock of the registrant held by non-affiliates of the registrant was \$303,757,961.

As of February 20, 2026, the number of shares of common stock outstanding was 60,206,305.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, which the registrant intends to file with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference into Part III of this Annual Report on Form 10-K.

TABLE OF CONTENTS

	Page
PART I	
Cautionary Statement Regarding Forward-Looking Statements	
Item 1. Business	4
Item 1A. Risk Factors	14
Item 1B. Unresolved Staff Comments	27
Item 1C. Cybersecurity	27
Item 2. Properties	28
Item 3. Legal Proceedings	29
Item 4. Mine Safety Disclosures	29
PART II	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	30
Item 6. [Reserved]	32
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	32
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	45
Item 8. Financial Statements and Supplementary Data	46
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	46
Item 9A. Controls and Procedures	46
Item 9B. Other Information	48
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	48
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	49
Item 11. Executive Compensation	49
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	49
Item 13. Certain Relationships and Related Transactions, and Director Independence	49
Item 14. Principal Accounting Fees and Services	49
PART IV	
Item 15. Exhibits, Financial Statement Schedules	50
Item 16. Form 10-K Summary	52
SIGNATURES	53
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS	54

PART I

Cautionary Statement Regarding Forward-Looking Statements

This Annual Report on Form 10-K and other statements we make contain certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). Actual results could differ materially from those projected in the forward-looking statements as a result of a number of important factors, including incorrect or changed assumptions. For a discussion of known material factors that could affect our results, please refer to “Part I, Item 1. Business,” “Part I, Item 1A. Risk Factors,” “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk” below.

You can typically identify “forward-looking statements” by the use of forward-looking words such as “may,” “will,” “could,” “project,” “believe,” “anticipate,” “expect,” “estimate,” “potential,” “plan,” “forecast,” “proposed,” “should,” “seek,” and other similar words. Such statements may relate to our future financial position, budgets, capital expenditures, projected costs, plans and objectives of management for future operations and possible future strategic transactions. Actual results frequently differ from assumed facts and such differences can be material, depending upon the circumstances.

While we believe we are providing forward-looking statements expressed in good faith and on a reasonable basis, there can be no assurance that actual results will not differ from such forward-looking statements. The following are important factors that could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, us:

- production levels among members of the Organization of Petroleum Exporting Countries (“OPEC”) and other oil and gas producing nations (together with OPEC, “OPEC+”);*
- impacts related to changing U.S. and foreign trade policies, including increased trade restrictions or fluctuating tariffs, the impact of changes in diplomatic and trade relations, and the results of countermeasures and any tariff mitigation initiatives;*
- the level of supply of and demand for oil and natural gas;*
- fluctuations in the current and future prices of oil and natural gas;*
- the level of exploration, drilling and completion activity;*
- the cyclical nature of the oil and natural gas industry;*
- the level of offshore oil and natural gas developmental activities;*
- inflation, including our ability to increase prices to our customers as our costs increase;*
- the impact of disruptions in the bank and capital markets;*
- the financial health of our customers;*
- the impact of the ongoing military actions in Europe and the Middle East and the risk of military action in South America, or any similar future military actions or unrest, including, but not limited to, energy market disruptions, supply chain disruptions and increased costs, government sanctions, and delays or potential cancellation of planned customer projects;*
- the impact of environmental matters, including executive actions and federal, state and local regulatory or legislative efforts to adopt environmental or climate change regulations that may result in increased operating costs or reduced oil and natural gas production or demand globally, such as previous attempts to prohibit or otherwise limit new exports of liquefied natural gas (“LNG”), hydraulic fracturing, and lease development;*
- political, economic and litigation efforts to restrict or eliminate certain oil and natural gas exploration, development and production activities due to concerns over the threat of climate change;*
- the availability of and access to attractive oil and natural gas field prospects, which may be affected by governmental actions or actions of other parties restricting drilling and completion activities;*
- general global economic conditions;*
- global weather conditions and natural disasters, including hurricanes in the Gulf of America;*
- changes in tax laws and regulations as well as volatility in the political, legal and regulatory environments in connection with the U.S. presidential administration; including changes such as the One Big Beautiful Bill Act (the “OBBBA”);*

- *supply chain disruptions, including as a result of natural disasters, industrial accidents, military actions, additional trade restrictions or the adoption of or increase in tariffs, or the threat thereof;*
- *our ability to timely obtain and maintain critical permits for operating facilities;*
- *our ability to attract and retain skilled personnel;*
- *our ability to develop new competitive technologies and products;*
- *fluctuations in currency exchange rates;*
- *physical, digital, cyber, internal and external security breaches and other incidents affecting information security and data privacy;*
- *the cost of capital in the bank and capital markets and our ability to access them;*
- *our ability to protect and enforce our intellectual property rights;*
- *negative outcome of litigation, threatened litigation or government proceedings;*
- *the potential for future federal or state requirements related to the enhanced disclosure of a range of climate-related information and risks;*
- *our ability to complete the integration of acquired businesses and achieve the expected accretion in earnings; and*
- *the other factors identified in “Part I, Item 1A. Risk Factors.”*

Should one or more of these risks or uncertainties materialize, or should the assumptions on which our forward-looking statements are based prove incorrect or change, actual results may differ materially from those expected, estimated or projected. In addition, the factors identified above may not necessarily be all of the important factors that could cause actual results to differ materially from those expressed in any forward-looking statement made by us, or on our behalf. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no responsibility to publicly release the result of any revision of our forward-looking statements after the date they are made.

In addition, in certain places in this Annual Report on Form 10-K, we refer to information and reports published by third parties that purport to describe trends or developments in the energy industry. We do so for the convenience of our stockholders and in an effort to provide information available in the market that will assist our investors in better understanding the market environment in which we operate. However, we specifically disclaim any responsibility for the accuracy and completeness of such information and undertake no obligation to update such information.

Item 1. Business

Our Company

Oil States International, Inc., through its subsidiaries, is a global provider of manufactured products and services to customers in the energy, military and industrial sectors. The Company’s manufactured products include highly engineered capital equipment and consumable products. Oil States is headquartered in Houston, Texas with manufacturing and service facilities strategically located across the globe. Our customers include many national oil and natural gas companies, major and independent oil and natural gas companies, offshore drilling companies and other oilfield service, defense and industrial companies. We operate through three business segments – Offshore Manufactured Products, Completion and Production Services and Downhole Technologies – and maintain a leadership position with certain of our product and service offerings in each segment. In this Annual Report on Form 10-K, references to the “Company” or “Oil States,” or to “we,” “us,” “our,” and similar terms are to Oil States International, Inc. and its consolidated subsidiaries.

Available Information

Our website can be found at www.oilstatesintl.com. We make available, free of charge through our website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, our proxy statement, our Registration Statements and Forms 3, 4 and 5 filed on behalf of directors and executive officers, and amendments to these reports, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the SEC. We are not including the information contained on our website or any other website as a part of, or incorporating it by reference into, this Annual Report on Form 10-K or any other filing we make with the SEC. The filings are also available through the SEC’s website at www.sec.gov. Our Board of Directors (the “Board”) has documented its governance practices by adopting several corporate governance policies. These governance policies, including our Corporate Governance Guidelines, Corporate Code of Business Conduct and Ethics, Financial Code of Ethics for Senior Officers, Supplier Code of Conduct and Human Rights Policy, as well as the charters for the committees of the Board (Audit Committee, Compensation Committee and Nominating, Governance and

Sustainability Committee) may also be viewed on our website. The Financial Code of Ethics for Senior Officers applies to our principal executive officer, principal financial officer, principal accounting officer and other senior officers. Copies of such documents will be provided to stockholders without charge upon written request to the corporate secretary at the address shown on the cover page of this Annual Report on Form 10-K.

Our Business Strategy

We have historically grown our product and service offerings organically, through capital spending, and strategic acquisitions. Our investments are focused in areas where we expect to be able to expand market share through our new and existing technology offerings and where we believe we can achieve an attractive return on our investment. Given the highly cyclical nature of select U.S. service lines, we strategically implemented restructuring actions in our U.S. land-based businesses to improve future operating margins. As part of our long-term strategy, we continue to: seek opportunities for offshore and international business expansion; strategically optimize our U.S. land-based operations; market new technology offerings; invest in research and development; and fund organic capital expenditures to enhance our cash flows, leverage our cost structure and increase our stockholders' returns. For additional discussion of our business strategy, please read "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report on Form 10-K.

Recent Developments

Increased capital investments by our offshore and international customers in 2025 was offset by a decline in U.S. land-based investments, competitive market conditions, increased product costs (discussed below) and management's decision to exit certain underperforming locations, service lines and product offerings in the United States.

Our U.S. land-based operations in 2025 suffered from the impact of a 15% decline in the 2025 average spot price of West Texas Intermediate ("WTI") crude oil from the 2024 average following increased crude oil production by OPEC+. In addition, the imposition of broad based trade tariffs by the United States has led to ongoing uncertainty regarding the future effect of reciprocal and other trade tariffs on the global economy. These factors have negatively impacted the demand for and pricing of our products and services provided to the U.S. land-based market and increased the cost of certain products we manufacture in the United States compared to 2024 levels.

We implemented certain initiatives in 2025 to further optimize our operations and reduce future costs. These actions were concentrated in our U.S. land-focused operations and included: the consolidation, relocation and exit of certain operating locations; the exit of certain product and service offerings; the continued exit of facilities closed in 2024; and reductions in our U.S. workforce. We also assessed the carrying value of certain long-lived and other assets based on the industry outlook regarding overall demand for and pricing of our products and services, other market considerations and management decisions. As a result of these events, actions and assessments, our reported pre-tax results for 2025 included \$121.1 million in non-cash asset impairment charges as well as \$11.6 million of costs associated with facility exits and other charges. We also sold facilities, equipment and inventory for net proceeds of \$20.2 million in 2025.

On July 4, 2025, the United States enacted tax reform legislation through the OBBBA, which resulted in changes to U.S. tax and related laws, including certain key federal income tax provisions applicable to multinational companies such as ours. These changes include, among others: the reinstatement of 100% bonus depreciation election for investments in qualifying property; the immediate deduction of domestic research and development expenditures; and manufacturing tax incentives related to goods sold outside the United States.

During 2025, we generated cash flow from operations of \$105.1 million and materially delevered with the purchase of \$70.8 million principal amount of our 4.75% convertible senior notes due April 1, 2026 (the "2026 Notes"). We also repurchased 3.3 million shares of our common stock for \$16.6 million.

On January 28, 2026, we entered into an amended and restated cash-flow based credit agreement (the "Cash Flow Credit Agreement") providing for aggregate lender commitments of up to: \$75.0 million under a revolving credit facility (the "Revolving Credit Facility") and \$50.0 million under a multi-draw term loan facility (the "Term Loan Facility"), replacing our existing asset-based credit agreement (the "ABL Agreement"). See Note 16, "Subsequent Event," to the Consolidated Financial Statements included in this Annual Report on Form 10-K for further information regarding the Cash Flow Credit Agreement.

Our Industry

We provide a broad range of products and services to our customers through each of our business segments. See Note 13, “Segments and Related Information,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for financial information by segment along with a geographical breakout of revenues and long-lived assets for each of the three years in the period ended December 31, 2025. Demand for our products and services is cyclical and substantially dependent upon activity levels in the oil and natural gas industry, particularly upon the willingness of our customers to invest capital in the exploration for and development of crude oil and natural gas reserves. Our customers’ capital spending programs are generally based on their outlook for near-term and long-term commodity prices, as well as economic growth, commodity demand and estimates of resource production, and regulatory pressures. As a result, demand for our products and services is largely sensitive to expectations regarding future crude oil and natural gas prices.

Our historical financial results reflect the cyclical nature of the oilfield services industry – witnessed by periods of increasing and decreasing activity in each of our operating segments. As discussed previously, we saw continued growth and recovery in offshore and international project activity in 2025, offset by weaker U.S. activity due to a decline in crude oil prices from 2024 levels following production increases by OPEC+ and operator well completion efficiencies. For additional information about activities in each of our segments, see “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Demand for the products and services supplied by our Offshore Manufactured Products segment is primarily driven by the longer-term outlook for commodity prices. In this regard, exploration and production companies generally evaluate their capital expenditure commitments for offshore (particularly deepwater) and international projects based on the longer-term outlook for commodity prices since they are expensive to drill and complete and have long lead times to first production. Bidding and quoting activity, along with customer orders, for offshore and international projects remained strong in 2025, following improvements in recent years in the longer-term outlook for the sustainability of crude oil and natural gas demand. With these market improvements, we grew our backlog and related project-driven revenues in 2025.

Demand for our Completion and Production Services segment is primarily affected by well completion activity in the United States, including the Gulf of America, and, to a lesser extent, the rest of the world. U.S. well completion activity and, in turn, our Completion and Production Services segment results, are sensitive to near-term fluctuations in West Texas Intermediate (“WTI”) crude oil and natural gas prices, given the shorter lead times for investment and the call-out nature of our operations in the segment.

Similarly, demand for our Downhole Technologies segment products is predominantly tied to land-based oil and natural gas exploration and production activity levels in the United States and, to a lesser extent, internationally. The primary driver for this activity is the price of crude oil and, to a lesser extent, natural gas. In past years, operator spending in our industry has been particularly focused on crude oil and liquids-rich exploration and development in the U.S. shale plays utilizing enhanced horizontal drilling and completion techniques.

Offshore Manufactured Products

Overview

For the years ended December 31, 2025 and 2024, our Offshore Manufactured Products segment generated 64% and 57%, respectively, of our consolidated revenue. Through this segment, we provide technology-driven, highly-engineered products and services for offshore oil and natural gas production systems and facilities, military and other energy applications, as well as certain products and services to offshore drilling and completion markets. Products and services used primarily in deepwater producing regions include our FlexJoint® technology, advanced connector systems, high-pressure riser systems, managed pressure drilling systems, compact valves, deepwater mooring systems, cranes, subsea pipeline products, offshore installation services and inspection and repair services. In addition, we recently introduced other products and services used by non-oil and gas customers, including subsea mineral gathering systems, offshore wind designs, geothermal products and services, valves and sound and vibration dampening products used in naval military applications. We have facilities globally that support our Offshore Manufactured Products segment.

Market

The market for products and services offered by our Offshore Manufactured Products segment centers primarily on the development of infrastructure for offshore production facilities and their subsequent operations, exploration and drilling activities, and to a lesser extent, aboard vessel construction, refurbishments or upgrades. Demand for oil and natural gas, and the related drilling and production in offshore areas throughout the world, particularly in deeper water, drive spending for these activities.

Products and Services

In operation for over 80 years, our Offshore Manufactured Products segment provides a broad range of products and services for use in offshore development and drilling activities. This segment also produces a variety of products for use in industrial, military and other applications outside the traditional energy industry. Our Offshore Manufactured Products segment is dependent in part on the industry's continuing innovation and creative applications of existing technologies. We invest in research and product development (and have been awarded select contracts and are bidding on additional projects) to facilitate the development of alternative energy sources, including offshore wind and deepsea mineral gathering opportunities. We own various patents covering some of our technology, particularly in our connector and valve product lines.

Backlog

Offshore Manufactured Products' backlog consists of firm customer purchase orders for which contractual commitments exist and delivery is scheduled. Backlog in our Offshore Manufactured Products segment was \$435 million as of December 31, 2025, compared to \$311 million as of December 31, 2024. We expect approximately 50% of our backlog as of December 31, 2025 to be recognized as revenue during 2026. In some instances, these purchase orders are cancellable by the customer, subject to the payment of termination fees and/or the reimbursement of our costs incurred. While backlog cancellations have historically been insignificant, material cancellations could occur in the future. We believe backlog is an important indicator of future Offshore Manufactured Products' shipments and revenues; however backlog as of any particular date may not be indicative of our actual operating results for any future period. The offshore construction and development business is characterized by lengthy projects and a "long lead-time" order cycle. The change in backlog levels from one period to the next does not necessarily evidence a long-term trend.

Regions of Operations

Our Offshore Manufactured Products segment provides products and services to customers in the major offshore crude oil and natural gas producing regions of the world, including the Gulf of America, Brazil, West Africa, the North Sea, Azerbaijan, India, Southeast Asia, China, the United Arab Emirates and Australia. In addition, we provide a variety of products for use in applications outside the traditional energy industry in the United States and abroad.

Customers and Competitors

We market our products and services to a broad customer base, including end-users, engineering and design companies, prime contractors, and at times, our competitors through outsourcing arrangements. No customer in this segment represented more than 10% of our total consolidated revenue in any period presented. Our main competitors in this segment include Baker Hughes Company, Hutchinson Group (a subsidiary of Total S.A.), NOV Inc., OneSubsea (a joint venture between SLB, Aker Solutions and Subsea 7) and TenarisHydril (a division of Tenaris S.A.).

Completion and Production Services

Overview

For the years ended December 31, 2025 and 2024, our Completion and Production Services segment generated 17% and 24%, respectively, of our consolidated revenue. Our Completion and Production Services segment includes equipment and services that are used to establish and maintain the flow of oil and natural gas from a well throughout its life cycle. In this segment, our operations primarily include completion-focused equipment and services, which are used in both onshore and offshore applications throughout the completion and production phases of a well's life cycle. Prior to the sale of our remaining drilling rigs in August 2024, our operations included land drilling services in the United States. Several operating locations and service offerings in this segment were restructured during 2024 and 2025.

Market, Services, Customers and Competitors

Demand for our completion and production services is predominantly tied to the level of oil and natural gas exploration and production activity in the United States. The primary driver for this activity is the price of crude oil and, to a lesser extent, natural gas. Activity levels have been, and we expect will continue to be, highly correlated with hydrocarbon commodity prices.

Our Completion and Production Services business, which is primarily marketed through the brand names Oil States Energy Services and Tempress, currently provides services used in the onshore and offshore oil and gas industry, including pressure control equipment, and downhole and extended-reach technologies.

As of December 31, 2025, we provided completion and production services through eight locations serving our customers in the United States, including the Gulf of America, and international markets. Employees in our Completion and Production Services segment typically rig up and operate our equipment on the well site for our customers. Our equipment is primarily used during the completion and production stages of a well. We provide our services and equipment based on daily rates which vary depending on the type of equipment, the complexity of activities and the length of the job. We own patents or have patents pending covering some of our technology, particularly in our downhole extended-reach technology product line. Our customers in this segment include major, independent and private oil and gas companies and other large oilfield service companies. No customer in this segment represented more than 10% of our total consolidated revenue in any period presented. Competition in the Completion and Production Services segment is widespread and includes many smaller companies, although we also compete with the larger oilfield service companies for certain equipment and services.

Downhole Technologies

Overview

For the years ended December 31, 2025 and 2024, our Downhole Technologies segment contributed 18% and 19%, respectively, of our consolidated revenue. This segment provides oil and gas perforation systems, downhole tools and services in support of completion, intervention, wireline and well abandonment operations. This segment designs, manufactures and markets its consumable engineered products to oilfield service as well as exploration and production companies.

Market

Similar to our Completion and Production Services segment, demand for our Downhole Technologies segment products is predominantly tied to land-based oil and natural gas exploration and production activity levels in the United States and abroad, and well decommissioning activity internationally. The primary drivers for this activity are the price of crude oil and, to a lesser extent, natural gas. Activity levels have been, and we expect will continue to be, highly correlated with hydrocarbon commodity prices. Demand for this segment's products is also influenced by continued trends toward longer lateral lengths, increased frac stages and more perforation clusters to target increased unconventional well productivity.

Products

Product and service offerings for this segment utilize innovations in perforation technology through patented and proprietary systems combined with advanced modeling and analysis tools. Our expertise has led to the optimization of perforation hole size, depth, and quality of tunnels, which are key factors for maximizing the effectiveness of hydraulic fracturing. Additional offerings include proprietary toe valve and frac plug products, which are focused on zonal isolation for hydraulic fracturing of horizontal wells, and a broad range of consumable products, such as setting tools and bridge plugs, that are used in completion, intervention and decommissioning applications.

Customers and Competitors

Our customers in the Downhole Technologies segment include other oilfield services companies as well as major, independent and private oil and gas companies. No customer in this segment represented more than 10% of our total consolidated revenue in any period presented. Competition in the Downhole Technologies business is widespread and includes many smaller companies, although we also compete with the larger oilfield service companies for certain products and services.

Seasonality of Operations

Our operations are directly impacted by customer budgets and seasonal weather conditions in certain areas in which we operate, most notably in the Rocky Mountain region of the United States, where severe winter weather conditions can restrict access to work areas. In addition, summer and fall completion and drilling activity can be restricted due to hurricanes and other storms prevalent in the Gulf of America and along the Gulf Coast. As a result, full-year results are not likely to be a direct multiple of any particular quarter or combination of quarters.

Human Capital

Employees

As of December 31, 2025, we had a total of 2,172 full-time employees – with 63% in our Offshore Manufactured Products segment, 13% in our Completion and Production Services segment, 20% in our Downhole Technologies segment and 4% in our corporate headquarters. We were party to collective bargaining agreements covering approximately 450 employees located outside the United States as of December 31, 2025. We believe we have good labor relations with our employees.

Safety

The health and safety of our employees, contractors, business partners, visitors and the communities where we work is a cornerstone of our culture, “Safety Focus from the Top.” We are transparent in our communications about our health, safety and environmental (“HSE”) commitment to employees, contractors, vendors, suppliers and customers. We solicit input to improve our programs and employee participation is a vital element in our success.

We establish global targets in an effort to promote HSE improvement and monitor our performance through real-time reporting. Executive management and operations personnel review incidents and loss trends on a weekly basis and we update our Board no less than monthly.

We seek to encourage our employees to actively participate in HSE initiatives through safety committees, behavior-based observations, and employees stopping work if at-risk conditions are observed, among other aspects of our safety management system. We monitor global compliance with our internal policies and procedures, internationally recognized/certified management systems and all applicable national, state, local and international laws and regulations.

Our Global Workforce

We recognize that our employees are critical to our long-term success. Our operations are global and demand a multifaceted workforce, which we believe provides us with a competitive advantage and allows us to better understand and communicate with a wide population of constituents. Our strong focus on innovation necessitates an equally strong focus on technical skills and training programs, which we believe creates high performing teams that can arrive at better solutions to problems. We strive to cultivate a culture and work environment that enables us to attract, train, promote and retain a group of skilled individuals with diverse experience, backgrounds and perspectives who collectively enable us to safely provide quality, innovative solutions to our customers while remaining considerate of the environment and of our communities.

Hiring, Training and Development of our Workforce

Our employee hiring, training, career development and retention practices are key to our success. We are committed to the principles of equal employment opportunity and prohibit all forms of unlawful discrimination in accordance with applicable law. We strive to cultivate a workplace where all employees feel valued and have a sense of belonging. We recruit and train our workforce while providing competitive wages and benefits. Our industry is cyclical, leading to varying headcount needs during industry cycles. We prioritize retaining our experienced employees for manufacturing and field positions to the extent possible.

We invest in ongoing training and development of our employees through technical and non-technical courses and programs, which are regularly refreshed and designed to meet the requirements of an evolving business landscape. Employee training and development includes course work as well as on the job mentoring – emphasizing, among others matters, safety, ethical behavior, compliance with our internal policies and laws and regulations, protection of the environment, cyber and other security threats, and skills and competencies necessary for a specific position. In addition to internal training and development, we also value the benefits of continuing formal education and maintain an educational assistance program that reimburses eligible expenses from accredited institutions.

Environmental and Occupational Health and Safety Matters

Our business operations are subject to stringent environmental and occupational health and safety laws and regulations that may be imposed domestically at the federal, regional, state, tribal and local levels or by foreign governments. Numerous governmental entities, including domestically the U.S. Environmental Protection Agency (“EPA”), the federal Bureau of Alcohol, Tobacco, Firearms and Explosives (“ATF”), a law enforcement agency under the U.S. Department of Justice, the U.S. Occupational Safety and Health Administration (“OSHA”) and analogous state agencies, have the power to enforce compliance with these laws and regulations and the permits issued under them, often requiring difficult and costly actions. These laws and regulations may, among other things: (i) require the acquisition of permits to conduct drilling and other regulated activities; (ii) restrict the types, quantities and concentration of various substances that can be released into the environment or injected into subsurface formations in connection with oil and natural gas drilling and production activities and well site support services; (iii) limit or prohibit drilling activities on certain lands lying within wilderness, wetlands and other protected areas; (iv) impose stringent regulations on the licensing or storage and use of explosives; (v) require remedial measures to mitigate pollution from former and ongoing operations, such as requirements to close pits and plug abandoned wells or decommission offshore facilities; (vi) impose specific safety and health criteria addressing worker protection; and (vii) impose substantial liabilities for pollution resulting from drilling operations and well site support services.

The more significant of these existing environmental and occupational health and safety laws and regulations include the following U.S. legal standards, as amended from time to time:

- the Clean Air Act (“CAA”), which restricts the emission of air pollutants from many sources and imposes various pre-construction, operational, monitoring and reporting requirements, and that, historically, the EPA has relied upon as authority for adopting climate change regulatory initiatives relating to greenhouse gas (“GHG”) emissions, though the Trump Administration has made proposals to repeal or otherwise modify the EPA’s GHG “Endangerment Finding,” which underpins the majority of the EPA’s GHG emissions regulations;
- the Federal Water Pollution Control Act, also known as the Clean Water Act (“CWA”), which regulates discharges of pollutants from facilities to state and federal waters and establishes the extent to which waterways are subject to federal jurisdiction and rulemaking as protected waters of the United States;
- the Oil Pollution Act of 1990, which subjects owners and operators of vessels, onshore facilities, and pipelines, as well as lessees or permittees of areas in which offshore facilities are located, to liability for removal costs and damages arising from an oil spill in waters of the United States;
- U.S. Department of the Interior (“DOI”) regulations, which govern oil and natural gas operations on federal lands and waters and impose obligations for establishing financial assurances for decommissioning activities, liabilities for pollution cleanup costs resulting from operations, and liabilities for pollution damages;
- the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (“CERCLA”), which imposes liability, without regard to fault or the legality of the original conduct, on generators, transporters, disposers and arrangers of hazardous substances at sites where hazardous substance releases have occurred or are threatening to occur;
- the Resource Conservation and Recovery Act (“RCRA”), which governs the generation, treatment, storage, transport, and disposal of solid wastes, including oil and natural gas exploration and production wastes and hazardous wastes;
- the Safe Drinking Water Act (“SDWA”), which ensures the quality of the nation’s public drinking water through adoption of drinking water standards and controlling the injection of waste fluids into below-ground formations that may adversely affect drinking water sources;
- the Emergency Planning and Community Right-to-Know Act, which requires facilities to implement a safety hazard communication program and disseminate information to employees, local emergency planning committees, and response departments on toxic chemical uses and inventories;
- the Occupational Safety and Health Act, which establishes workplace standards for the protection of the health and safety of employees, including the implementation of hazard communications programs designed to inform employees about hazardous substances in the workplace, potential harmful effects of these substances, and appropriate control measures;
- the Endangered Species Act (“ESA”), which restricts activities that may affect federally identified endangered and threatened species or their habitats through the implementation of operating restrictions or a temporary, seasonal, or permanent ban in affected areas;
- the National Environmental Policy Act, which requires federal agencies, including the DOI, to evaluate major agency actions having the potential to impact the environment and that may require the preparation of environmental assessments and more detailed environmental impact statements that may be made available for public review and comment;

- the U.S. Department of Transportation regulations, which relate to advancing the safe transportation of energy and hazardous materials, including explosives, and emergency response preparedness; and
- regulations adopted by the ATF, that impose stringent licensing conditions with respect to the acquisition, storage and use of explosives for well site support services in the oil and natural gas sector.

Additionally, there exist regional, state, tribal and local jurisdictions in the United States where we operate that also have, or are developing or considering developing, similar environmental and occupational health and safety laws and regulations governing many of these same types of activities. Outside of the United States, there are countries and provincial, regional, tribal or local jurisdictions therein where we are conducting business that also have, or may be developing, regulatory initiatives or analogous controls that regulate our environmental-related activities. While the legal requirements imposed in foreign countries or jurisdictions therein may be similar in form to U.S. laws and regulations, in some cases, the actual implementation of these requirements may impose additional, or more stringent, conditions or controls that can significantly restrict, delay or cancel the permitting, development or expansion of a project or significantly increase the cost of doing business. Any failure by us to comply with these laws, regulations and regulatory initiatives or controls may result in: the assessment of sanctions, including administrative, civil, and criminal penalties; the imposition of investigatory, remedial, and corrective action obligations or the incurrence of capital expenditures; the occurrence of restrictions, delays or cancellations in the permitting, development or expansion of projects; and issuance of injunctions restricting or prohibiting some or all of our activities in a particular area. We have incurred and will continue to incur operating and capital expenditures, some of which may be material, to comply with environmental and occupational health and safety laws and regulations. Historically, our environmental and worker safety compliance costs have not had a material adverse effect on our results of operations. However, there can be no assurance that such costs will not be material in the future or that such future compliance will not have a material adverse effect on our business and operational results.

We own, lease or operate numerous properties that have been used for well site support services for many years. We also have acquired certain properties supportive of oil and natural gas activities from third parties whose actions with respect to the management and disposal or release of hydrocarbons, hazardous substances or wastes at or from such properties were not under our control prior to acquiring them. Under environmental laws and regulations such as CERCLA and RCRA, we could incur strict joint and several liability due to damages to natural resources or for remediating hydrocarbons, hazardous substances or wastes disposed of or released by prior owners or operators. Moreover, an accidental release of materials into the environment during the course of our operations may cause us to incur significant costs and liabilities. We also could incur costs related to the clean-up of third-party sites to which we sent regulated substances for disposal or to which we sent equipment for cleaning, and for damages to natural resources or other claims related to releases of regulated substances at or from such third-party sites.

Over time, both in the United States and in foreign countries, the trend in environmental and occupational health and safety laws and regulations is to typically place more restrictions and limitations on activities that may adversely affect the environment or expose workers to injury. If existing regulatory requirements or enforcement policies change or new regulatory or enforcement initiatives are developed and implemented in the future, we or our customers may be required to make significant, unanticipated capital and operating expenditures. Examples of recent regulations or other regulatory initiatives in the United States include the following:

- Hydraulic fracturing. Hydraulic fracturing is typically regulated by state oil and gas commissions, but the practice continues to attract considerable public, scientific and governmental attention in certain parts of the country, resulting in increased scrutiny and regulation, including by federal agencies. At the federal level, the EPA asserted federal regulatory authority under the SDWA over certain hydraulic fracturing activities involving the use of diesel fuels and published permitting guidance for such activities. Additionally, the EPA issued a final regulation under the CWA prohibiting discharges to publicly owned treatment works of wastewater from onshore unconventional oil and gas extraction facilities. At the state level, many states have adopted legal requirements that have imposed new or more stringent permitting, public disclosure or well construction requirements on hydraulic fracturing activities, including states where our oil and gas exploration and production customers operate. States could also elect to place prohibitions on hydraulic fracturing and local governments may seek to adopt ordinances within their jurisdictions regulating the time, place or manner of drilling activities in general or hydraulic fracturing activities in particular.
- Lease development. Previous administrations have at times called for revisions and restrictions to the leasing and permitting programs for oil and gas development on federal lands and, for a time, suspended federal oil and gas leasing activities. For example, in 2023, the DOI published a final offshore leasing program for 2024-2029. The areas offered for leasing in the 2024-2029 program were the smallest since federal offshore leasing for oil and gas development began. However, more recently, the OBBBA mandated that the Bureau of Ocean Energy Management (“BOEM”) conduct a minimum of thirty lease sales in the Gulf of America through 2040. BOEM conducted the first lease sale required under the OBBBA in December 2025. In addition to the lease sales required under the OBBBA, the Secretary

of the Interior issued a proposed National Outer Continental Shelf Oil and Gas Leasing Program in November 2025, which includes 34 sales through 2031. However, future actions taken by the federal government to limit the availability of new oil and gas leases would adversely impact the oil and gas industry and impact demand for our products and services. Separately, in April 2024, the federal Bureau of Land Management (“BLM”) finalized a rule that would limit flaring from well sites on federal lands, among other requirements. This rule is currently subject to litigation, though the litigation is currently being held in abeyance while the Trump Administration considers revisions to the rule. In December 2025, the BLM announced it would delay enforcement of the impending regulatory compliance deadlines under that rule while it is under reconsideration.

- Induced seismicity. In recent years, wells in the United States used for the disposal by injection of flowback water or certain other oilfield fluids below ground into non-producing formations have been associated with an increased number of seismic events, with research suggesting that the link between seismic events and wastewater disposal may vary by region and local geology. The U.S. geological survey has in the recent past identified six states with the most significant hazards from induced seismicity: Oklahoma, Kansas, Texas, Colorado, New Mexico and Arkansas. In response to these concerns, regulators in some of the states in which our oil and gas exploration and production customers operate have adopted additional requirements related to seismicity and its potential association with hydraulic fracturing. For example, Oklahoma and Texas have issued rules for wastewater disposal wells that imposed certain permitting and operating restrictions and reporting requirements on disposal wells in proximity to faults. States such as Oklahoma and Texas have also issued orders, from time to time, for certain wells where seismic incidents have occurred to restrict or suspend disposal well operations. Another consequence of seismic events may be lawsuits alleging that disposal well operations have caused damage to neighboring properties or otherwise violated state and federal rules regulating waste disposal. In countries outside of the United States where we or our customers conduct operations, there may exist similar governmental restrictions or controls over well disposal activities in an effort to limit the occurrence of induced seismicity.
- Offshore marine safety. Regulatory agencies such as the federal Bureau of Safety and Environmental Enforcement and BOEM may issue new or amended rulemakings regarding deepwater leasing, permitting or drilling that could result in more stringent or costly restrictions, delays or cancellations to our oil and gas exploration and production customers with respect to their offshore operations or significantly increase financial assurances of operators for decommissioning of offshore facilities on the Outer Continental Shelf. Our customers’ compliance with such new, more stringent legal requirements may result in increased costs for our customers and could adversely affect, delay or curtail new or ongoing drilling and development efforts by our customers. Outside of the United States, there are countries and provincial, regional, tribal or local jurisdictions therein where our customers are conducting business that also have, or may be developing, regulatory initiatives or analogous controls that regulate the permitting and regulatory safety and performance aspects of those customers’ development and production activities, which could significantly restrict, delay or cancel the leasing, permitting, development or expansion of an offshore energy project or substantially increase the cost of doing business offshore.
- Ground-level ozone standards. In 2015, the EPA under the Obama Administration issued a final rule under the CAA, making the National Ambient Air Quality Standard (“NAAQS”) for ground-level ozone more stringent. Since that time, the EPA has issued area designations with respect to ground-level ozone and final requirements that apply to state, local and tribal air agencies for implementing the 2015 NAAQS for ground-level ozone and, more recently, in December 2020, the EPA (under the first Trump Administration) published a final action that, upon conducting a periodic review of the ozone standard in accord with CAA requirements, elected to retain the 2015 ozone NAAQS without revision on a going-forward basis. We cannot predict what further actions, if any, and on what timeline, the EPA may take with respect to these regulations, though state implementation of a revised NAAQS could, among other things, require installation of new emission controls on some of our or our customers’ equipment, result in longer permitting timelines, and significantly increase our or our customers’ capital expenditures and operating costs.
- Waters of the United States. There continues to be uncertainty on the federal government’s applicable jurisdictional reach under the Clean Water Act over waters of the United States (“WOTUS”), including wetlands as the EPA and the U.S. Army Corps of Engineers (“Corps”) have pursued multiple rulemakings since 2015 in an attempt to determine the scope of such reach. Following legal actions on the final rule issued in January 2023 and the U.S. Supreme Court decision in *Sackett v. EPA*, the EPA issued a rule redefining WOTUS in September 2023, the implementation of which is currently split by jurisdiction. In November 2025, the Trump Administration issued a proposed rule to revise the definition of WOTUS and expand certain exemptions, though the substance and timing of any final action remains uncertain at this time.

- Climate change. In the United States, no comprehensive climate change legislation has been implemented at the federal level. Certain federal laws, such as the IRA 2022, have been enacted to advance numerous climate-related objectives. However, certain of these initiatives have been paused, repealed or otherwise modified due to the passage of the OBBBA. Moreover the EPA has adopted rules that, among other things, establish construction and operating permit reviews for GHG emissions from certain large stationary sources, require the monitoring and annual reporting of GHG emissions from certain petroleum and natural gas system sources, and impose new standards reducing methane emissions from oil and gas operations through limitations on venting and flaring and the implementation of enhanced emission leak detection and repair requirements. However, following the change in U.S. presidential administrations, proposals have been made to repeal or otherwise modify these requirements and the EPA’s GHG “Endangerment Finding,” which underpins the majority of EPA’s GHG regulations. We cannot predict whether such efforts will ultimately be successful. The IRA 2022 also imposes the first-ever federal fee on the emission of GHGs through a methane emissions charge, which the EPA has finalized regulations to implement, although the rule was repealed in March 2025 by a Joint Resolution of Disapproval under the Congressional Review Act and the EPA subsequently issued a final rule removing the rule from the Code of Federal Regulations. The OBBBA has since postponed the implementation of the methane emissions charge until 2034. Additionally, in December 2023, the EPA published a final rule that established the so-called Quad Ob new source and Quad Oc first-time existing source standards of performance under applicable agency regulations established at 40 C.F.R. Part 60 for methane and volatile organic compound emissions from the crude oil and natural gas source category. However, the rule is currently being challenged and, in December 2025, the EPA finalized a rule to extend various compliance deadlines in Quad Ob and Quad Oc. As a result, we cannot predict the scope of any final methane regulatory requirements, or the expected cost to comply with such requirements, but any such increase in regulatory scope and oversight may increase compliance expenditures or mitigation costs for our or our customers’ operations. Additionally, various states and groups of states have adopted or are considering adopting legislation, regulations or other regulatory initiatives that are focused on such areas as greenhouse gas cap and trade programs, carbon taxes, reporting and tracking programs, and restriction of emissions. At the international level, there exists the United Nations-sponsored “Paris Agreement,” which requires nations to submit non-binding GHG emissions reduction goals every five years after 2020, though the United States is not currently a party to the Paris Agreement. Litigation risks are also increasing, as a number of states, municipalities and other plaintiffs have sought to bring suit against oil and natural gas companies in state or federal court, alleging, among other things, that such energy companies created public nuisances by producing fuels that contributed to global warming effects or alleging that the companies have been aware of the adverse effects of climate change for some time but defrauded their investors or customers by failing to adequately disclose those impacts. Additionally, our access to capital may be impacted by climate change policies as stockholders and bondholders currently invested in carbon-intensive energy companies concerned about the potential effects of climate change may elect in the future to shift some or all of their investments into non-fossil fuel energy related sectors. Institutional lenders who provide financing to carbon-intensive energy companies also have become more attentive to sustainable lending and investment practices that favor “clean” power sources such as wind and solar, making those sources more attractive, and some of them may elect not to provide funding for fossil fuel energy companies. Additionally, several states have enacted or are considering enhanced climate-related disclosure requirements. Such enhanced disclosure could increase our operating costs and may also lead to reputational or other harm with customers, regulators or other stakeholders, with varied and sometimes conflicting expectations and standards. These changes could also increase our litigation risks relating to alleged climate-related damages resulting from our operations, statements alleged to have been made by us or others in our industry regarding climate-change risks, or in connection with any future disclosures we may make regarding reported emissions, particularly given the inherent uncertainties and estimation with respect to calculation and reporting GHG emissions. Finally, increasing concentrations of GHG in the Earth’s atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, floods, rising sea levels and other climatic events, as well as chronic shifts in temperature and precipitation patterns. For more information, see our risk factor titled “Climate events could adversely impact our operations or those of our customers or suppliers.”

While we maintain insurance coverage for certain environmental and occupational health and safety risks that we believe is consistent with insurance coverage held by other similarly situated industry participants, our insurance does not cover any penalties or fines that may be issued by a government authority. In addition, it is possible that other developments, such as stricter and more comprehensive environmental and occupational health and safety laws and regulations, claims for damages to property or persons or disruption of our customers’ operations resulting from our actions or omissions, and imposition of penalties due to our operations, could have a material adverse effect on us and our results of operations.

Item 1A. Risk Factors

The risks described in this Annual Report on Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

Business and Operating Risks

Demand for the majority of our products and services is substantially dependent on the levels of expenditures by companies in the crude oil and natural gas industry. Ongoing uncertainties related to future crude oil demand and the willingness of operators to invest in U.S. land-based drilling, completion and production activities given an increased focus on capital discipline has reduced the demand for, and the prices we are able to charge for, our products and services. This has had and may in the future have a material adverse effect on our financial condition and results of operations.

Demand for most of our products and services depends substantially on the level of capital expenditures invested in the oil and natural gas industry. Ongoing uncertainties related to future crude oil demand and the willingness of operators to invest in U.S. land-based drilling, completion and production activities given efficiencies gained and an increased focus on capital discipline have resulted in an oversupply of many of our products and services leading to competitive pressures and reduced prices we can charge our customers for these services and products. A continuation or worsening of these conditions may result in a material adverse impact on our financial condition, results of operations and cash flows.

The level of capital expenditures by companies in the crude oil and natural gas industry could remain highly volatile and have adverse effects on our business and operations due to numerous factors, including:

- worldwide demand for and supply of oil and natural gas;
- crude oil and natural gas prices;
- inflation in wages, materials, parts, equipment and other costs;
- the level of drilling and completion activity;
- the level of oil and natural gas production;
- the levels of oil and natural gas inventories;
- depletion rates;
- the expected cost of finding, developing and producing new reserves;
- delays in major offshore and onshore oil and natural gas field permitting or development timetables;
- the availability of attractive offshore and onshore oil and natural gas field prospects that may be affected by governmental actions or environmental activists that may restrict, suspend or cancel development;
- the availability of transportation infrastructure for oil and natural gas, refining capacity and shifts in end-customer preferences toward fuel efficiency and the use of natural gas;
- global weather conditions and natural disasters;
- worldwide economic activity including growth in developing countries;
- national government political requirements, including oil and gas production levels among members of OPEC+ and government policies which could nationalize or expropriate oil and natural gas exploration, production, refining or transportation assets;
- stockholder activism or activities by non-governmental organizations to limit or cease certain sources of funding for the energy sector or restrict the exploration, development, production and transportation of oil and natural gas;
- the impact of military actions, including, but not limited to: energy market disruptions, supply chain disruptions and increased costs, government sanctions, and delays or potential cancellation of planned customer projects;
- rapid technological change and the timing and extent of development of energy sources, including LNG as well as nuclear, solar, wind and other renewable energy sources;
- environmental and other governmental laws, regulations and executive actions; and
- U.S. and foreign tax policies, including those regarding tariffs, duties and global minimum tax rates.

In response to lower oil prices, many of our customers have reduced or delayed their capital spending, which reduced the demand for our products and services and exerted downward pressure on the prices paid for our products and services. Any prolonged reduction in the overall level of exploration and production activities, whether resulting from changes in oil and natural gas prices or otherwise, could have an adverse effect on our equipment utilization, revenues, cash flows and profitability; our ability to obtain additional capital to finance our business and the cost of that capital; and our ability to attract and retain skilled personnel.

We might be unable to compete successfully with other companies in our industry.

The markets in which we operate are highly competitive and certain of them, particularly those supporting U.S. land driven activities, have relatively few barriers to entry. The principal competitive factors in our markets are product, equipment and service quality, availability, responsiveness, experience, technology, safety performance and price. In some of our product and service offerings, we compete with the oil and natural gas industry's largest oilfield service providers. These large national and multi-national companies have greater financial, technical and other resources, and greater name recognition than we do. Several of our competitors provide a broader array of services and have a stronger presence in more geographic markets. In addition, we compete with many smaller companies capable of competing effectively 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. Many contracts are awarded on a bid basis, which further increases competition based on price. As a result of competition, we may lose market share or be unable to maintain or increase prices for our present products and services, or to acquire additional business opportunities, which has had and may in the future have a material adverse effect on our business, financial condition and results of operations.

Consolidation of our customers and competitors may impact our results of operations.

The oil and gas industry has undergone rapid consolidation, which may result in reduced capital spending by some of our customers, the acquisition of one or more of our primary customers or competitors or consolidated entities using size and purchasing power to seek pricing or other concessions, which may lead to decreased demand for our products and services. In addition, recent, ongoing and future mergers, combinations and consolidations in our industry could result in existing competitors increasing their market share. As a result, industry consolidation may have a significant negative impact on our results of operations, financial position or cash flows. We are unable to predict what effect industry consolidations may have on the pricing of our products and services, capital spending by our customers, our selling strategies, our competitive position, our ability to retain customers or our ability to negotiate favorable agreements with our customer and suppliers.

Disruption of our supply chain could adversely impact our ability to manufacture, transport and sell our products.

We and our suppliers use multiple forms of transportation to bring our products to market, including truck, ocean and air-cargo shipments. Disruption to the timely supply of raw materials, parts and finished goods or increases in the cost of transportation services, including due to general inflationary pressures, cost of fuel and labor, trade disputes, tariffs, duties, labor disputes, governmental regulation or governmental restrictions limiting specific forms of transportation, could have an adverse effect on our ability to manufacture, transport and sell our products, which would adversely affect our results of operations, cash flows and financial position.

We might be unable to employ and retain a sufficient number of key personnel.

We believe that our success depends upon our ability to employ and retain key personnel with both technical and business expertise. As observed in the U.S. shale play regions such as the Permian Basin in 2023, during periods of increased activity, the demand for such personnel is high, and the supply is limited. When these events occur, our cost structure increases and our growth potential could be impaired. Conversely, during periods of reduced activity, such as 2024 and 2025, we are forced to reduce headcount and implement other cost-saving measures which could lead skilled personnel to migrate to other industries. Other opportunities in our industry and market interest in alternative energy sources may also make it more difficult for us to attract and retain employees who may prefer employment opportunities other than our business. The inability to attract, or the loss of, key personnel to competitors or companies in other industries could adversely affect us.

If we do not develop new competitive technologies and products, our business and revenues may be adversely affected.

The market for our products and services is characterized by continual technological developments to provide better performance in increasingly greater depths, higher pressure levels and harsher conditions. If we are unable to design, develop and produce commercially competitive products in a timely manner in response to changes in technology, our business and revenues will be adversely affected. Many of our competitors are large multi-national companies that may have significantly greater financial resources than we have, and they may be able to devote greater resources to research and development of new

systems, services and technologies than we are able to do. In addition, competitors or customers may develop new technologies, which address similar or improved solutions to our existing technology. Additionally, the development and commercialization of new products and services requires substantial expenditures and we may not have access to needed capital at attractive rates or at all due to our financial condition, disruptions of the bank or capital markets, or other reasons beyond our control to continue these activities. Should our technologies become the less attractive solution, our operations and profitability would be negatively impacted.

Our business, results of operations and financial condition could be adversely affected by security threats, including cybersecurity threats and other disruptions.

Our information and operational technology systems, and those of our vendors, suppliers, customers and other business partners, may experience various security threats, including cybersecurity threats designed to gain unauthorized access to sensitive information or to render data or systems unusable; threats to the safety of our employees, threats to our infrastructure, or third-party infrastructure; and terrorist attacks or related threats. Cybersecurity attacks in particular are evolving and have increased in frequency. Cybersecurity attacks are becoming more sophisticated and include, but are not limited to, ransomware attacks, credential stuffing, phishing, social engineering, use of deepfakes (i.e., highly realistic synthetic media generated by artificial intelligence) and other attempts to gain unauthorized access to data for purposes of extortion or other malfeasance. Although we devote resources to protect the systems and data we rely on in our business, including through monitoring, procedural safeguards, and employee training, our information and operational technology systems may still be subject to cyberattacks or security breaches, including as a result of employee error, malfeasance or other threats. The realization of any of these threats could lead to the unauthorized access, corruption, loss, or disclosure of proprietary and sensitive data, including proprietary information, intellectual property, and employee or customer data. Additionally, such incidents could lead to misdirected wire transfers, operational downtime, environmental damage, disruptions to key communications and services, and could significantly impair our ability to fulfill customer obligations and comply with legal and regulatory requirements. In addition, the evolving nature of data security regulations globally presents challenges, as compliance requires continual updates to our policies and practices to address new standards and avoid penalties. While we utilize various procedures and controls to monitor these security threats and mitigate our exposure to such threats and other disruptions, there can be no assurance that these procedures and controls will be sufficient in preventing security threats from materializing. No security measure is infallible. The interconnected nature of modern technology means that weaknesses or breaches within the systems of third-party vendors, suppliers, or business partners could significantly impact our operations, potentially introducing vulnerabilities into our own systems despite our safeguards. If a security breach or cyberattack were to materialize, it could lead to the loss, disclosure, or hindrance of sensitive information (including our intellectual property, and employee and customer data), critical infrastructure, personnel or capabilities essential to our operations. In addition, a cyberattack or security breach could result in liability resulting from data privacy or cybersecurity claims, liquidated or other contractual damages, regulatory penalties, damage to our reputation, significant negative press coverage, long-lasting loss of confidence in us, or additional costs for remediation and modification or enhancement of our information systems to prevent future occurrences, all of which could have a material adverse effect on our reputation, financial position, results of operations, or cash flows. As cyberattacks continue to evolve, we may be required to allocate additional resources to strengthen our cybersecurity infrastructure, enhance employee training programs, or implement emerging technologies to address new threats.

We depend on several significant customers in each of our business segments, and the loss of one or more such customers or the inability of one or more such customers to meet their obligations to us, could adversely affect our results of operations.

While no customer accounted for more than 10% of our consolidated revenues in 2025, 2024 or 2023, the loss of a significant portion of customers in any of our business segments, or a sustained decrease in demand by any of such customers, could result in a loss of revenues and could have a material adverse effect on our results of operations. In addition, the concentration of customers in one industry impacts our overall exposure to credit risk, in that customers may be similarly affected by changes in economic and industry conditions. While we perform ongoing credit evaluations of our customers, we do not generally require collateral in support of our accounts receivables.

As a result of our industry concentration, risks of nonpayment and nonperformance by our counterparties are a concern in our business. Many of our customers finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity. The inability, or failure of, our significant customers to meet their obligations to us, or their insolvency or liquidation, may adversely affect our financial results.

The ongoing military actions in Europe and the Middle East and the risk of military action in South America could adversely affect our business, financial condition and results of operations.

The ongoing military conflicts in Europe and the Middle East and the risk of military action in South America could cause market and other disruptions that could adversely affect us, such as: volatility in crude oil and natural gas prices, which can adversely affect demand for our products and services; further supply chain constraints and disruptions, or increased prices for certain raw materials and component parts, such as steel, forgings and explosive products, that are used in products we manufacture and other products needed by our customers in connection with their ongoing operations; instability in financial markets; higher inflation; delays or cancellations of planned projects by our customers due to rising costs; changes in currency rates; and increases in cyberattacks and espionage. In addition, governments in the European Union, the United States, the United Kingdom, Switzerland and other countries have enacted sanctions against Russia and Russian interests as a result of Russia's invasion of Ukraine. Such sanctions, and other measures, as well as existing and potential further responses from Russia or other countries to such sanctions, could exacerbate the foregoing risks. Any of these developments could adversely affect our business, financial condition and results of operations.

Climate events could adversely impact our operations or those of our customers or suppliers.

Severe weather events in the areas in which we or our customers or suppliers operate, such as hurricanes, floods and prolonged periods of cold weather, whether from climate change or otherwise, can cause disruptions and, in some cases, delays in, or suspension of, our operations and those of our customers or suppliers. Seasonal differences in weather in the areas in which we operate, most notably in the Rocky Mountain region of the United States, where severe winter weather conditions occur, can also restrict our operations and those of our customers or suppliers. In addition, summer and fall completion and drilling activity can be restricted due to hurricanes and other storms prevalent in the Gulf of America and along the Gulf Coast. As a result of these seasonal differences, full year results are not likely to be a direct multiple of any particular quarter or combination of quarters.

Many forecasters also believe that potential climate changes may have significant physical effects, such as increased frequency and severity of storms, floods and other climatic events, as well as chronic shifts in temperature and precipitation patterns, which could have an adverse effect on our or our customers' or suppliers' operations. These climatic developments have the potential to also cause physical damage to our assets or delays to our supply chains, which may have an adverse effect on our operations.

Any unusual or prolonged severe weather or increased frequency thereof in our or customers' areas of operations or markets, whether due to climate change or otherwise, could have a material adverse effect on our business, results of operations and financial condition. Adverse climate events could also affect our third-party suppliers, which could limit their ability to provide us with the necessary products or raw materials to maintain operations of our facilities or services. Our planning for normal climatic variation, insurance programs and emergency recovery plans may inadequately mitigate the effects of such weather conditions, and not all such effects can be predicted, eliminated or insured against. Additionally, changing meteorological conditions, particularly temperature, may result in changes to the amount, timing or location of demand for energy or the products our customer produce, which may impact demand for our products and services.

Our inability to control the inherent risks of identifying and integrating businesses that we have or may acquire, including any related increases in debt or issuances of equity securities, could adversely affect our operations.

From time to time, we review complementary acquisition opportunities and we may seek to consummate acquisitions of such businesses in the future. However, we may not be able to identify and acquire acceptable acquisition candidates on favorable terms in the future or at all. In addition, we have in the past and may in the future incur indebtedness to finance acquisitions and also may issue equity securities in connection with such acquisitions, which could impose a significant burden on our results of operations and financial condition and could result in significant dilution to stockholders.

We expect to gain certain business, financial, and strategic advantages as a result of business combinations we undertake, including synergies and operating efficiencies. However, these transactions, and the successful integration and operation of acquired businesses, involve numerous risks. If we fail to manage any of these risks successfully, our business could be harmed. Our capitalization and results of operations may change significantly following an acquisition, and our stockholders may not have the opportunity to evaluate the economic, financial, and other relevant information that we will consider in evaluating future acquisitions.

Financial Risks

We may be adversely affected by the effects of inflation and increases in tariffs on goods we import.

Inflation in wages, materials, parts, equipment and other costs, including as a result of tariffs imposed on certain of the goods and materials we import, has the potential to adversely affect our results of operations, cash flows and financial position by increasing our overall cost structure, particularly if we are unable to achieve commensurate increases in the prices we charge our customers for our products and services. For example, in 2025, U.S. tariffs on certain steel and other metal components we import from China substantially increased the cost of those products, and President Trump has threatened additional increased tariffs on goods imported from China as result of current Chinese trade policy. In addition, the existence of inflation in the economy has and may continue to result in higher interest rates, which could result in higher borrowing costs, supply shortages, increased costs of labor and materials, weakening exchange rates and other similar effects.

We may be unable to access the capital and credit markets or borrow on affordable terms to obtain additional capital that we may require.

We rely on our liquidity to pay our operating and capital expenditures, principal payments on debt (including the full retirement of our 2026 Notes upon maturity on April 1, 2026), interest, taxes and other similar costs. Historically, we have sought to finance the operation of our business primarily with cash on-hand and cash provided by operating activities, but we have also relied on the bank and capital markets. A recession or long-term market correction could negatively impact the value of our common stock, our access to capital or our liquidity or ability to generate cash from operations in the near- and long-term. If we are unable to access the bank and capital markets on favorable terms, or if we are not successful in raising capital at an attractive cost within the time period required or at all, we may not be able to grow or maintain our business, which could have a material adverse effect on our business, results of operations and financial condition.

In addition, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about such events or other similar risks, have in the past and may in the future lead to acute or market-wide liquidity problems. In addition, if any of our customers, suppliers or other business counterparties are unable to access funds held by such a financial institution, such parties' ability to pay their obligations to us or to enter into new commercial arrangements requiring additional payments to us could be adversely affected.

Backlog in our Offshore Manufactured Products segment is subject to unexpected adjustments and cancellations and, therefore, has limitations as an indicator of our future revenues and earnings.

The revenues projected in our Offshore Manufactured Products segment backlog may not be realized or, if realized, may not result in profits. Because of potential changes in the scope or schedule of our customers' projects, we cannot predict with certainty when or if backlog will be realized. Material delays, cancellations or payment defaults could materially affect our financial condition, results of operations, and cash flows.

Some of the contracts in our backlog are cancellable by the customer, subject to the payment of termination fees and/or the reimbursement of our costs incurred. We typically have no contractual right to the total revenues reflected in our backlog once a project is canceled. While backlog cancellations have not been significant in the past, if commodity prices decline, we may incur additional cancellations or experience material declines in our backlog.

We may assume contractual risks in developing, manufacturing and delivering products in our Offshore Manufactured Products segment.

Many of our products from our Offshore Manufactured Products segment are ordered by customers under frame agreements or project-specific contracts. In many cases these contracts stipulate a fixed price for the delivery of our products and impose liquidated damages or late delivery fees if we do not meet specific customer deadlines. Our actual costs, and any gross profit realized on these fixed-price contracts, may vary from the expected contract economics for various reasons, including but not limited to:

- errors or omissions in estimates or bidding;
- changes in availability and cost of materials and labor, including from price inflation and supply chain disruptions;
- failures of our suppliers to deliver materials and other goods that comply with our specifications;
- variations in productivity from our original estimates;

- changes in tariffs or tax regimes; and
- material changes in foreign currency exchange rates.

These variations and the risks inherent in our projects may result in reduced profitability or losses on projects. Depending on the size of a project, variations from estimated contract performance could have a material adverse impact on our operating results.

In addition, there are other risks and liabilities associated with these contracts, such as consequential damages payable (generally as a result of our gross negligence or willful misconduct), unforeseen technical or logistical challenges in fulfilling the contracts, or warranty claims, any of which could result in our not being fully or properly compensated for the cost to develop, design, and manufacture the final product and resulting in a significant impact on our reported operating results as we progress towards completion of major jobs.

Exchange rate fluctuations could adversely affect our U.S. reported results of operations and financial position.

In the ordinary course of our business, we enter into purchase and sales commitments that are denominated in currencies that differ from the functional currency used by our operating subsidiaries. Currency exchange rate fluctuations can create volatility in our consolidated financial position, results of operations, and/or cash flows. Although we may enter into foreign exchange agreements with financial institutions in order to reduce our exposure to fluctuations in currency exchange rates, these transactions, if entered into, will not eliminate that risk entirely. To the extent that we are unable to match revenues received in foreign currencies with expenses paid in the same currency, exchange rate fluctuations could have a negative impact on our consolidated financial position, results of operations and/or cash flows. Additionally, because our consolidated financial results are reported in U.S. dollars, if we generate net revenues or earnings in countries whose currency is not the U.S. dollar, the translation of such amounts into U.S. dollars can result in an increase or decrease in the amount of our net revenues and earnings depending upon exchange rate movements. As a result, a material decrease in the value of these currencies relative to the U.S. dollar may have a negative impact on our reported results of operations and cash flows. Any currency controls implemented by local monetary authorities in countries where we currently operate could also adversely affect our business, financial condition, cash flows and results of operations.

Given the cyclical nature of our business, a severe prolonged downturn could negatively affect the value of our goodwill and other intangible and long-lived assets.

As of December 31, 2025, goodwill and other intangible and long-lived assets represented 8%, 4% and 29%, respectively, of our total assets. We record goodwill when the consideration we pay in acquiring a business exceeds the fair market value of the tangible and separately measurable intangible net assets of that business. We are required to at least annually review the goodwill and other intangible and long-lived assets of our applicable reporting units (Offshore Manufactured Products, Completion and Production Services and Downhole Technologies) for impairment in value and to recognize a non-cash charge against earnings causing a corresponding decrease in stockholders' equity if circumstances, some of which are beyond our control, indicate that the carrying amounts will not be recoverable.

As further discussed in Note 2, "Summary of Significant Accounting Policies," in 2025 we recognized intangible and other long-lived asset impairment charges of \$91.9 million in our Downhole Technologies reporting unit due to, among other factors, reduced future cash flow expectations given weak energy market conditions resulting from the decline in U.S. land-based customer activity levels, competitive market conditions, increased U.S. tariffs on imported materials and managements decisions. In 2025 we also recognized non-cash operating lease impairment charges of \$1.3 million within our Completion and Production Services segment related to facility closures.

While no other provisions for goodwill or other intangible and long-lived asset impairment were recognized during 2025, it is possible that we could recognize goodwill or other intangible and long-lived asset impairment losses in the future if, among other factors:

- global economic and industry conditions deteriorate;
- the outlook for future profits and cash flow for any of our reporting units deteriorate as the result of many possible factors, including, but not limited to, increased or unanticipated competition, increased trade restrictions or tariffs, lack of technological development, reductions in customer capital spending plans, loss of key personnel or customers, adverse legal or regulatory developments, future operating losses at a reporting unit, downward forecast revisions, or restructuring plans;
- we implement certain strategic management actions;

- costs of equity or debt capital increase further;
- laws, executive actions or regulatory initiatives are imposed, which significantly restrict, delay or otherwise reduce the drilling, completion and production of oil and natural gas wells;
- U.S. and/or foreign income tax rates increase, or regulations change;
- valuations for comparable public companies or comparable acquisition valuations deteriorate; or
- our stock price experiences a sustained decline.

Legal or Regulatory Risks

We do business in international jurisdictions which exposes us to unique risks.

A portion of our revenue and net assets are attributable to operations in countries outside the United States. Risks associated with our international operations include, but are not limited to:

- expropriation, confiscation or nationalization of assets;
- renegotiation or nullification of existing contracts;
- foreign capital controls or similar monetary or exchange limitations;
- foreign currency fluctuations;
- foreign and global minimum taxation regulations;
- import-export controls, including tariffs and duties on imported and exported goods;
- the inability to repatriate earnings or capital in a tax efficient manner;
- changing political conditions;
- economic or trade sanctions;
- changing foreign and domestic monetary and trade policies;
- regulatory restrictions or controls more stringently applied or enforced;
- changes in trade activity;
- military or social situations, such as a widespread outbreak of an illness or other public health issues, in foreign areas where we do business, and the possibilities of war, other armed conflict or terrorist attacks; and
- regional economic downturns.

Additionally, in some jurisdictions we are subject to foreign governmental regulations favoring or requiring the awarding of contracts to local contractors, or requiring foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. These regulations may adversely affect our ability to compete in such jurisdictions.

The U.S. Foreign Corrupt Practices Act (the “FCPA”), and similar anti-bribery laws in other jurisdictions, including the United Kingdom Bribery Act 2010, generally prohibit companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining business. We operate in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices and impact our business. Any failure to comply with the FCPA or other anti-bribery legislation could subject us to civil and criminal penalties or other sanctions, which could have a material adverse impact on our business, financial condition and results of operations. We could also face fines, sanctions, and other penalties from authorities in the relevant foreign jurisdictions, including prohibition of our participating in, or curtailment of, business operations in those jurisdictions and the seizure of assets. Additionally, we may have competitors who are not subject to the same ethics-related laws and regulations which provides them with a competitive advantage over us by securing business awards, licenses, or other preferential treatment, in those jurisdictions using methods that certain ethics-related laws and regulations prohibit us from using.

The regulatory regimes in some foreign countries may be substantially different than those in the United States, and may be unfamiliar to U.S. investors. Violations of foreign laws could result in monetary and criminal penalties against us or our subsidiaries and could damage our reputation and, therefore, our ability to do business.

We use a variety of domestically produced and imported raw materials and component products, including steel, in the manufacture of our products. Beginning in the first quarter of 2025, the United States imposed new or additional tariffs, through

executive orders, on a variety of imported raw materials and products, including steel and aluminum. In response to the U.S. tariffs on steel and aluminum, the European Union and several other countries, including Canada and China, have threatened and/or imposed retaliatory tariffs. We continue to monitor the effects of the ever-evolving global trade landscape, including with respect to sanctions, tariffs, existing trade agreements, anti-dumping and countervailing duty regulations and more. For example, in the third quarter of 2025, U.S. tariffs on certain steel and other metal components we import from China substantially increased the cost of those products, and President Trump has threatened additional increased tariffs on goods imported from China as result of current Chinese trade policy. We cannot predict with certainty the duration of tariffs currently in place, the impact of any new or increased tariffs, or the impact of any retaliatory tariffs. If we encounter difficulty in procuring these raw materials and component products, or if the prices we have to pay for these products remain at current levels or increase and we are unable to pass corresponding cost increases on to our customers, our financial position, cash flows and results of operations could be adversely affected. Furthermore, uncertainty with respect to potential costs in the drilling and completion of oil and gas wells could cause our customers to delay or cancel planned projects which, if this occurred, would adversely affect our financial position, cash flows and results of operations.

We export certain physical products outside of the United States. Violations of export control restrictions including the Export Administration Regulations and the International Traffic in Arms regulations could result in significant sanctions including fines, more onerous compliance requirements, or restrictions on export privileges or the loss of authorizations needed to conduct aspects of our international business.

Explosive incidents arising out of dangerous materials used in our business could disrupt operations and result in bodily injuries and property damages, which occurrences could have a material adverse effect our business, results of operations and financial conditions.

Our Downhole Technologies segment operations include the licensing, storage and handling of explosive materials that are subject to regulation by the ATF and analogous state and international agencies. Despite our use of specialized facilities to store and handle dangerous materials and our performance of employee training programs, the storage and handling of explosive materials could result in explosive incidents that temporarily shut down or otherwise disrupt our or our customers' operations or could cause restrictions, delays or cancellations in the delivery of our services. It is possible that such incidents could result in death or significant injuries to employees and other persons. Material property damage to us, our customers and third parties arising from an explosion or resulting fire could also occur. Any explosion could expose us to adverse publicity and liability for damages or cause production restrictions, delays or cancellations, any of which occurrences could have a material adverse effect on our operating results, financial condition and cash flows. Moreover, failure to comply with any applicable existing or newly established requirements, or the occurrence of an explosive incident, may also result in the loss of our ATF or analogous state and international license to store and handle explosives, which would have a material adverse effect on our business, financial condition and results of operations.

We may not have adequate insurance for potential liabilities and our insurance may not cover certain liabilities, including litigation risks.

The products that we manufacture and the services that we provide are complex, and the failure of our equipment to operate properly or to meet specifications may greatly increase our customers' costs. In addition, many of these products are used in inherently hazardous applications where an accident or product failure can cause personal injury or loss of life, damages to property, equipment, or the environment, regulatory investigations and penalties, and the suspension or cancellation of the end-user's operations. 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 for which we may be held responsible and our reputation for providing quality products may suffer. In the ordinary course of business, we have and may become the subject of various 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 may relate to the activities of businesses that we have sold, and some may relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of such businesses.

We maintain insurance to cover many of our potential losses, and we are subject to various self-retentions and deductibles under our insurance policies. It is possible, however, that a judgment could be rendered against us in cases in which we could be uninsured and beyond the amounts that we currently have reserved or anticipate incurring for such matters. Even a partially uninsured or underinsured claim, if successful and of significant size, could have a material adverse effect on our results of operations or consolidated financial position. We also face the following other risks related to our insurance coverage:

- we may not be able to continue to obtain insurance on commercially reasonable terms;
- we may be faced with types of liabilities that will not be covered by our insurance, such as damages from environmental contamination, fines and penalties imposed for failure to comply with applicable law, terrorist attacks or acts of war;
- we may face difficulties obtaining or maintaining insurance coverage to the extent we do not meet the sustainability- or environmental-related conditions or requirements of our insurers;
- the counterparties to our insurance contracts may pose credit risks; and
- we may incur losses from interruption of our business or cybersecurity attacks that exceed our insurance coverage.

We might be unable to protect our intellectual property rights and we may be subject to litigation if another party claims that we have infringed upon its intellectual property rights.

We rely on a variety of intellectual property rights that we use in our businesses, including our patents and proprietary rights relating to our FlexJoint[®], Merlin[®], Evolv[®] and SmartStart Plus[®] technologies, and intervention and downhole extended-reach tools (including our HydroPull[®] tool) utilized in the completion or workover of oil and natural gas wells. The market success of our technologies will depend, in part, on our ability to obtain, secure, maintain and enforce our proprietary rights in these technologies and to safeguard our trade secrets and non-public information. We may not be able to successfully preserve these intellectual property rights and these rights could be invalidated, circumvented or challenged by third parties. In addition, we may be required to expend significant amounts of money pursuing and defending our intellectual property rights, and these proceedings may not ultimately be successful. In addition, we face risks related to the global nature of our business, as the laws of some foreign countries in which our products and services may be sold may provide less robust protection of enforcement mechanisms than those available in the United States. If any of our patents or other intellectual property rights are determined to be invalid or unenforceable, or if a court or other tribunal limits the scope of claims in a patent or fails to recognize our trade secret rights, our competitive advantages could be significantly reduced in the relevant technology, allowing competition for our customer base to increase, adversely affecting our competitive position.

In addition, the tools, techniques, methodologies, programs and components we use to provide our products and services may infringe, or be alleged to infringe, upon the intellectual property rights of others. Infringement claims, whether or not with merit, may result in significant legal and other costs, and may distract us from running our core business. Royalty payments under a license from third parties, if available, would increase our costs. If a license was not available, we might not be able to continue providing a particular service or product. Any of these developments could have a material adverse effect on our business, financial condition and results of operations.

Laws, regulations and other executive actions or regulatory initiatives regarding hydraulic fracturing could increase our costs of doing business and result in additional operating restrictions, delays or cancellations in the completion of oil and natural gas wells, or possible bans on the performance of hydraulic fracturing that may reduce demand for our products and services and could have a material adverse effect on our business, results of operations and financial condition.

Although we do not directly engage in hydraulic fracturing, a material portion of our operations support many of our oil and natural gas exploration and production customers in such activities. There exists federal regulatory initiatives and various state laws and regulations that have increased, and have the potential to further increase, the regulatory burden imposed on hydraulic fracturing. Moreover, there has existed, from time to time, the potential for new or amended laws, regulations, executive actions and other regulatory initiatives that could impose more stringent restrictions on hydraulic fracturing, including potential restrictions on hydraulic fracturing on federal lands. Moreover, further or different constraints may be adopted by the U.S. federal or state governments in the future, including but not limited to a delay in permitting procedures, which may reduce the desirability or viability of projects on federal lands or waters. See “Part I, Item 1. Business – Environmental and Occupational Health and Safety Matters – Hydraulic Fracturing” for more discussion on these matters. The occurrence of any one or more of these developments with respect to hydraulic fracturing in areas where our oil and natural gas exploration and production customers operate could result in potentially significant added costs to comply with requirements relating to permitting, construction, financial assurance, monitoring, recordkeeping and/or plugging and abandonment. In addition, they could experience restrictions, delays or cancellations in the pursuit of production or development activities. Any of the

foregoing could reduce demand for the products and services of one or more of our business segments and have a material adverse effect on our business, financial condition and results of operations.

In countries outside of the United States, including provincial, regional, tribal or local jurisdictions therein where we conduct operations, there may exist similar governmental restrictions or controls on our customers' hydraulic fracturing activities, which, if such restrictions or controls exist or are adopted in the future, our customers may incur significant costs to comply with such requirements or may experience restrictions, delays or cancellations in the permitting or pursuit of their operations, which could have a material adverse effect on our business, financial condition and results of operations.

Legislative and regulatory initiatives related to induced seismicity could result in operating restrictions or delays in the drilling and completion of oil and natural gas wells that may reduce demand for our products and services and could have a material adverse effect on our business, results of operations and financial condition.

Our oil and natural gas producing customers dispose of flowback water or certain other oilfield fluids gathered from oil and natural gas producing operations in accordance with permits issued by government authorities overseeing such disposal activities. In recent years, wells in the United States used for the disposal by injection of flowback water or certain other oilfield fluids below ground into non-producing formations have been associated with an increased number of seismic events. In response, regulators in states in which our customers operate, from time to time, have adopted additional requirements related to seismicity and its potential association with hydraulic fracturing. See "Part I, Item 1. Business—Environmental and Occupational Health and Safety Matters" for more discussion on these seismicity matters. The introduction of new environmental laws and regulations related to the disposal of wastes associated with the exploration or production of hydrocarbons could limit or prohibit the ability of our customers to utilize underground injection wells. As a result, our customers may have to limit disposal well volumes, disposal rates or locations and, in some instances those customers, or third-party disposal well operators that are used by those customers to dispose of the customers' wastewater, may be obligated to shut down disposal wells, which developments could adversely affect our customers' business and result in a corresponding decrease in the need for our products and services, which could have a material adverse effect on our business, results of operations and financial condition.

Imposition of laws, executive actions or regulatory initiatives to restrict, delay or cancel leasing, permitting or drilling activities in deepwaters of the United States or foreign countries may reduce demand for our services and products and have a material adverse effect on our business, financial condition, or results of operations.

A significant portion of our Offshore Manufactured Products segment provides products and services for oil and natural gas exploration and production customers operating offshore in the deepwaters of the United States and in other countries. To a lesser extent, our Completion and Production Services and Downhole Technologies segments also provide equipment and services to customers operating offshore in the deepwaters of the United States and in other countries. Regulatory agencies may issue new or amended rulemakings regarding deepwater leasing, permitting or drilling that could result in more stringent or costly restrictions, delays or cancellations in offshore oil and natural gas exploration and production activities. See "Part I, Item 1. Business – Environmental and Occupational Health and Safety Matters" for more discussion on deepwater regulatory matters.

Any new legislation, executive actions or regulatory initiatives, whether in the United States or in other countries, that impose increased costs, more stringent operational standards or result in significant delays, cancellations or disruptions in our customers' operations, increase the risk of losing leasing or permitting opportunities, expired leases due to the time required to develop new technology, increased supplemental bonding costs, or cause our customers to incur penalties, fines, or shut-in production at one or more of their facilities, any or all of which could reduce demand for our products and services. Also, if material spill events were to occur in the future, the United States or other countries where such an event were to occur could elect to issue directives to temporarily cease drilling activities and, in any event, may from time to time issue further safety and environmental laws and regulations regarding offshore oil and natural gas exploration and development, any of which developments could have a material adverse effect on our business. We cannot predict with any certainty the full impact of any new laws, regulations, executive actions or regulatory initiatives on our customers' drilling operations or the opportunity to pursue such operations, or on the cost or availability of insurance to cover the risks associated with such operations. The matters described above, individually or in the aggregate, could have a material adverse effect on our business, financial condition and results of operations.

We are subject to numerous environmental laws and regulations that may expose us to significant costs and liabilities.

Our operations and those of our customers in the United States and in foreign countries are subject to stringent federal, state and local legal requirements governing environmental protection. These requirements may take the form of laws, regulations, executive actions and various other legal initiatives. See "Part I, Item 1. Business – Environmental and Occupational Health and Safety Matters" for more discussion on these matters.

Compliance with these regulations and other regulatory initiatives, or any future new environmental laws and regulations could, among other things, require us or our customers to install new or modified emission controls on equipment or processes, incur longer permitting timelines, and incur increased capital or operating expenditures, which costs may be significant. Additionally, one or more of these developments that impact our oil and natural gas exploration and production customers could reduce demand for our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

An accidental release of pollutants into the environment may cause us to incur significant costs and liabilities.

Our business activities present risks of incurring significant environmental costs and liabilities in our business as a result of our handling of petroleum hydrocarbons, because of air emissions and wastewater discharges related to our operations, and due to historical industry operations and waste disposal practices. Additionally, private parties, including the owners or operators of properties upon which we perform services and facilities where our wastes are taken for reclamation or disposal, also may have the right to pursue legal actions to enforce compliance as well as to seek damages for non-compliance with environmental laws and regulations or for personal injury or property or natural resource damages. Some environmental laws and regulations may impose strict liability, which means that in some situations we could be exposed to liability as a result of our conduct that was lawful at the time it occurred or the conduct of, or conditions caused by prior owners or operators of properties or other third parties. Remedial costs and other damages, including natural resources damages arising as a result of environmental laws and costs associated with changes in environmental laws and regulations could be substantial and could have a material adverse effect on our liquidity, results of operations and financial condition. We may not be able to recover some or any of these costs from insurance.

We could incur significant costs in complying with stringent occupational health and safety requirements.

We are subject to stringent federal and state laws and regulations, including the federal Occupational Safety and Health Act and comparable state statutes, whose purpose is to protect the health and safety of workers, both generally and within the Offshore Manufactured Products, Completion and Production Services and Downhole Technologies business segments. In addition, the OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of the Federal Superfund Amendment and Reauthorization Act and comparable state statutes require that information be maintained concerning hazardous materials used or produced in our operations and that this information be provided to employees, state and local government authorities and citizens. We are also subject to OSHA Process Safety Management regulations, which are designed to prevent or minimize the consequences of catastrophic releases of toxic, reactive, flammable or explosive chemicals. See “Part I. Item I. Business – Environmental and Occupational Health and Safety Matters” for more discussion on these matters.

We have incurred and will continue to incur operating and capital expenditures to comply with occupational health and safety laws and regulations. Historically these costs have not had a material adverse effect on our results of operations. However, there can be no assurance that such costs will not be material in the future or that such future compliance will not have a material adverse effect on our business, financial condition and results of operation.

Our and our customers’ operations are subject to a series of risks arising out of the threat of climate change that could result in increased operating costs, limit the areas in which oil and natural gas production may occur, and reduce demand for the products and services we provide.

The threat of climate change continues to attract considerable attention in the United States and in foreign countries. Numerous proposals have been made and could continue to be made at the international, national, regional and state levels of government to monitor and limit existing emissions of GHGs as well as to restrict or eliminate such future emissions. For example, the U.S. federal government has, in recent years, issued executive orders, new legislation, and regulatory initiatives pursuing action on climate change, including the IRA 2022. However, President Trump has signed several Executive Orders rescinding many of the previous administration’s climate-related initiatives, including withdrawing from the Paris Agreement and pausing the disbursement of certain IRA 2022 funding, and the Trump Administration has made various proposals to repeal or otherwise modify requirements related to GHG emissions. As a result, our operations as well as the operations of our oil and natural gas exploration and production customers are subject to a series of regulatory, political, financial and litigation risks and uncertainty associated with the production and processing of fossil fuels and emission of GHGs. See “Part I, Item 1. Business – Environmental and Occupational Health and Safety Matters” for more discussion on these risks.

The adoption and implementation of new international, federal or state executive actions, legislation, regulations or regulatory initiatives that impose more stringent standards for GHG emissions from the oil and natural gas sector or otherwise restrict the areas in which this sector may produce oil and natural gas or generate GHG emissions could result in increased costs of compliance or costs of consuming fossil fuels, and thereby reduce demand for oil and natural gas, which could reduce

demand for our services and products. Additionally, political, financial, reputational and litigation risks may result in our oil and natural gas customers restricting or canceling production activities, incurring liability for infrastructure damages as a result of climatic changes, or impairing the ability to continue to operate in an economic manner, which also could reduce demand for our services and products. Moreover, the increased competitiveness of alternative energy sources (such as wind, solar, nuclear, geothermal, tidal and biofuels), could reduce demand for hydrocarbons, and therefore demand for our products and services, which would have an adverse effect on our business and results of operations. One or more of these developments could have a material adverse effect on our business, financial condition and results of operations.

The ESA, the Migratory Bird Treaty Act and other laws intended to protect certain species of wildlife govern our and our oil and natural gas exploration and production customers' operations, which constraints could have an adverse impact on our ability to expand some of our existing operations or limit our customers' ability to develop new oil and natural gas wells.

In the United States, the ESA and comparable state laws were established to protect endangered and threatened species. Under the ESA, if a species is listed as threatened or endangered, restrictions may be imposed on activities adversely affecting that species' habitat. Similar protections are offered to migratory birds under the Migratory Bird Treaty Act ("MBTA"). The U.S. Fish and Wildlife Service ("FWS") under the Biden Administration published an advanced notice of proposed rulemaking to codify a general prohibition on incidental take while establishing a process to regulate or permit exceptions to such a prohibition. The Trump Administration has since withdrawn that advanced notice of proposed rulemaking and, in April 2025, the U.S. Department of the Interior issued a memorandum that reinstated the interpretation that the MBTA's prohibition only applies to "affirmative actions that have as their purpose the taking or killing of migratory birds, their nests, or their eggs." Oil and natural gas operations in our operating areas may be adversely affected by seasonal or permanent restrictions on drilling and completion activities designed to protect various wildlife, which may limit our ability to operate in protected areas. Permanent restrictions imposed to protect endangered and threatened species could prohibit drilling and completion activities in certain areas or require the implementation of expensive mitigation measures.

Moreover, the FWS may make determinations on the listing of numerous species as endangered or threatened under the ESA. For example, the FWS published a rule listing two distinct population segments of the lesser prairie-chicken under the ESA, a species found in some states where we operate, including Texas, Oklahoma and Colorado. The dunes sagebrush lizard, located in west Texas and New Mexico, has also been listed as endangered under the ESA. Further, agencies may also enact protections related to critical habitats of listed species, which require federal agencies to ensure their actions are not likely to destroy or adversely modify the critical habitat. For example, in 2023 the National Marine Fisheries Service proposed to designate certain waters in the Gulf of America as critical habitat for the Rice's whale under the ESA. While the agency has agreed to finalize the critical habitat by July 2027, the designation of previously unidentified endangered or threatened species or their critical habitats could indirectly cause us to incur additional costs, cause our or our oil and natural gas exploration and production customers' operations to become subject to operating restrictions or bans, and limit future development activity in affected areas, which could reduce demand for our products and services to those customers.

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Increasing attention to sustainability and environmental matters may impact our business.

Companies across all industries are facing increasing scrutiny from investors, customers, employees, regulatory bodies and other stakeholders related to their sustainability and environmental practices. Companies which do not adapt to or comply with such stakeholder expectations and standards, which are evolving, or which are perceived to have not responded appropriately to the growing concern for sustainability-and environmental-related issues, regardless of whether there is a legal requirement to do so, may suffer from reputational damage and the business, financial condition, and/or stock price of such a company could be materially and adversely affected. Increasing attention to climate change, increasing societal expectations on companies to address climate change, and potential consumer use of substitutes to energy commodities may result in increased costs, reduced demand for our customers' hydrocarbon products and our products and services, reduced profits, increased investigations and

litigation, and negative impacts on our stock price and access to capital markets, or ability to attract and retain a talented workforce. Increasing attention to climate change, for example, may result in demand shifts for our customers' hydrocarbon products and additional governmental investigations and private litigation against those customers.

Our Board's Nominating, Governance and Sustainability Committee is responsible for overseeing and managing our sustainability and environmental initiatives. Committee members review the implementation and effectiveness of our sustainability and environmental programs and policies. We have sought to strengthen our sustainability and environmental performance through certain voluntary operational strategies, including, for example (i) pursuing a goal to reduce GHG emissions generated by us; (ii) seeking to co-locate certain of our facilities and common processes, where feasible, to mitigate our GHG emission impacts; (iii) pursuing the implementation of alternative energy systems (for example, solar power) at certain of our facilities, where applicable; (iv) seeking to identify and select low-impact energy providers, where geographically available; (v) evaluating the addition of an onboard system for our trucks that would link to integral vehicle systems to reduce vehicle idling time on work locations; and (vi) purchasing alternative fueled vehicles to reduce carbon-based emissions and improved technology offerings, as fleet replacements occur from time to time, among others. Despite our governance designs to pursue and oversee these matters, however, we cannot guarantee that we will be able to implement any of the opportunities we may review or explore, or, for any opportunities we do choose to implement, to implement them successfully and within a specific timeframe or across all operational assets. Moreover, we note that even with our governance oversight in place, we may not be able to adequately identify or manage sustainability- and environmental-related risks and opportunities, which may include failing to achieve sustainability- and environmental-related strategies and goals or inadvertently increasing certain risks with some stakeholders in an attempt to address those of other stakeholders.

Also, despite any aspirational goals, we may receive pressure from investors, lenders or other groups to adopt more aggressive climate sustainability- or other environmental-related goals, but we cannot guarantee that we will be able to implement such goals because of changes in activity levels, potential costs or technical or operational obstacles. Certain statements or initiatives with respect to sustainability and environmental matters that we may pursue or assert are increasingly subject to heightened scrutiny from the public and governmental authorities, as well as other parties. Regulators, such as the SEC and various state agencies, as well as nongovernmental organizations and other private actors have filed lawsuits under various securities and consumer protection laws alleging that certain sustainability and environmental statements, goals or standards were misleading, false or otherwise deceptive. Certain employment practices and social initiatives are the subject of scrutiny by both those calling for the continued advancement of such policies, as well as those who believe they should be curbed, including government actors, and the complex regulatory and legal frameworks applicable to such initiatives continue to evolve. More recent political developments could result in increased criticism or litigation risks from certain "anti-ESG" parties, including various governmental agencies. Such sentiment may focus on our environmental or social commitments (such as reducing GHG emissions) or our potential pursuit of certain employment practices or social initiatives that are alleged to be political or polarizing in nature or are alleged to violate laws based, in part, on changing priorities of, or interpretations by, federal agencies or state governments. Consideration of sustainability- and environmental-related factors in our decision-making could be subject to increasing scrutiny and objection from such parties. As a result, we may be subject to pressure in the media or through other means, such as governmental investigations, enforcement actions, or other proceedings, all of which could adversely affect our reputation, business, financial performance, market access and growth. Accordingly, there may be increased costs related to reviewing, implementing and managing such policies, as well as compliance and litigation risks based both on positions we do or do not take, or work we do or do not perform.

The Inflation Reduction Act of 2022 could accelerate the transition to a low carbon economy and could impose new costs on our customers' operations.

In August 2022, former President Biden signed the IRA 2022 into law. The IRA 2022 contains hundreds of billions of dollars in incentives for the development of renewable energy, clean hydrogen, clean fuels, electric vehicles and supporting infrastructure and carbon capture and sequestration, amongst other provisions. These incentives or similar future incentives could further accelerate the transition of the economy away from the use of fossil fuels towards lower- or zero-carbon emissions alternatives, which could decrease demand for oil and gas and consequently adversely affect the business of our customers, thereby reducing demand for our products and services. However, the Trump Administration has taken steps to reduce or eliminate certain incentives, including those for zero-emission vehicles, and the OBBBA eliminates electric vehicle credits previously available for new and used electric and commercial fleets. We cannot predict whether or not these regulatory repeals will ultimately be successful or if future administrations may seek to restore incentives and further promote or mandate the adoption of electric vehicles. In addition, the IRA 2022 amended the federal CAA to impose a fee on the emission of methane from sources required to report their GHG emissions to the EPA, including those sources in the offshore and onshore petroleum and natural gas production and gathering and boosting source categories. Regulations to implement the methane emissions charge were finalized in November 2024, but Congress repealed those regulations in February 2025 under the Congressional Review Act. Moreover, the OBBBA delayed the implementation of the methane emissions charge until 2034. We cannot

predict if the Trump Administration and/or Congress may take further actions with respect to the IRA 2022 or the methane emissions charge, or the ultimate impact of such actions may have on our business or results of operations.

Changes to applicable tax laws and regulations may result in our incurring additional income tax liabilities, which could have a material adverse effect on our business, results of operations and financial condition.

We are subject to various complex and evolving U.S. federal, state and local and non-U.S. taxes. U.S. federal, state and local and non-U.S. tax laws, policies, statutes, rules, regulations or ordinances could be implemented, interpreted, changed, modified or applied adversely to us, in each case, possibly with retroactive effect. For example, the Organisation for Economic Co-operation and Development (the “OECD”), an international association of 38 countries that includes the United States, has adopted a set of international tax model rules known as the “Pillar Two” framework, a central component of which is the imposition of a global minimum corporate tax rate of 15%. On January 5, 2026, the OECD released administrative guidance under the Pillar Two framework, which introduces certain safe harbors for multinational groups headquartered in certain eligible jurisdictions effective from January 1, 2026. While these safe harbors may reduce the applicability of minimum tax to our structure, it does not eliminate the minimum tax entirely and we continue to monitor the impact to our structure.

For such safe harbors to be effective in the taxing jurisdictions in which we operate, such jurisdictions must adopt these Pillar Two safe harbors in their domestic legislation. To the extent that such safe harbors are not adopted or are adopted in a manner different than as set forth in the administrative guidance described above, our tax compliance obligations and Pillar Two income tax liabilities could be greater than expected. The above contemplated changes in applicable tax laws and regulations may have a material adverse effect on our business, results of operations and financial condition.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

We are subject to numerous cybersecurity threats which could result in equipment or network failures, loss of information (including sensitive personal information of customers or employees or proprietary information) as well as disruptions to our or our customers’, suppliers’ or vendors’ operations. Cybersecurity risks we face include threats from entities and persons that may seek to target our information technology (“IT”) or operational technology (“OT”) infrastructures or use malware, computer viruses, denial of services attacks, ransomware attacks, credential harvesting, social engineering and other means to obtain unauthorized access to or disrupt the operation of our networks, systems and those of our suppliers, vendors and other service providers. In addition, we may face cyber threats from parties that seek to target us through our customers, suppliers, vendors and other stakeholders with whom we do business. Cybersecurity threats are constantly evolving and becoming increasingly sophisticated and complex, increasing the difficulty of detecting and successfully defending against them.

Risk Management Process

We strive to follow the guidelines set by the National Institute of Standards and Technology Cybersecurity Framework to manage information assets, protect sensitive data and mitigate security risks. To address risks from cybersecurity threats, we maintain an information security team, automated monitoring and detection services, and policies and procedures for managing risks to our information systems. As part of our information security program, our operations strive to assess, identify and manage cybersecurity threat risks by:

- identifying cybersecurity threats and critical information assets;
- implementing cybersecurity prevention, detection and response controls;
- incorporating cyber risk assessment practices into program activities; and
- integrating cyber risk management into our business risk governance practices.

Additionally, we periodically review and update our cybersecurity policies, procedures, practices, and response plans considering evolving threats, changes in federal government compliance standards, and emerging commercial best practices, as applicable. We conduct employee training programs on cybersecurity as part of our efforts to mitigate persistent and continuously evolving cybersecurity threats. We have implemented processes requiring that material cybersecurity events, or losses of customer or personal data, are reported to affected parties, applicable regulatory authorities and management, as appropriate.

The above cybersecurity risk management processes are integrated into our overall enterprise risk management process.

Governance

Management is responsible for assessing, identifying, and managing risks from cybersecurity threats. Our Board is responsible for risk oversight and monitors an enterprise risk management process prepared by management to assist in fulfilling its oversight responsibilities. The Board has delegated responsibility for overseeing the monitoring and assessment of risks related to cybersecurity to the Audit Committee.

We monitor the effectiveness of our information security program in protecting information assets and sensitive data, and mitigating security risks by periodically performing both internal and external audits, leveraging third-party commercial tools for assessing cybersecurity health, monitoring and addressing newly defined security vulnerabilities, and conducting annual third-party cyber penetration testing. Such tests are designed to emulate techniques used by advanced cyber threat adversaries. We also recognize that third-party service providers may introduce cybersecurity risks and, in an effort to mitigate these risks, we have sought to implement a process to assess and oversee the cybersecurity practices of third-party service providers. Before engaging with a third-party service provider, we conduct due diligence to evaluate their cybersecurity capabilities. Additionally, we endeavor to include cybersecurity requirements in our contracts with third-party service providers and endeavor to require them to adhere to specific security standards and protocols.

Our Chief Information Officer is responsible for timely informing management regarding cybersecurity incidents, including prevention, detection, mitigation, and remediation activities. Our Chief Information Officer and Director of Cybersecurity communicate at least annually with the Audit Committee and the Board on matters such as data protection and cybersecurity. These individuals have extensive cybersecurity knowledge and skills, with over 15 years of collective experience in the management of cybersecurity threats. We maintain cybersecurity incident response plans, which address defined actions to be taken in response to risks from cyber incidents. In the event of a material cybersecurity incident, the Chief Information Officer must notify management, the Audit Committee and the Board.

Impact of Risks from Cybersecurity Threats

As of the date of this Annual Report on Form 10-K, we are not aware of any previous cybersecurity incidents or current cybersecurity threats that have materially affected or are reasonably likely to materially affect us. Despite the cybersecurity and risk management measures that we have implemented and any additional measures we may implement or adopt in the future, our facilities and systems, and those of our third-party service providers, have been and are vulnerable to security breaches, computer viruses, lost or misplaced data, programming errors, scams, burglary, human errors, acts of vandalism, misdirected wire transfers, or other malicious or criminal activities. These threats and incidents originate from a variety of sources, including hackers, cybercriminals, nation-states, insiders, or other third parties. These threats and incidents target our network, our operational technology or other systems, our data and information, our employees, our customers, our partners, or our third-party service providers and vendors. Some of our third-party service providers have experienced security breaches. Should we be unable to successfully detect and defend against cybersecurity threats in the future, we may experience significant expenses, potential investigations and legal liability, liquidated contractual damages, a loss of current or future customers, and reputational damage. See “Risk Factors” for additional information about the risks to our business associated with a breach or compromise to our IT systems.

Item 2. Properties

We own and lease numerous manufacturing facilities, service centers, sales and administrative offices, storage yards and data processing centers in support of our worldwide operations. The following presents the location of our principal owned or leased facilities, by segment as of December 31, 2025.

Offshore Manufactured Products – Rio de Janeiro and Macae, Brazil; Aberdeen and West Lothian, Scotland; Rayong, Thailand; Singapore; Batam, Indonesia; Navi Mumbai, India; Las Palmas, Spain; Abu Dhabi, UAE; and in the United States: Arlington and Houston, Texas; Oklahoma City, Oklahoma and Houma, Louisiana.

Completion and Production Services – Houston, Texas; New Iberia, Broussard and Houma, Louisiana; Rock Springs, Wyoming; Williston, North Dakota and Renton, Washington in the United States; and Red Deer, Alberta, Canada.

Downhole Technologies – Nunn, Colorado; Tulsa, Oklahoma; Millsap, Fort Worth, Lampasas and Midland, Texas; Casper, Wyoming; and Clearfield, Pennsylvania in the United States; and Aberdeen, Scotland.

Our principal corporate offices are located in Houston, Texas.

We believe that our leases are at competitive or market rates and do not anticipate any difficulty in leasing additional suitable space upon the expiration of our current lease terms.

Item 3. *Legal Proceedings*

Information regarding legal proceedings is set forth in Note 14, “Commitments and Contingencies,” of the Consolidated Financial Statements included in this Annual Report on Form 10-K and is incorporated herein by reference.

Item 4. *Mine Safety Disclosures*

Not applicable.

PART II

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

Common Stock Information

Our authorized common stock consists of 200,000,000 shares of common stock. There were 60,206,305 shares of common stock outstanding as of February 20, 2026. The approximate number of record holders of our common stock as of February 20, 2026 was 150. Our common stock is traded on the New York Stock Exchange (“NYSE”) and NYSE Texas under the ticker symbol “OIS”.

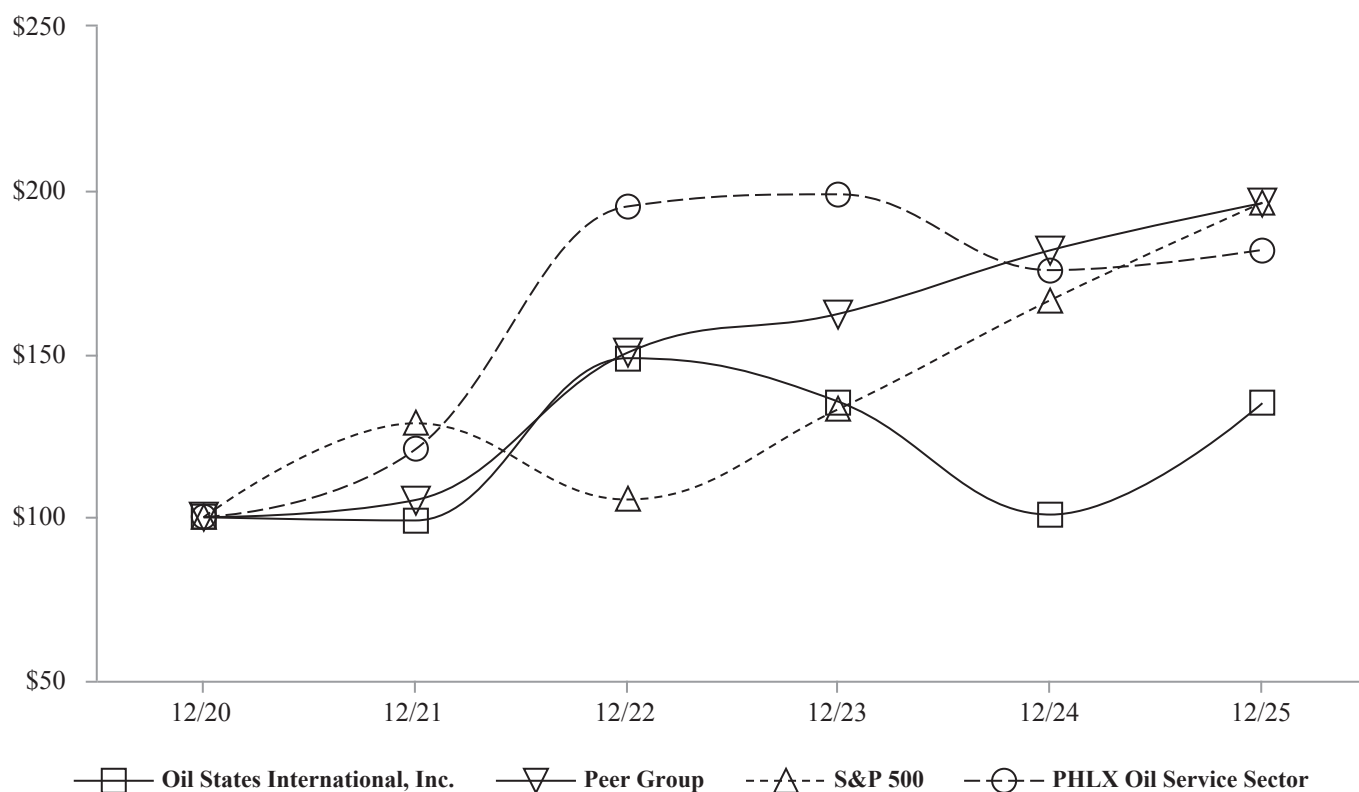
We have not declared or paid any cash dividends on our common stock since our initial public offering in 2001 and, while permitted, our Cash Flow Credit Agreement limits the payment of dividends. For additional discussion of such restrictions, see “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Annual Report on Form 10-K. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on then existing conditions, including our financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors that our Board considers relevant.

Performance Graph

The following graph and table compare the cumulative five-year total stockholder return on our common stock relative to the cumulative total returns of the Standard & Poor’s 500 Stock Index, the PHLX Oil Service Sector index, an index of oil and gas related companies that represent an industry composite of our peer group, and a customized peer group of twelve companies, with the individual companies listed in footnote (1) below, respectively for the period from December 31, 2020 to December 31, 2025. The graph and chart show the value at the dates indicated of \$100 invested as of December 31, 2020 and assume the reinvestment of all dividends. The stockholder return set forth below is not necessarily indicative of future performance. The following graph and related information shall not be deemed “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Among Oil States International, Inc., the S&P 500 Index,
the PHLX Oil Service Sector Index, our Peer Group⁽¹⁾



	2020	2021	2022	2023	2024	2025
Oil States International, Inc.	\$ 100.00	\$ 99.00	\$ 148.61	\$ 135.26	\$ 100.80	\$ 134.86
Peer Group ⁽¹⁾	\$ 100.00	\$ 105.25	\$ 150.24	\$ 162.20	\$ 181.63	\$ 196.02
PHLX Oil Service Sector	\$ 100.00	\$ 120.74	\$ 194.98	\$ 198.71	\$ 175.53	\$ 181.73
S&P 500	\$ 100.00	\$ 128.71	\$ 105.40	\$ 133.10	\$ 166.40	\$ 196.16

(1) The twelve companies included in our customized peer group (“Peer Group”) are: Archrock, Inc., Core Laboratories N.V., Expro Group Holdings N.V., Forum Energy Technologies, Inc., Helix Energy Solutions Group, Inc., Innovex International, Inc., (Dril-Quip, Inc., prior to merger), NPK International, Inc. (formerly Newpark Resources, Inc.), Oceaneering International, Inc., ProPetro Holding Corp., RPC, Inc., Select Water Solutions, Inc. (formerly Select Energy Services, Inc.), and TETRA Technologies, Inc.

Information used in the graph and table was obtained from Research Data Group, Inc., a source believed to be reliable, but we are not responsible for any errors or omissions in such information. Used with permission.

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchases

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs ⁽²⁾
October 1 through October 31, 2025	—	\$ —	—	\$ 25,119,827
November 1 through November 30, 2025	67,944	6.15	67,944	24,697,477
December 1 through December 31, 2025	—	—	—	24,697,602
Total	67,944	\$ 6.15	67,944	

(1) Average price paid per share excludes the impact of excise taxes.

(2) In October 2024, our Board of Directors authorized \$50.0 million for repurchases of our common stock, par value \$0.01 per share, through October 2026. As of December 31, 2025, \$25.3 million of share repurchases have been made under this authorization.

Item 6. [Reserved]

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

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our Consolidated Financial Statements and related notes appearing in "Part II Item 8 Financial Statements and Supplementary Data." This section of this Annual Report on Form 10-K generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. Discussions of 2023 items and year-to-year comparisons between 2024 and 2023 that are not included in this Annual Report on Form 10-K can be found in "Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024. This discussion contains "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act that are based on our current expectations, estimates and projections about our business operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements as a result of numerous factors, including the known material factors set forth in "Part I, Item 1A. Risk Factors." You should read the following discussion and analysis together with our Consolidated Financial Statements and the notes to those statements included elsewhere in this Annual Report on Form 10-K in order to understand factors, such as business combinations, charges and credit and financing transactions, which may impact comparability from period to period.

We provide a broad range of manufactured products and services to customers in the energy, military and industrial sectors through our Offshore Manufactured Products, Completion and Production Services and Downhole Technologies segments. Demand for our products and services is cyclical and substantially dependent upon activity levels in the oil and gas industry, particularly our customers' willingness to invest capital in the exploration for and development of crude oil and natural gas reserves. Our customers' capital spending programs are generally based on their cash flows and their outlook for near-term and long-term commodity prices, making demand for our products and services sensitive to expectations regarding future crude oil and natural gas prices, as well as economic growth, commodity demand and estimates of resource production and regulatory pressures.

Recent Developments

Brent and WTI crude oil and natural gas pricing trends were as follows:

Year	Average Price ⁽¹⁾ for quarter ended				Average Price ⁽¹⁾ for year ended
	March 31	June 30	September 30	December 31	December 31
Brent Crude (per bbl)					
2025	\$ 75.87	\$ 68.07	\$ 69.03	\$ 63.65	\$ 69.14
2024	82.92	84.68	80.01	74.66	80.52
WTI Crude (per bbl)					
2025	\$ 71.78	\$ 64.57	\$ 65.78	\$ 59.62	\$ 65.39
2024	77.50	81.81	76.43	70.73	76.61
Henry Hub Natural Gas (per MMBtu)					
2025	\$ 4.14	\$ 3.19	\$ 3.03	\$ 3.73	\$ 3.52
2024	2.15	2.07	2.11	2.44	2.19

(1) Source: U.S. Energy Information Administration (spot prices).

As can be derived from the table above, the 2025 average spot price of WTI crude oil declined 15% from the 2024 average following increased crude oil production by OPEC+. In addition, the imposition of broad based trade tariffs by the United States has led to ongoing uncertainty regarding the future effect of reciprocal and other trade tariffs on the global economy. These factors have negatively impacted the demand for and pricing of our products and services provided to the U.S. land-based market and have increased the cost of certain products we manufacture in the United States when compared to 2024 levels.

We implemented certain initiatives in 2025 to optimize our operations and improve future returns. These actions were concentrated in our U.S. land-focused operations and included: the consolidation, relocation and exit of certain operating locations; the exit of certain product and service offerings; the exit of previously closed facilities; and reductions in our U.S. workforce. We also assessed the carrying value of certain long-lived and other assets based on the industry outlook regarding overall demand for and pricing of our products and services, market competitiveness and management decisions. As a result of these events, actions and assessments, our reported pre-tax results for 2025 included \$121.1 million in non-cash asset

impairment charges as well as \$11.6 million of costs associated with facility exits and other charges. Partially offsetting these charges were sales of facilities, equipment and inventory for net proceeds of \$20.2 million in 2025.

During 2025, we generated cash flow from operations of \$105.1 million and materially delevered with the purchase of \$70.8 million principal amount of our 2026 Notes. We also repurchased 3.3 million shares of our common stock for \$16.6 million.

On January 28, 2026, we entered into the Cash Flow Credit Agreement providing for aggregate lender commitments of up to: \$75.0 million under the Revolving Credit Facility and \$50.0 million under the Term Loan Facility, replacing the existing ABL Agreement. See Note 16, "Subsequent Event," to the Consolidated Financial Statements included in this Annual Report on Form 10-K for further information regarding the Cash Flow Credit Agreement.

On July 4, 2025, the United States enacted tax reform legislation through the OBBBA, which resulted in changes to U.S. tax and related laws, including certain key federal income tax provisions applicable to multinational companies such as ours. These changes include, among others: the reinstatement of 100% bonus depreciation election for investments in qualifying property; the immediate deduction of domestic research and development expenditures; and manufacturing tax incentives related to goods sold outside the United States.

Overview

Current and expected future pricing for WTI crude oil and natural gas, inflationary and tariff-driven cost increases, and expectations regarding the regulatory environment in the regions in which we operate are factors that will continue to influence our customers' willingness to invest capital in their businesses. Expectations for the longer-term price for Brent crude oil will continue to influence our customers' spending related to global offshore and international drilling and development and, thus, a significant portion of the activity of our Offshore Manufactured Products segment.

Crude oil and natural gas prices and levels of demand for crude oil and natural gas are likely to remain highly volatile due to numerous factors, including: geopolitical conflicts in Europe, the Middle East and South America, along with associated international tensions; the moderate perceived risk of a global economic recession; the levels of domestic or international crude oil and natural gas production; technological advancements; consolidation of oil and gas producers; changes in governmental rules and regulations; sanctions; tariffs; the willingness of operators to invest capital in the exploration for and development of resources; use of alternative fuels; improved vehicle fuel efficiency; timing of capital investments in alternative energy sources; a more sustained movement to electric vehicles; and the potential for ongoing supply/demand imbalances.

U.S. drilling, completion and production activity and, in turn, our financial results, are sensitive to near-term fluctuations in commodity prices, particularly U.S. WTI crude oil and natural gas prices, given the short-term, call-out nature of our U.S. operations.

Our Offshore Manufactured Products segment provides technology-driven, highly-engineered products and services for offshore oil and natural gas drilling, completion and production systems and facilities globally, as well as certain products and services to the military and industrial markets. This segment is particularly influenced by global spending on deepwater drilling and production, which is primarily driven by our customers' longer-term commodity demand forecasts and outlook for crude oil and natural gas prices. Approximately 91% of Offshore Manufactured Products segment sales in 2025 were driven by our customers' capital spending for products and services used in exploratory and developmental drilling, greenfield offshore production infrastructure, and subsea pipeline tie-in and repair system applications, along with upgraded equipment for existing offshore drilling rigs and other vessels (referred to herein as "project-driven products and services"). Deepwater oil and gas development projects typically involve significant capital investments and multi-year development plans. Such projects are generally undertaken by larger exploration, field development and production companies (primarily international oil companies and state-run national oil companies) using relatively conservative crude oil and natural gas pricing assumptions. Given the long lead times associated with field development, we believe some of these deepwater projects, once approved for development, are generally less susceptible to change based on short-term fluctuations in the price of crude oil and natural gas. Deepwater oil and gas development projects may also be impacted by federal legislative and regulatory actions, including the OBBBA, which mandates that the Bureau of Ocean Energy Management conduct at least two offshore lease sales annually, of a minimum of 80 million acres (if available), in the Central and Western Gulf of America Planning Areas for the next 15 years. Additionally, we are investing in research and product development (and have been awarded select contracts and are bidding on additional projects) to facilitate the development of alternative energy sources, including offshore wind and deep-sea mineral gathering opportunities.

Backlog reported by our Offshore Manufactured Products segment increased to \$435 million as of December 31, 2025 from \$311 million as of December 31, 2024. Bookings totaled \$554 million in 2025, yielding a book-to-bill ratio of 1.3x. The following table sets forth backlog as of the dates indicated (in millions).

Year	Backlog as of			
	March 31	June 30	September 30	December 31
2025	\$ 357	\$ 363	\$ 399	\$ 435
2024	305	300	313	311
2023	316	328	341	327

Our Completion and Production Services segment provides completion and production services in the United States (including the Gulf of America) and internationally. Prior to the sale of its drilling rigs in August of 2024, the segment also provided land drilling services in the United States. U.S. drilling and completion activity and, in turn, our Completion and Production Services segment's results, are sensitive to near-term fluctuations in commodity prices, particularly WTI crude oil prices, given the short-term, call-out nature of its operations. We primarily supply equipment and service personnel utilized in the completion of, and initial production from, new and recompleted wells in our U.S. operations.

Our Downhole Technologies segment provides oil and gas perforation systems, downhole tools and services in support of completion, intervention, wireline and well abandonment operations. This segment designs, manufactures and markets its consumable engineered products to oilfield service as well as exploration and production companies. Product and service offerings for this segment include innovations in perforation technology through patented and proprietary systems combined with advanced modeling and analysis tools. This expertise has led to the optimization of perforation hole size, depth, and quality of tunnels, which are key factors for maximizing the effectiveness of hydraulic fracturing. Additional offerings include frac plugs, toe valves and other elastomer products, which are focused on zonal isolation for hydraulic fracturing of horizontal wells, and a broad range of consumable products, such as setting tools and bridge plugs, that are used in completion, intervention and decommissioning applications. Hydraulic fracturing activity, and, in turn, our Downhole Technologies segment's results, are sensitive to commodity prices, particularly WTI crude oil prices, given that lower activity may result in reduced demand for our consumable products. Demand drivers for the Downhole Technologies segment include continued trends toward longer lateral lengths, increased frac stages and more perforation clusters to target increased unconventional well productivity.

Demand for our completion-related products and services within our Completion and Production Services and Downhole Technologies segments is highly correlated to changes in the total number of wells drilled in the United States, total footage drilled, the number of drilled wells that are completed and changes in the completion ("frac") count. The following table sets forth a summary of the U.S. drilling rig count, as measured by Baker Hughes Company, as of and for the periods indicated.

	As of February 20, 2026	Average for the Year Ended December 31,	
		2025	2024
United States Rig Count:			
Land – Oil	390	429	473
Land – Natural gas and other	140	116	107
Offshore	21	16	19
	<u>551</u>	<u>561</u>	<u>599</u>

The U.S. energy industry is primarily focused on crude oil and liquids-rich exploration and development activities in U.S. shale plays utilizing horizontal drilling and completion techniques. As of December 31, 2025, oil-directed drilling accounted for 75% of the total U.S. rig count – with the balance largely natural gas related.

We use a variety of domestically produced and imported raw materials and component products, including steel, in the manufacture of our products. Beginning in the first quarter of 2025, the United States imposed new or additional tariffs, through executive orders, on a variety of imported raw materials and products, including steel and aluminum. In response to the U.S. tariffs on steel and aluminum, the European Union and several other countries, including Canada and China, have threatened and/or imposed retaliatory tariffs. We continue to monitor the effects of the ever-evolving global trade landscape, including with respect to sanctions, tariffs, existing trade agreements, anti-dumping and countervailing duty regulations and more. For example, in the third quarter of 2025, U.S. tariffs on certain steel and other metal components we import from China substantially increased the cost of those products, and President Trump has threatened additional increased tariffs on goods imported from China as result of current Chinese trade policy.

We cannot predict with certainty the duration of tariffs currently in place, the impact of any new or increased tariffs, or the impact of any retaliatory tariffs. If we encounter difficulty in procuring raw materials and component products, or if the prices we pay for these products remain at current levels or increase and we are unable to pass corresponding cost increases on to our customers, our financial position, cash flows and results of operations would be adversely affected. Furthermore, uncertainty with respect to potential costs in the drilling and completion of oil and gas wells could cause our customers to delay or cancel planned projects which, if this occurred, would adversely affect our financial position, cash flows and results of operations.

Other factors that can affect our business and financial results include but are not limited to: the general global economic environment; competitive pricing pressures; customer consolidations; labor market constraints; supply chain disruptions; inflation in wages, materials, parts, equipment and other costs; climate-related and other regulatory changes; geopolitical conflicts and tensions; management's implementation of strategic decisions; public health crises; natural disasters; industrial accidents; trade restrictions; adoption of new or increases in tariffs; and changes in tax laws in the United States and in the international markets in which we operate. We continue to monitor the global economy, the prices of and demand for crude oil and natural gas, and the resultant impact on the capital spending plans and operations of our customers in order to plan and manage our business.

Selected Financial Data

This selected financial data should be read in conjunction with our Consolidated Financial Statements and related notes included in “Part II, Item 8. Financial Statements and Supplementary Data” of this Annual Report on Form 10-K and “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in order to understand factors, such as charges and credits, which may impact comparability of the selected financial data.

Consolidated Results of Operations

The following summarizes our consolidated results of operations for the years ended December 31, 2025 and 2024 (in thousands, except per share amounts):

	Year Ended December 31,		Variance
	2025	2024	
Revenues:			
Products	\$ 436,397	\$ 402,565	\$ 33,832
Services	232,591	290,023	(57,432)
	<u>668,988</u>	<u>692,588</u>	<u>(23,600)</u>
Costs and expenses:			
Product costs ⁽¹⁾	367,397	314,628	52,769
Service costs	168,337	221,573	(53,236)
Cost of revenues (exclusive of depreciation and amortization expense presented below) ⁽¹⁾	535,734	536,201	(467)
Selling, general and administrative expenses	90,425	95,009	(4,584)
Depreciation and amortization expense	47,439	54,708	(7,269)
Long-lived and other asset impairments	100,321	24,554	75,767
Other operating income, net ⁽²⁾	(6,960)	(16,195)	9,235
	<u>766,959</u>	<u>694,277</u>	<u>72,682</u>
Operating loss	(97,971)	(1,689)	(96,282)
Interest expense, net	(5,852)	(7,731)	1,879
Other income, net	1,291	1,568	(277)
Loss before income taxes	(102,532)	(7,852)	(94,680)
Income tax provision	(6,845)	(3,406)	(3,439)
Net loss	<u>\$ (109,377)</u>	<u>\$ (11,258)</u>	<u>\$ (98,119)</u>
Net loss per share:			
Basic	\$ (1.86)	\$ (0.18)	
Diluted	(1.86)	(0.18)	
Weighted average number of common shares outstanding:			
Basic	58,697	62,004	
Diluted	58,697	62,004	

(1) During 2025, we recognized an inventory impairment charge of \$20.8 million (in product cost).

(2) During 2024, we recognized a net gain of \$15.3 million associated with the sale of a previously idled facility.

Segment Results of Operations

We manage and measure our business performance in three operating segments: Offshore Manufactured Products, Completion and Production Services and Downhole Technologies. Supplemental financial information by operating segment for the years ended December 31, 2025 and 2024 is summarized below (in thousands):

	Year Ended December 31,		Variance
	2025	2024	
Revenues:			
Offshore Manufactured Products			
Project-driven:			
Products	\$ 275,288	\$ 232,867	\$ 42,421
Services	115,351	123,906	(8,555)
	390,639	356,773	33,866
Military and other products	40,454	41,127	(673)
	431,093	397,900	33,193
Completion and Production Services	114,548	163,902	(49,354)
Downhole Technologies	123,347	130,786	(7,439)
	<u>\$ 668,988</u>	<u>\$ 692,588</u>	<u>\$ (23,600)</u>
Operating income (loss):			
Offshore Manufactured Products ⁽¹⁾	\$ 69,164	\$ 65,279	\$ 3,885
Completion and Production Services ⁽²⁾	4,015	(23,225)	27,240
Downhole Technologies ⁽³⁾	(124,327)	(20,904)	(103,423)
Corporate ⁽⁴⁾	(46,823)	(22,839)	(23,984)
	<u>\$ (97,971)</u>	<u>\$ (1,689)</u>	<u>\$ (96,282)</u>

- (1) During 2025 and 2024, we recognized charges of \$1.6 million and \$3.4 million, respectively, within the Offshore Manufactured Products segment, associated primarily with the consolidation and relocation of certain manufacturing and service locations.
- (2) During 2025, we recognized charges of \$10.8 million within the Completion and Production Services segment, associated with U.S. land-based restructurings. During 2024, the Completion and Production Services segment recognized charges of \$24.3 million associated primarily with the exit of its flowback and well testing service offering, the consolidation and exit of certain underperforming service locations, and the defense of certain patents.
- (3) During 2025, we recognized non-cash long-lived asset and inventory impairment charges totaling \$112.7 million due to the decline in U.S. activity levels, competitive market conditions, increased U.S. tariffs on imported goods and the exit of certain product offerings and technologies. During 2024, the segment incurred a \$10.0 million non-cash impairment charge related to goodwill.
- (4) During 2025, we recognized a non-cash impairment charge of \$7.1 million associated with assets held for sale recorded in Corporate operations. During 2024, we recognized a net gain of \$15.3 million within Corporate operations associated with the sale of a previously idled facility.

For further discussion of charges recognized during the years ended December 31, 2025 and 2024, see Note 2, "Summary of Significant Accounting Policies," and Note 3, "Asset Impairments and Other Charges and Credits," to the Consolidated Financial Statements included in this Annual Report on Form 10-K for additional discussion.

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

We reported a net loss for the year ended December 31, 2025 of \$109.4 million, or \$1.86 per share. Net loss included charges of \$132.6 million (\$130.9 million after tax, or \$2.23 per share) primarily associated with non-cash long-lived and other asset impairments, the continued restructuring of certain of our U.S. land-based operations and facilities and valuation allowances established on U.S. deferred tax assets. These results compare to a net loss for the year ended December 31, 2024 of \$11.3 million, or \$0.18 per share, which included net charges and credits of \$22.4 million (\$22.0 million after tax, or \$0.35 per share) associated with these restructurings, patent defense, and debt extinguishment, partially offset by a gain recognized on the sale of a previously idled facility.

Our results of operations for 2025 reflect the impact of increased capital investments by our offshore and international customers, offset by a decline in U.S. land-based investments, competitive market conditions, increased U.S. trade tariffs and management's decision to exit certain underperforming locations, service lines and product offerings in the United States.

Revenues. Consolidated total revenues in 2025 decreased \$23.6 million, or 3%, from 2024 driven by our exit of underperforming service offerings and locations over the past 24 months and lower U.S. land-based activity levels. Excluding the impact of exited operations, consolidated revenues increased \$36.9 million year-over-year.

Consolidated product revenues in 2025 increased \$33.8 million, or 8%, from 2024, led by higher customer demand for connector, crane and drilling products partially offset by a reduced project-driven platform and valve revenues and U.S. customer demand for completion-related products. Consolidated service revenues in 2025 decreased \$57.4 million, or 20%, from 2024. This decrease was concentrated in the United States – reflective of our exit of certain underperforming land-based service offerings following an industry-wide reduction in onshore activity levels.

The following table provides supplemental disaggregated revenue from contracts with customers by operating segment for the years ended December 31, 2025 and 2024 (in thousands):

Year Ended December 31	Offshore Manufactured Products		Completion and Production Services		Downhole Technologies		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
Project-driven:								
Products	\$ 275,288	\$ 232,867	\$ —	\$ —	\$ —	\$ —	\$ 275,288	\$ 232,867
Services	115,351	123,906	—	—	—	—	115,351	123,906
Total project-driven	390,639	356,773	—	—	—	—	390,639	356,773
Military and other products	40,454	41,127	—	—	—	—	40,454	41,127
Short-cycle:								
Products	—	—	—	—	120,655	128,571	120,655	128,571
Services	—	—	114,548	163,902	2,692	2,215	117,240	166,117
Total short-cycle	—	—	114,548	163,902	123,347	130,786	237,895	294,688
	<u>\$ 431,093</u>	<u>\$ 397,900</u>	<u>\$ 114,548</u>	<u>\$ 163,902</u>	<u>\$ 123,347</u>	<u>\$ 130,786</u>	<u>\$ 668,988</u>	<u>\$ 692,588</u>
By destination:								
Offshore and international	\$ 405,750	\$ 369,535	\$ 49,027	\$ 46,150	\$ 30,456	\$ 35,163	\$ 485,233	\$ 450,848
U.S. land	25,343	28,365	65,521	117,752	92,891	95,623	183,755	241,740
	<u>\$ 431,093</u>	<u>\$ 397,900</u>	<u>\$ 114,548</u>	<u>\$ 163,902</u>	<u>\$ 123,347</u>	<u>\$ 130,786</u>	<u>\$ 668,988</u>	<u>\$ 692,588</u>
As a percentage of total:								
Offshore and international							73 %	65 %
U.S. land							27 %	35 %

Cost of Revenues (exclusive of Depreciation and Amortization Expense). Our consolidated total cost of revenues (exclusive of depreciation and amortization expense) in 2025 decreased \$0.5 million, compared to 2024.

Consolidated product costs in 2025 increased \$52.8 million, or 17%, compared to 2024. Cost of revenues in 2025 included a non-cash inventory impairment provision of \$20.8 million – driven by the decision to exit older technology product offerings and the U.S. market downturn. Excluding this 2025 impairment provision, consolidated cost of revenues increased \$32.0 million, or 10%, from 2024 due primarily to the reported increase in product revenue. Consolidated service costs in 2025 decreased \$53.2 million, or 24%, compared to 2024, due to lower revenue levels and the strategic actions implemented in our U.S. land-based operations to improve reported results.

Selling, General and Administrative Expense. Selling, general and administrative expense totaled \$90.4 million in 2025. This compares to an expense of \$95.0 million in 2024, which included \$2.8 million of costs associated with enforcing certain of our patents. Excluding these patent litigation costs, selling, general and administrative costs decreased \$1.8 million, or 2%, from the prior-year period, due primarily to lower commissions, marketing, information technology and bad debt expenses.

Depreciation and Amortization Expense. Depreciation and amortization expense in 2025 decreased \$7.3 million, or 13%, compared to the prior-year period due to reductions in capital investments. Note 13, “Segments and Related Information,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K presents depreciation and amortization expense by segment.

Impairment of Goodwill. In the first quarter of 2024, our Downhole Technologies operations recognized a non-cash impairment charge of \$10.0 million related to goodwill transferred to the business in connection with the realignment of operations between segments. See Note 2, “Summary of Significant Accounting Policies,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K.

Impairment of Long-Lived Assets. During 2025, we performed a fair value assessment of the long-lived assets of an asset group within the Downhole Technologies segment and recognized a non-cash impairment charge of \$91.0 million. In addition, our Completion and Productions Services and Downhole Technologies segments recognized non-cash impairment charges totaling \$2.3 million in connection with the exit of leased locations.

In 2024, management made strategic restructuring decisions leading to the recognition of non-cash impairment charges totaling \$3.8 million on operating lease assets held by our Completion and Production Services and Downhole Technologies segments. Additionally, as a result of our decision to exit an underperforming service offering, our Completion and Production Services business recognized non-cash impairment charges of \$10.8 million to reduce the carrying amount of its long-lived intangible assets to estimated fair value.

See Note 2, “Summary of Significant Accounting Policies,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for additional discussion.

Impairment of Assets Held for Sale. During 2025, we made strategic decisions to sell certain facilities, equipment and inventory of the Completion and Production Services and Offshore Manufactured Products segments, which were reclassified to assets held for sale. The carrying value of these assets held for sale were reduced to their estimated fair value, resulting in the recognition of a \$7.1 million non-cash impairment charge. See Note 3, “Asset Impairments and Other Charges and Credits,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for additional discussion.

Other Operating Income, Net. In 2024, we recognized a net gain of \$15.3 million associated with the sale of a previously idled facility.

Operating Income (Loss). Our consolidated operating loss was \$98.0 million in 2025, which included \$121.1 million in non-cash asset impairment charges as well as charges totaling \$11.6 million associated primarily with the continued restructuring of our U.S. land-based operations and facilities. This compares to a consolidated operating loss of \$1.7 million in 2024, which included \$24.6 million in non-cash asset impairment charges and \$13.7 million associated with facility consolidations and exits, patent defense and other management actions, and a net gain of \$15.3 million on the sale of an idled facility. Excluding these charges and gain, operating results improved by \$13.5 million year-over-year, driven primarily by a \$7.3 million decrease in depreciation and amortization expense, growth in offshore and international activity and strategically implemented restructuring actions in our U.S. land-based operations.

Interest Expense, Net. Net interest expense totaled \$5.9 million in 2025, which compares to \$7.7 million in 2024. Interest expense as a percentage of total debt outstanding was approximately 7% in 2025 and 2024.

Income Tax. For 2025, our income tax provision was \$6.8 million, which included the impact of an increase in valuation allowances recorded against deferred tax assets, certain discrete tax items and other non-deductible expenses, on a pre-tax loss of \$102.5 million. This compares to an income tax provision of \$3.4 million, which included the impact of a \$10.0 million goodwill impairment charge, other non-deductible expenses and an increase in valuation allowances recorded against deferred tax assets, on a pre-tax loss of \$7.9 million for 2024.

Other Comprehensive Income (Loss). Reported comprehensive loss is the sum of reported net loss and other comprehensive income (loss). Other comprehensive income was \$13.3 million in 2025 compared to other comprehensive loss of \$9.5 million in 2024 due to fluctuations in foreign currency exchange rates compared to the U.S. dollar for certain of the international operations of our operating segments. For 2025 and 2024, currency translation adjustments recognized as a component of other comprehensive income (loss) were primarily attributable to the United Kingdom and Brazil. During 2025, the exchange rates for both the British pound and the Brazilian real strengthened compared to the U.S. dollar. This compares to 2024, when the exchange rates for both the British pound and the Brazilian real weakened compared to the U.S. dollar.

Segment Operating Results

Offshore Manufactured Products

Revenues. Our Offshore Manufactured Products segment revenues increased \$33.2 million, or 8%, in 2025 compared to 2024 due primarily to increased demand for the segment's international and offshore project-driven connector, crane and drilling products.

Operating Income. Our Offshore Manufactured Products segment reported operating income of \$69.2 million in 2025, which included \$1.6 million in facility consolidation and relocation charges. This compares to operating income of \$65.3 million in 2024, which included \$3.4 million in facility consolidation and other charges. Excluding these charges, the Offshore Manufactured Products segment's operating income increased \$2.1 million year-over-year due primarily to the reported revenue growth.

Backlog. Backlog in our Offshore Manufactured Products segment totaled \$435 million as of December 31, 2025 compared to \$311 million as of December 31, 2024. Bookings during 2025 were \$554 million, yielding a book-to-bill ratio of 1.3x.

Completion and Production Services

Revenues. Our Completion and Production Services segment revenues decreased \$49.4 million, or 30%, in 2025 compared to 2024, driven primarily by the exit of underperforming U.S. land-based service offerings and facilities and lower U.S. land-based activity levels. Excluding the impact of exited operations, revenues increased \$11.2 million year-over-year.

Operating Income (Loss). Our Completion and Production Services segment reported operating income of \$4.0 million in 2025, which included charges totaling \$10.8 million primarily associated with the continued restructuring of its operations. This compares to an operating loss of \$23.2 million in 2024, which included charges totaling \$24.3 million associated with facility consolidations and exits, the defense of patents and other management actions. Excluding these charges, the Completion and Production Services segment's operating results improved \$13.8 million from the prior-year period, due primarily to implemented cost reduction measures and a \$5.4 million reduction in depreciation and amortization expense.

Downhole Technologies

Revenues. Our Downhole Technologies segment revenues decreased \$7.4 million, or 6%, in 2025 from 2024, driven by lower U.S. customer activity levels and competitive market conditions.

Operating Loss. Our Downhole Technologies segment reported an operating loss of \$124.3 million in 2025, which included non-cash charges totaling \$112.7 million associated with impairments of long-lived assets and inventories and \$0.3 million in restructuring charges. This compares to an operating loss of \$20.9 million reported in 2024, which included a \$10.0 million non-cash goodwill impairment charge and \$1.2 million in charges related to the exit of a facility, personnel reductions and a customer bankruptcy. Excluding charges, the Downhole Technologies segment's operating results declined \$1.6 million from the prior-year period, due primarily to higher U.S. tariffs on imported goods and the decrease in activity levels.

Corporate

Operating Loss. Corporate expenses totaled \$46.8 million in 2025, which included a \$7.1 million impairment of assets held for sale. This compares to Corporate expenses of \$22.8 million in 2024, which included a net gain of \$15.3 million associated with the sale of an idle facility. Excluding these charges and credits, Corporate expenses increased \$1.6 million year-over-year due primarily to higher performance-based incentive costs.

Liquidity, Capital Resources and Other Matters

Our primary liquidity needs are to fund operating and capital expenditures, new product development, general working capital needs and debt repayment, including the repayment of the 2026 Notes upon their maturity on April 1, 2026. In addition, capital has been used to fund share repurchases and strategic business acquisitions. Our primary sources of funds are cash on-hand, cash flow from operations and proceeds from borrowings under our Cash Flow Credit Agreement, and, less frequently, capital markets transactions.

Operating Activities

Cash flows from operations totaled \$105.1 million during 2025, compared to \$45.9 million generated by operations during 2024.

During 2025, \$46.3 million was provided by net working capital decreases, which included increases in deferred revenues, accounts payable and accrued liabilities, partially offset by an increase in accounts receivable. During 2024, \$10.7 million was used to fund net working capital increases, primarily due to a decrease in accounts payable and accrued short- and long-term cash incentive compensation as well as an increase in inventories, partially offset by the favorable impact of an increase in deferred revenue and a decrease in accounts receivable.

Investing Activities

Net cash used in investing activities during 2025 totaled \$11.1 million, compared to \$2.7 million provided by investing activities during 2024.

Capital expenditures totaled \$31.2 million and \$37.5 million during 2025 and 2024, respectively. These investments were offset by proceeds from the sale of property, equipment and assets held for sale of \$20.2 million and \$40.7 million during 2025 and 2024, respectively.

Financing Activities

During 2025, net cash of \$90.2 million was used in financing activities, which included the purchase of \$70.8 million principal amount of our outstanding 2026 Notes for \$70.4 million in cash and the repurchase of 3.3 million shares of our common stock (or 5% of our common stock outstanding as of January 1, 2025) for \$16.6 million. This compares to \$29.5 million of cash used in financing activities during 2024, which included the purchase of \$11.5 million principal amount of our outstanding 2026 Notes for \$10.8 million in cash and the repurchase of \$14.2 million of our common stock.

As of December 31, 2025, we had cash and cash equivalents totaling \$69.9 million, no borrowings outstanding under our ABL Agreement, \$52.7 million principal amount of our 2026 Notes outstanding and other debt of \$2.4 million. Our reported interest expense included amortization of deferred financing costs of \$1.5 million during 2025. For 2025, our contractual cash interest expense was \$6.2 million, or approximately 6% of the average principal balance of debt outstanding.

On January 28, 2026, we entered into the Cash Flow Credit Agreement (further discussed below), which replaced our existing ABL Agreement.

We believe that cash on-hand, cash flow from operations and borrowing capacity available under the Cash Flow Credit Agreement will be sufficient to meet our liquidity needs in the coming twelve months, including full retirement of our 2026 Notes upon maturity on April 1, 2026. If our plans or assumptions change, or are inaccurate, we may need to raise additional capital from other sources. Our ability to obtain capital to repay debt, for general liquidity needs and for additional projects to implement our growth strategy over the longer term will depend upon our future operating performance, financial condition and, more broadly, on the availability of equity and debt financing. Capital availability will be affected by prevailing conditions in our industry, the global economy, the global banking and financial markets and other factors, many of which are beyond our control. For companies like ours that support the energy industry, disruptions affecting the availability of capital have in the past and may in the future negatively impact the value of our common stock and may reduce our ability to access capital in the bank and capital markets or result in such capital being available on less favorable terms, which could negatively affect our liquidity.

Stock Repurchase Program. In October 2024, our Board of Directors authorized \$50.0 million for repurchases of our common stock, par value \$0.01 per share, through October 2026. Subject to applicable securities laws, such purchases will be at such times and in such amounts as we deem appropriate.

During 2025, \$16.6 million in repurchases of common stock were made under this program. The amount remaining under our share repurchase authorization as of December 31, 2025 was \$24.7 million.

Revolving Credit and Term Loan Facilities. On January 28, 2026, we entered into an amended and restated cash-flow based credit agreement with Wells Fargo Bank, National Association, as administrative agent and the lenders and other financial institutions from time to time party thereto, referred to herein as the Cash Flow Credit Agreement. The Cash Flow Credit Agreement provides for aggregate lender commitments of up to: \$75.0 million under a revolving credit facility and \$50.0 million under a multi-draw term loan facility, which is available through July 28, 2026. The Cash Flow Credit Agreement replaced the ABL Agreement discussed below and matures in January 2030. As of February 20, 2026, we had no borrowings outstanding under the Cash Flow Credit Agreement and \$12.1 million of outstanding letters of credit. See Note 16, “Subsequent Event,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for further information regarding the Cash Flow Credit Agreement.

Prior to entering into the Cash Flow Credit Agreement, our senior secured credit facility provided for a \$100.0 million asset-based revolving credit facility (the “ABL Facility”) under which credit availability was subject to a borrowing base calculation. As of December 31, 2025, we had no borrowings outstanding under the ABL Facility and \$12.3 million of outstanding letters of credit.

The ABL Facility was governed by a credit agreement with Wells Fargo Bank, National Association, as administrative agent and the lenders and other financial institutions from time to time party thereto. See Note 6, “Long-term Debt,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for further information regarding the ABL Facility.

2026 Notes. We issued \$135.0 million aggregate principal amount of the 2026 Notes pursuant to an indenture, dated as of March 19, 2021 (the “2026 Indenture”), between us and Computershare Trust Company, National Association, as successor trustee. As of December 31, 2025, we have purchased a cumulative \$82.3 million principal amount of the 2026 Notes for \$81.3 million in cash, with \$52.7 million principal amount outstanding. The outstanding 2026 Notes will mature on April 1, 2026, unless earlier repurchased, redeemed or converted.

The 2026 Indenture contains certain events of default, including certain defaults by us with respect to other indebtedness of at least \$40.0 million. See Note 6, “Long-term Debt,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for further information regarding the 2026 Notes. As of December 31, 2025, none of the conditions allowing holders of the 2026 Notes to convert, or requiring us to repurchase the 2026 Notes, had been met.

We intend to extinguish the remaining 2026 Notes with a combination of cash on-hand and/or borrowings under the Cash Flow Credit Agreement in the second quarter of 2026, if not repurchased sooner.

Our total debt represented 9% and 16% of our combined total debt and stockholders’ equity as of December 31, 2025 and December 31, 2024, respectively.

Contractual Obligations. As discussed above, we believe that cash on-hand, cash flow from operations and borrowing capacity under the New Credit Facilities will be sufficient to meet our liquidity needs in the coming twelve months. The following summarizes our more significant contractual obligations as of December 31, 2025, and the effect such obligations are expected to have on our liquidity and cash flow over the next five years (in thousands):

	Payments due by year				
	Total	2026	2027 and 2028	2029 and 2030	After 2030
Contractual obligations					
ABL Facility ⁽¹⁾	\$ —	\$ —	\$ —	\$ —	\$ —
2026 Notes ⁽²⁾	53,986	53,986	—	—	—
Other debt and finance lease obligations	2,390	720	1,361	309	—
Operating lease liabilities ⁽³⁾	21,836	8,201	9,803	3,832	—
Purchase obligations ⁽⁴⁾	136,699	118,781	11,201	5,886	831
Total contractual cash obligations	\$ 214,911	\$ 181,688	\$ 22,365	\$ 10,027	\$ 831

(1) As of December 31, 2025, we had no borrowings outstanding under our ABL Facility.

(2) Amount represents the full principal amount of the 2026 Notes together with cash interest payments due on April 1, 2026.

- (3) Amount represents payment obligations (including implied interest) for operating leases with an initial term of greater than twelve months. Operating lease obligations are recorded in the consolidated balance sheet as operating lease liabilities while the right-of-use assets are included within operating lease assets.
- (4) Our purchase obligations primarily relate to open purchase orders.

Contingencies and Other Obligations. We are a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters.

See Note 14, “Commitments and Contingencies,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for additional discussion.

Availability and Cost of Products. We use a variety of domestically produced and imported raw materials and component products, including steel, in the manufacture of our products. Beginning in the first quarter of 2025, the United States imposed new or additional tariffs, through executive orders, on a variety of imported raw materials and products, including steel and aluminum. In response to the U.S. tariffs on steel and aluminum, the European Union and several other countries, including Canada and China, have threatened and/or imposed retaliatory tariffs. We continue to monitor the effects of the ever-evolving global trade landscape, including with respect to sanctions, tariffs, existing trade agreements, anti-dumping and countervailing duty regulations and more. For example, in the third quarter of 2025, U.S. tariffs on certain steel and other metal components we import from China substantially increased the cost of those products, and President Trump has threatened additional increased tariffs on goods imported from China as result of current Chinese trade policy.

We cannot predict with certainty the duration of tariffs currently in place, the impact of any new or increased tariffs, or the impact of any retaliatory tariffs. If we encounter difficulty in procuring these raw materials and component products, or if the prices we pay for these products remain at current levels or increase and we are unable to pass corresponding cost increases on to our customers, our financial position, cash flows and results of operations would be adversely affected. Furthermore, uncertainty with respect to potential costs in the drilling and completion of oil and gas wells could cause our customers to delay or cancel planned projects which, if this occurred, would adversely affect our financial position, cash flows and results of operations.

Tax Matters. See Note 2, “Summary of Significant Accounting Policies,” and Note 9, “Income Taxes,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information with respect to tax matters.

Off-Balance Sheet Arrangements. As of December 31, 2025, we had no off-balance sheet arrangements.

Critical Accounting Policies

Our Consolidated Financial Statements included in this Annual Report on Form 10-K have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”), which require that we make numerous estimates and assumptions. Actual results could differ from those estimates and assumptions, thus impacting our reported results of operations and financial position. The critical accounting policies and estimates described in this section are those that are most important to the depiction of our financial condition and results of operations and the application of which requires our most subjective judgments in making estimates about the effect of matters that are inherently uncertain. We describe our significant accounting policies more fully in Note 2, “Summary of Significant Accounting Policies,” to the Consolidated Financial Statements included in this Annual Report on Form 10-K.

Revenue and Cost Recognition

Our revenue contracts may include one or more promises to transfer a distinct good or service to the customer, which is referred to as a “performance obligation,” and to which revenue is allocated. We recognize revenue and the related cost when, or as, the performance obligations are satisfied. The majority of our significant contracts for custom engineered products have a single performance obligation as no individual good or service is separately identifiable from other performance obligations in the contracts. For contracts with multiple distinct performance obligations, we allocate revenue to the identified performance obligations in the contract. Our product sales terms do not include significant post-performance obligations.

Our performance obligations may be satisfied at a point in time or over time as work progresses. Revenues from goods and services transferred to customers at a point in time accounted for approximately 39%, 33% and 34% of consolidated revenues for the years ended December 31, 2025, 2024 and 2023, respectively. The majority of our revenue recognized at a point in time is derived from short-term contracts for standard products offered by us. Revenue on these contracts is recognized when control

over the product has transferred to the customer. Indicators we consider in determining when transfer of control to the customer occurs include: right to payment for the product, transfer of legal title to the customer, transfer of physical possession of the product, transfer of risk and customer acceptance of the product.

Revenues from products and services transferred to customers over time accounted for approximately 61%, 67% and 66% of consolidated revenues for the years ended December 31, 2025, 2024 and 2023, respectively. The majority of our revenue recognized over time is for services provided under short-term contracts, with revenue recognized as the customer receives and consumes the services provided by our segments. In addition, we manufacture certain products to individual customer specifications under short-term contracts for which control passes to the customer as the performance obligations are fulfilled and for which revenue is recognized over time.

For significant project-related contracts involving custom engineered products within the Offshore Manufactured Products segment (also referred to as “project-driven products”), revenues are typically recognized over time using an input measure such as the percentage of costs incurred to date relative to total estimated costs at completion for each contract (cost-to-cost method). Contract costs include labor, material and overhead. We believe this method is the most appropriate measure of progress on large contracts. Billings on such contracts in excess of costs incurred and estimated profits are classified as a contract liability (deferred revenue). Costs incurred and estimated profits in excess of billings on these contracts are recognized as a contract asset (a component of accounts receivable).

Contract estimates for project-related contracts involving custom engineered products are based on various assumptions to project the outcome of future events that may span several years. Changes in assumptions that may affect future project costs and margins include production efficiencies, the complexity of the work to be performed and the availability and costs of labor, materials and subcomponents.

As a significant change in one or more of these estimates could affect the profitability of our contracts, contract-related estimates are reviewed regularly. We recognize adjustments in estimated profit on contracts under the cumulative catch-up method. Under this method, the impact of the adjustment on profit recorded to date is recognized in the period the adjustment is identified. Revenue and profit in future periods of contract performance are recognized using the adjusted estimate. If at any time the estimate of contract profitability indicates an anticipated loss will be incurred on the contract, the loss is recognized in the period it is identified.

Cost of goods sold includes all direct material and labor costs and those costs related to contract performance, such as indirect labor, supplies, tools and repairs. As presented on our consolidated statements of operations, costs of goods sold excludes depreciation and amortization expense. Selling, general and administrative costs are charged to expense as incurred.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that we collect from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of products.

Long-Lived Tangible and Intangible Assets

Our long-lived tangible assets totaled \$257.1 million, representing 29% of our total assets as of December 31, 2025, and our long-lived intangible assets totaled \$31.5 million, representing 4% of our total assets. The remainder of our assets largely consisted of cash, accounts receivable, inventories and goodwill.

An assessment for impairment of long-lived tangible and intangible assets is conducted at the asset group level whenever changes in facts and circumstances indicate that the carrying value of such asset group may not be recoverable based on estimated undiscounted future cash flows. Indicators of impairment might include strategic management actions, persistent negative economic trends affecting the markets we serve, recurring losses or lowered expectations of future cash flows to be generated by our assets. When necessary, the amount of impairment is determined based on the excess of carrying value over fair value of the asset group, using quoted market prices, if available, or our judgment as to the future operating cash flows to be generated from these assets throughout their estimated useful lives.

Events and circumstances in 2025 (including lower crude oil prices, reduced U.S. customer activity, competitive market conditions and the imposition of broad-based trade tariffs by the United States on imported goods, without relief from the U.S. Supreme Court prior to December 31, 2025) indicated that the long-lived tangible and intangible assets of an asset group within our Downhole Technologies segment may not be recoverable. We assessed the carrying value of the long-lived assets of this asset group by comparing our estimates of undiscounted future cash flows to the carrying value of the assets. This assessment indicated that the asset group’s long-lived assets were not recoverable. The measured fair value of the asset group’s long-lived

assets was below its carrying amount, resulting in the recognition of a non-cash long-lived asset impairment charge of \$91.0 million in the fourth quarter of 2025. This impairment charge did not impact the Company's liquidity position, debt covenants or cash flows.

Management used the income approach (a Level 3 fair value measurement) to estimate fair value by discounting the forecasts of the asset group's future cash flows by a discount rate (expected return) that a market participant is expected to require on its investment. Significant assumptions and estimates used in the income approach included, among others, estimated future net annual cash flows and discount rates for the asset group, current and anticipated market conditions, estimated growth rates and historical data. These estimates rely upon significant management judgment.

During 2025, the Company also recognized non-cash operating lease impairment charges of \$2.3 million within its Completion and Production Services and Downhole Technologies segments related to facility closures.

During 2024, in response to further reductions in customer activity in the United States, we made strategic decisions to exit our underperforming flowback and well testing service offering and sell the related equipment and inventory. We also decided to exit eight leased facilities. As a result of these events and actions, we recorded non-cash intangible asset (customer relationships and tradenames) impairment charges of \$10.8 million associated with the exit of this service offering and operating lease impairments of \$3.8 million related to facility closures.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the "FASB"), which are adopted by us as of the specified effective date. We believe that the impact of recently issued standards, which are not yet effective, will not have a material impact on our consolidated financial statements upon adoption.

In 2025, we prospectively expanded our income tax disclosures provided in Note 9, "Income Taxes," to our Consolidated Financial Statements included in this Annual Report in accordance with the FASB guidance ("Accounting Standards Update 2023-09") issued in December 2023.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Market risk refers to the potential losses arising from changes in interest rates, foreign currency exchange rates, equity prices and commodity prices, including the correlation among these factors and their volatility.

Our principal market risks are our exposure to changes in interest rates and foreign currency exchange rates. We enter into derivative instruments only to the extent considered necessary to meet risk management objectives and do not use derivative contracts for speculative purposes.

Interest Rate Risk. We have a revolving credit facility that is subject to the risk of higher interest charges associated with increases in interest rates. As of December 31, 2025, we had no floating-rate obligations outstanding under our ABL Facility. The use of floating-rate obligations would expose us to the risk of increased interest expense in the event of increases in short-term interest rates.

Foreign Currency Exchange Rate Risk. Our operations are conducted in various countries around the world and we receive revenue from these operations in a number of different currencies. As such, our earnings are subject to movements in foreign currency exchange rates when transactions are denominated in (i) currencies other than the U.S. dollar, which is our functional currency, or (ii) the functional currency of our subsidiaries, which is not necessarily the U.S. dollar. In order to mitigate the effects of foreign currency exchange rate risks in areas outside of the United States (primarily in our Offshore Manufactured Products segment), we generally pay a portion of our expenses in local currencies and a substantial portion of our contracts provide for collections from customers in U.S. dollars. During 2025, our reported foreign currency exchange losses were \$1.3 million and are included in "other operating income, net" in the consolidated statements of operations.

Accumulated other comprehensive loss, reported as a component of stockholders' equity, primarily relates to fluctuations in currency exchange rates against the U.S. dollar as used to translate certain of the international operations of our operating segments. Our accumulated other comprehensive loss decreased \$13.3 million from \$79.5 million as of December 31, 2024 to \$66.3 million as of December 31, 2025, due to changes in currency exchange rates. During 2025, the exchange rates for the British pound and the Brazilian real strengthened by 7% and 13%, respectively, compared to the U.S. dollar.

Item 8. Financial Statements and Supplementary Data

Our Consolidated Financial Statements and supplementary data begin on page 54 of this Annual Report on Form 10-K and are incorporated by reference into this Item 8.

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

There were no changes in or disagreements on any matters of accounting principles or financial statement disclosure between us and our independent registered public accounting firm during our two most recent fiscal years or any subsequent interim period.

Item 9A. Controls and Procedures

(i) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) of the Exchange Act. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file 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 and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2025 at the reasonable assurance level.

Pursuant to section 906 of The Sarbanes-Oxley Act of 2002, our Chief Executive Officer and Chief Financial Officer have provided certain certifications to the SEC. These certifications accompanied this report when filed with the SEC, but are not set forth herein.

(ii) Internal Control over Financial Reporting

(a) Management's annual report on internal control over financial reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with GAAP. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of management and our directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the Consolidated 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. Accordingly, even effective internal control over financial reporting can only provide reasonable assurance of achieving their control objectives.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2025 was conducted. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (2013 Framework). Based on our assessment we believe that, as of December 31, 2025, our internal control over financial reporting is effective based on those criteria.

The effectiveness of Oil States' internal control over financial reporting as of December 31, 2025 has been audited by Deloitte & Touche LLP an independent registered public accounting firm, as described below.

(b) Attestation report of the registered public accounting firm.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Oil States International, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Oil States International, Inc. and subsidiaries (the “Company”) as of December 31, 2025, 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, 2025, 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, 2025, of the Company and our report dated March 4, 2026, 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 Annual 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 4, 2026.

(c) Changes in internal control over financial reporting.

There have been no changes in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our fourth fiscal quarter ended December 31, 2025, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Rule 10b5-1 Trading Arrangement

During the three months ended December 31, 2025, no director or executive officer adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” (as each is defined in Item 408 of Regulation S-K) related to securities of our company.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

PART III

Item 10. *Directors, Executive Officers and Corporate Governance*

- (1) Information concerning directors, including our audit committee financial experts, is incorporated by reference to our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, under “Election of Directors.”
- (2) Information with respect to executive officers is incorporated by reference to our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, under “Executive Officers.”
- (3) Information concerning Section 16(a) beneficial ownership reporting compliance is incorporated by reference to our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, under “Section 16(a) Beneficial Ownership Reporting Compliance,” to the extent such disclosure is required.
- (4) Information concerning corporate governance and our code of ethics is incorporated by reference to our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, under “Corporate Governance.”
- (5) Information concerning our insider trading policy is incorporated by reference to our Definitive Proxy Statement for the 2025 Annual Meeting of Stockholders, under “Compensation Discussion and Analysis.” A copy of our insider trading policy is filed with this Annual Report on Form 10-K as Exhibit 19.1.

Item 11. *Executive Compensation*

The information required by Item 11 hereby is incorporated by reference to such information as set forth in our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by Item 12 hereby is incorporated by reference to such information as set forth in our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

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

The information required by Item 13 hereby is incorporated by reference to such information as set forth in our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

Item 14. *Principal Accounting Fees and Services*

Information concerning principal accounting fees and services and the audit committee’s preapproval policies and procedures is incorporated by reference to our Definitive Proxy Statement for the 2026 Annual Meeting of Stockholders, under “Audit Fee Disclosure.”

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Index to Financial Statements, Financial Statement Schedules and Exhibits

- (1) *Financial Statements*: Reference is made to the index set forth on page 54 of this Annual Report on Form 10-K.
- (2) *Financial Statement Schedules*: No schedules have been included herein because the information required to be submitted has been included in the Consolidated Financial Statements or the Notes thereto, or the required information is inapplicable.
- (3) *Index of Exhibits*: See Index of Exhibits, below, for a list of those exhibits filed herewith, which index also includes and identifies management contracts or compensatory plans or arrangements required to be filed as exhibits to this Annual Report on Form 10-K by Item 601 of Regulation S-K.

(b) Index of Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	— Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, as filed with the SEC on July 27, 2023 (File No. 001-16337)).
3.2	— Fifth Amended and Restated Bylaws of Oil States International, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the SEC on February 17, 2023 (File No. 001-16337)).
4.1	— Form of common stock certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, as filed with the SEC on November 7, 2000 (File No. 333-43400)).
4.3	— Indenture, dated March 19, 2021, by and among Oil States International, Inc. and Wells Fargo Bank, National Association, as trustee, relating to the 4.75% Convertible Senior Notes due 2026 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on March 22, 2021 (File No. 001-16337)).
4.4	— Description of Common Stock (incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the SEC on February 21, 2020 (File No. 001-16337)).
10.1+	— Amended and Restated Equity Participation Plan of Oil States International, Inc. (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, as filed with the SEC on May 28, 2021 (File No. 333-2565777)).
10.2	— Form of Deferred Stock Award Election under the Company's Amended and Restated Equity Participation Plan. (incorporated by Reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the SEC on February 22, 2022 (File No. 001-16337)).
10.3	— Form of Non-Employee Director Deferred Stock Grant Notice and Agreement under the Company's Amended and Restated Equity Participation Plan. (incorporated by Reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, as filed with the SEC on October 31, 2025 (File No. 001-16337)).
10.4+	— Deferred Compensation Plan effective January 1, 2012 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, as filed with the SEC on April 25, 2013 (File No. 001-16337)).
10.5+	— Annual Incentive Compensation Plan, dated January 1, 2017 (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the SEC on February 17, 2017 (File No. 001-16337)).
10.6+	— Executive Agreement between Oil States International, Inc. and Cindy B. Taylor (incorporated by Reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000, as filed with the SEC on March 30, 2001 (File No. 001-16337)).
10.7+	— Form of Change of Control Severance Plan for Selected Members of Management (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-1, as filed with the SEC on December 12, 2000 (File No. 333-43400)).

- 10.8 — Asset-based Credit Agreement, dated as of February 10, 2021, among Oil States International, Inc., as Borrower, the Lenders from time to time party thereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on February 12, 2021 (File No. 001-16337)).
- 10.9 — Second Amendment to Credit Agreement, dated December 13, 2022, among Oil States International, Inc., as Borrower, the Lenders from time to time hereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the SEC on February 17, 2023 (File No. 001-16337)).
- 10.10 — Third Amendment to Credit Agreement, dated February 16, 2024, among Oil States International, Inc., as Borrower, the Lenders from time to time hereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on February 21, 2024 (File No. 001-16337)).
- 10.11 — Fifth Amendment to Credit Agreement, dated July 28, 2025, among Oil States International, Inc., as Borrower, the Lenders from time to time thereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on July 31, 2025 (File No. 001-16337)).
- 10.12 — Amended and Restated Credit Agreement, dated January 28, 2026, among Oil States International Inc., as Borrower, the Lenders from time to time thereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on January 28, 2026 (File No. 001-16337)).
- 10.13 — Form of Indemnification Agreement (incorporated by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, as filed with the SEC on November 5, 2004 (File No. 001-16337)).
- 10.14+ — Form of Director Stock Option Agreement under the Company's 2001 Equity Participation Plan (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, as filed with the SEC on March 2, 2005 (File No. 001-16337)).
- 10.15+ — Form of Employee Nonqualified Stock Option Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-8, as filed with the SEC on May 28, 2021 (File No. 333-2565777)).
- 10.16+ — Form of Restricted Stock Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, as filed with the SEC on May 1, 2025 (File No. 001-16337)).
- 10.17+ — Form of Performance Award Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, as filed with the SEC on May 1, 2025 (File No. 001-16337)).
- 10.18+ — Form of Cash Award Agreement (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, as filed with the SEC on April 29, 2021 (File No. 001-16337)).
- 10.19+ — Non-Employee Director Compensation Summary (incorporated by reference to Exhibit 10.21 to the Company's Report on Form 8-K as filed with the SEC on November 15, 2006 (File No. 001-16337)).
- 10.20+ — Form of Non-Employee Director Restricted Stock Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by Reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, as filed with the SEC on October 31, 2025 (File No. 001-16337)).
- 10.21+ — Amendment to the Executive Agreement of Cindy Taylor, effective January 1, 2009 (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, as filed with the SEC on February 20, 2009 (File No. 001-16337)).
- 10.22+ — Executive Agreement between Oil States International, Inc. and named executive officer (Lloyd A. Hajdik) effective December 9, 2013 (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the SEC on February 25, 2014 (File No. 001-16337)).
- 10.23+ — Executive Agreement between Oil States International, Inc. and named executive officer (Philip S. Moses) effective July 1, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on July 8, 2015 (File No. 001-16337)).
- 10.24+ — Executive Agreement between Oil States International, Inc. and named executive officer (Brian E. Taylor) effective May 10, 2022 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on May 13, 2022 (File No. 001-16337)).

- 10.25+ — Annual Incentive Compensation Plan, dated January 1, 2020 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, as filed with the SEC on May 1, 2020 (File No. 001-16337)).
- 19.1 — Oil States International, Inc. Insider Trading Policy (incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on February 21, 2025 (File No. 001-16337)).
- 21.1* — List of subsidiaries of the Company.
- 23.1* — Consent of Independent Registered Public Accounting Firm (Deloitte & Touche LLP).
- 23.2* — Consent of Independent Registered Public Accounting Firm (Ernst & Young LLP).
- 24.1* — Powers of Attorney for Directors.
- 31.1* — Certification of Chief Executive Officer of Oil States International, Inc. pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.
- 31.2* — Certification of Chief Financial Officer of Oil States International, Inc. pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.
- 32.1** — Certification of Chief Executive Officer of Oil States International, Inc. pursuant to Rules 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934.
- 32.2** — Certification of Chief Financial Officer of Oil States International, Inc. pursuant to Rules 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934.
- 97.1 — Incentive-Based Compensation Recoupment Policy (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on February 21, 2024 (File No. 001-16337)).
- 101.INS* — XBRL Instance Document
- 101.SCH* — XBRL Taxonomy Extension Schema Document
- 101.CAL* — XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* — XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB* — XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* — XBRL Taxonomy Extension Presentation Linkbase Document
- 104.1* — Cover Page Interactive Data File (embedded within the Inline XBRL document)

- * Filed herewith.
- ** Furnished herewith.
- + Management contracts or 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 on March 4, 2026.

OIL STATES INTERNATIONAL, INC.

By /s/ Cindy B. Taylor
Cindy B. Taylor
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities indicated on March 4, 2026.

<u>Signature</u>	<u>Title</u>
<u>*</u> Robert L. Potter	Chair of the Board
<u>/s/ Cindy B. Taylor</u> Cindy B. Taylor	Director, President & Chief Executive Officer (Principal Executive Officer)
<u>/s/ Lloyd A. Hajdik</u> Lloyd A. Hajdik	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>/s/ Brian E. Taylor</u> Brian E. Taylor	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Denise Castillo-Rhodes	Director
<u>*</u> Lawrence R. Dickerson	Director
<u>*</u> Darrell E. Hollek	Director
<u>*</u> Hallie A. Vanderhider	Director
<u>*</u> E. Joseph Wright	Director

*By: /s/ Lloyd A. Hajdik
Lloyd A. Hajdik, pursuant to a power of
attorney filed as Exhibit 24.1 to this
Annual Report on Form 10-K

**INDEX TO
CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements (PCAOB ID: 34)	55
Consolidated Statements of Operations	59
Consolidated Statements of Comprehensive Income (Loss)	60
Consolidated Balance Sheets	61
Consolidated Statements of Stockholders' Equity	62
Consolidated Statements of Cash Flows	63
Notes to Consolidated Financial Statements	64

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Oil States International, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Oil States International, Inc. and subsidiaries (the “Company”) as of December 31, 2025, the related consolidated statements of operations, comprehensive income (loss), changes in stockholders’ equity, and cash flows, for the period ended December 31, 2025, 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, 2025, and the results of its operations and its cash flows for the period ended December 31, 2025, 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, 2025, 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 4, 2026, 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 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 the financial statements are free of material misstatement, whether due to error or fraud. Our audit 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 audit 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 audit provides a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue - Product revenues recognized over time on project-driven contracts - Refer to Note 2 to the financial statements

Critical Audit Matter Description

For significant project-related contracts involving custom engineered products within the Offshore Manufactured Products segment (also referred to as “project-driven products”), revenues are typically recognized over time using an input measure such as the percentage of costs incurred to date relative to total estimated costs at completion for each contract (cost-to-cost method). The majority of the Company’s significant contracts for custom engineered products have a single performance obligation as no individual good or service is separately identifiable from other performance obligations in the contracts. The accounting for these contracts involves judgment, particularly as it relates to the process of estimating total costs and profit for the performance obligation. Cost of sales is recognized as incurred, and revenues are determined by adding a proportionate amount of the estimated profit to the amount reported as cost of sales.

Given the judgments necessary to estimate total costs and profit for the performance obligations used to recognize revenue for certain project-driven contracts, auditing such estimates required extensive audit effort due to the volume and complexity of project-driven contracts and a high degree of auditor judgment when performing audit procedures and evaluating the results of those procedures.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's estimates of total costs and profit used to recognize revenue for certain project-driven project contracts included the following, among others:

- We tested the effectiveness of controls over project-driven contract revenue, including management's controls over the estimates of total costs and profit for performance obligations.
- We selected a sample of project-driven contracts and performed the following:
 - Compared the transaction prices to the consideration expected to be received based on current rights and obligations under the contracts and any modifications that were agreed upon with the customers.
 - Tested the accuracy and completeness of the costs incurred to date for the performance obligation.
 - Evaluated the estimates of total cost and profit for the performance obligation by:
 - Evaluating management's ability to achieve the estimates of total cost and profit by performing corroborating inquiries with the Company's project managers.
 - Comparing the estimates to third-party invoices from suppliers and subcontractor agreements.
 - Developing independent estimates of total costs at completion and compared our estimates to management's estimates. Our independent estimates were based on information such as third-party invoices from suppliers, subcontractor agreements, and similar historical project experience.
 - Tested the mathematical accuracy of management's calculation of revenue for the performance obligation.

Long-lived Assets – Long-lived asset impairments – Refer to Notes 2 and 3 to the financial statements

Critical Audit Matter Description

Long-lived assets, which consists of property, plant and equipment, intangible assets with finite useful lives ("Other intangible assets"), and operating lease assets, are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. During the fourth fiscal quarter ended December 31, 2025, the Company determined the carrying value of long-lived assets of an asset group within the Downhole Technologies segment were impaired and recognized an impairment charge of \$91.0 million.

We identified these long-lived asset impairments as a critical audit matter as the estimates made by management to determine the fair value of these assets required a high degree of auditor judgment and an increased extent of effort including the need to involve fair value specialists when performing audit procedures to evaluate the reasonableness of management's estimates and assumptions in applying the income approach, including: estimated future net annual cash flows, discount rates, current and anticipated market conditions, and estimated growth rates.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures to evaluate the Company's impairment analysis included the following, among others:

- We tested the effectiveness of controls over the determination of fair value, including controls related to management's development of estimated future net annual cash flows, discount rates, current and anticipated market conditions, and estimated growth rates.
- We assessed the reasonableness of management's estimates of future projections of revenues and cash flows within the undiscounted future net cash flows and discounted future net cash flows by:
 - Compared historical results to the Company's strategic plans.
 - Inquired of management and made corroborating inquiries with the asset group's operations management team regarding current and anticipated market conditions and the strategic direction of the Downhole Technologies segment.
 - Read internal communications to management and the Board of Directors.
 - With the assistance of our fair value specialists we:
 - Evaluated the reasonableness of the methodology utilized to develop the estimates.

- Evaluated the reasonableness of the discount rates and developed a range of independent estimates and compared those to the discount rates selected by management.
- Compared the long-term growth rates with projected nominal and real US GDP growth rates.

/s/ Deloitte & Touche LLP

Houston, Texas
March 4, 2026

We have served as the Company's auditor since 2025.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Oil States International, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Oil States International, Inc. and subsidiaries (the Company) as of December 31, 2024, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the two years in the period ended December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

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 Public Company Accounting Oversight Board (United States) (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.

/s/ Ernst & Young LLP

We served as the Company's auditor from 2000 to 2025.

Houston, Texas
March 4, 2026

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Amounts)

	Year Ended December 31,		
	2025	2024	2023
Revenues:			
Products	\$ 436,397	\$ 402,565	\$ 418,550
Services	232,591	290,023	363,733
	<u>668,988</u>	<u>692,588</u>	<u>782,283</u>
Costs and expenses:			
Product costs	367,397	314,628	328,815
Service costs	168,337	221,573	278,073
Cost of revenues (exclusive of depreciation and amortization expense presented below)	<u>535,734</u>	<u>536,201</u>	<u>606,888</u>
Selling, general and administrative expense	90,425	95,009	94,185
Depreciation and amortization expense	47,439	54,708	60,778
Long-lived and other asset impairments	100,321	24,554	—
Other operating income, net	<u>(6,960)</u>	<u>(16,195)</u>	<u>(2,732)</u>
	766,959	694,277	759,119
Operating income (loss)	<u>(97,971)</u>	<u>(1,689)</u>	<u>23,164</u>
Interest expense	(7,713)	(8,801)	(9,570)
Interest income	1,861	1,070	1,381
Other income, net	1,291	1,568	849
Income (loss) before income taxes	<u>(102,532)</u>	<u>(7,852)</u>	<u>15,824</u>
Income tax provision	<u>(6,845)</u>	<u>(3,406)</u>	<u>(2,933)</u>
Net income (loss)	<u>\$ (109,377)</u>	<u>\$ (11,258)</u>	<u>\$ 12,891</u>
Net income (loss) per share:			
Basic	\$ (1.86)	\$ (0.18)	\$ 0.20
Diluted	(1.86)	(0.18)	0.20
Weighted average number of common shares outstanding:			
Basic	58,697	62,004	62,690
Diluted	58,697	62,004	63,152

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(In Thousands)

	Year Ended December 31,		
	2025	2024	2023
Net income (loss)	\$ (109,377)	\$ (11,258)	\$ 12,891
Other comprehensive income (loss):			
Currency translation adjustments	13,268	(9,548)	8,957
Comprehensive income (loss)	<u>\$ (96,109)</u>	<u>\$ (20,806)</u>	<u>\$ 21,848</u>

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share Amounts)

	December 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 69,914	\$ 65,363
Accounts receivable, net	202,445	194,336
Inventories, net	183,409	214,836
Assets held for sale	17,350	6,492
Prepaid expenses and other current assets	22,173	17,199
Total current assets	495,291	498,226
Property, plant, and equipment, net	244,382	266,871
Operating lease assets, net	12,731	19,537
Goodwill, net	70,524	69,709
Other intangible assets, net	31,455	125,862
Other noncurrent assets	29,048	24,903
Total assets	\$ 883,431	\$ 1,005,108
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 53,370	\$ 633
Accounts payable	68,090	57,708
Accrued liabilities	38,480	36,861
Current operating lease liabilities	7,286	7,284
Income taxes payable	1,759	2,818
Deferred revenue	97,195	52,399
Total current liabilities	266,180	157,703
Long-term debt	1,670	124,654
Long-term operating lease liabilities	12,654	17,989
Deferred income taxes	5,765	5,350
Other noncurrent liabilities	23,971	18,758
Total liabilities	310,240	324,454
Stockholders' equity:		
Common stock, \$.01 par value, 200,000,000 shares authorized, 80,538,758 shares and 78,605,848 shares issued, respectively	805	786
Additional paid-in capital	1,145,642	1,137,949
Retained earnings	164,283	273,660
Accumulated other comprehensive loss	(66,264)	(79,532)
Treasury stock, at cost, 20,882,840 and 17,112,853 shares, respectively	(671,275)	(652,209)
Total stockholders' equity	573,191	680,654
Total liabilities and stockholders' equity	\$ 883,431	\$ 1,005,108

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In Thousands)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Equity
Balance, December 31, 2022	\$ 766	\$ 1,122,292	\$ 272,027	\$ (78,941)	\$ (626,586)	\$ 689,558
Net income	—	—	12,891	—	—	12,891
Currency translation adjustments (excluding intercompany advances)	—	—	—	6,822	—	6,822
Currency translation adjustment on intercompany advances	—	—	—	2,135	—	2,135
Stock-based compensation expense	6	6,948	—	—	—	6,954
Surrender of stock to settle taxes on restricted stock awards	—	—	—	—	(1,948)	(1,948)
Stock repurchases	—	—	—	—	(6,867)	(6,867)
Balance, December 31, 2023	<u>772</u>	<u>1,129,240</u>	<u>284,918</u>	<u>(69,984)</u>	<u>(635,401)</u>	<u>709,545</u>
Net loss	—	—	(11,258)	—	—	(11,258)
Currency translation adjustments (excluding intercompany advances)	—	—	—	(2,768)	—	(2,768)
Currency translation adjustment on intercompany advances	—	—	—	(6,780)	—	(6,780)
Stock-based compensation expense	14	8,709	—	—	—	8,723
Surrender of stock to settle taxes on restricted stock awards	—	—	—	—	(2,596)	(2,596)
Stock repurchases	—	—	—	—	(14,212)	(14,212)
Balance, December 31, 2024	<u>786</u>	<u>1,137,949</u>	<u>273,660</u>	<u>(79,532)</u>	<u>(652,209)</u>	<u>680,654</u>
Net loss	—	—	(109,377)	—	—	(109,377)
Currency translation adjustments (excluding intercompany advances)	—	—	—	8,321	—	8,321
Currency translation adjustments on intercompany advances	—	—	—	4,947	—	4,947
Stock-based compensation expense	19	7,693	—	—	—	7,712
Surrender of stock to settle taxes on restricted stock awards	—	—	—	—	(2,458)	(2,458)
Stock repurchases	—	—	—	—	(16,608)	(16,608)
Balance, December 31, 2025	<u>\$ 805</u>	<u>\$ 1,145,642</u>	<u>\$ 164,283</u>	<u>\$ (66,264)</u>	<u>\$ (671,275)</u>	<u>\$ 573,191</u>

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net income (loss)	\$ (109,377)	\$ (11,258)	\$ 12,891
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization expense	47,439	54,708	60,778
Impairments of long-lived assets, goodwill and assets held for sale	100,321	24,554	—
Impairment of inventories	20,798	—	—
Stock-based compensation expense	7,712	8,723	6,954
Amortization of deferred financing costs	1,515	1,497	1,798
Deferred income tax provision (benefit)	585	(2,356)	226
Gains on disposals of assets	(7,701)	(18,333)	(4,075)
Net gains on extinguishment of 4.75% convertible senior notes	(120)	(515)	—
Other, net	(2,360)	(452)	(1,001)
Changes in operating assets and liabilities:			
Accounts receivable	(4,140)	5,191	17,132
Inventories	3,184	(14,704)	(19,793)
Accounts payable and accrued liabilities	5,877	(19,382)	(11,743)
Deferred revenue	44,796	15,642	(8,033)
Other operating assets and liabilities, net	(3,406)	2,579	1,441
Net cash flows provided by operating activities	105,123	45,894	56,575
Cash flows from investing activities:			
Capital expenditures	(31,191)	(37,508)	(30,653)
Proceeds from disposition of property and equipment	11,836	5,594	5,253
Proceeds from disposition of assets held for sale	8,409	35,070	—
Other, net	(108)	(454)	(186)
Net cash flows provided by (used in) investing activities	(11,054)	2,702	(25,586)
Cash flows from financing activities:			
Revolving credit facility borrowings	564	22,739	35,816
Revolving credit facility repayments	(564)	(22,739)	(35,816)
Purchases of 4.75% convertible senior notes	(70,440)	(10,846)	—
Repayment of 1.50% convertible senior notes	—	—	(17,315)
Other debt and finance lease repayments, net	(461)	(652)	(457)
Payment of financing costs	(188)	(1,178)	(128)
Purchases of treasury stock	(16,608)	(14,212)	(6,867)
Shares added to treasury stock as a result of net share settlements due to vesting of stock awards	(2,458)	(2,596)	(1,948)
Net cash flows used in financing activities	(90,155)	(29,484)	(26,715)
Effect of exchange rate changes on cash and cash equivalents	637	(860)	819
Net change in cash and cash equivalents	4,551	18,252	5,093
Cash and cash equivalents, beginning of period	65,363	47,111	42,018
Cash and cash equivalents, end of period	\$ 69,914	\$ 65,363	\$ 47,111
Cash paid for:			
Interest	\$ 7,153	\$ 7,439	\$ 7,867
Income taxes, net	7,087	3,847	1,263

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Basis of Presentation

The Consolidated Financial Statements include the accounts of Oil States International, Inc. (“Oil States” or the “Company”) and its consolidated subsidiaries. Investments in unconsolidated affiliates, in which the Company is able to exercise significant influence, are accounted for using the equity method. All significant intercompany accounts and transactions between the Company and its consolidated subsidiaries have been eliminated in the accompanying Consolidated Financial Statements. The presentation of certain prior-year amounts in the Company’s Consolidated Financial Statements have been conformed to the current-year presentation.

The Company operates through three business segments – Offshore Manufactured Products, Completion and Production Services and Downhole Technologies – and, through its subsidiaries, is a leading provider of specialty products and services to oil and gas and industrial companies around the world. The Company operates in a substantial number of the world’s active resource intensive regions, including: onshore and offshore United States, West Africa, the North Sea, the Middle East, South America and Southeast and Central Asia.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include, but are not limited to, revenue and income recognized over time, goodwill and long-lived asset impairments, valuation allowances recorded on deferred tax assets, reserves on inventory, allowances for doubtful accounts, settlement of litigation and potential future adjustments related to contractual indemnification and other agreements. Actual results could materially differ from those estimates.

Cash and Cash Equivalents

All highly liquid investments purchased with an original maturity of three months or less are classified as cash equivalents.

Fair Value of Financial Instruments

The Company’s financial instruments consist of cash and cash equivalents, investments, receivables, payables and debt instruments. The Company believes that the carrying values of these instruments, other than the 2026 Notes (as defined below), on the accompanying consolidated balance sheets approximate their fair values. The estimated fair value of the 2026 Notes as of December 31, 2025, based on quoted market prices (a Level 2 fair value measurement), was comparable to the principal amount of \$52.7 million.

Inventories

Inventories consist of consumable oilfield products, manufactured equipment, spare parts for manufactured equipment, and work-in-process. Inventories also include raw materials, labor, subcontractor charges, manufacturing overhead and supplies and are carried at the lower of cost or net realizable value. The cost of inventories is determined on an average cost or specific-identification method. A reserve for excess and/or obsolete inventory is maintained based on the age, turnover, condition, expected near-term utility and market pricing of the goods.

Property, Plant, and Equipment

Property, plant, and equipment are recorded at cost, or at estimated fair market value at acquisition date if acquired in a business combination, and depreciation is computed, for assets owned or recorded under a finance lease, using the straight-line method over the estimated useful lives of the assets, after allowing for estimated salvage value where applicable. Leasehold improvements are capitalized and amortized over the lesser of the life of the lease or the estimated useful life of the asset.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Expenditures for repairs and maintenance are charged to expense when incurred. Expenditures for major renewals and betterments, which extend the useful lives of existing equipment, are capitalized and depreciated. Upon retirement or disposition of property and equipment, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the statements of operations.

Goodwill

Goodwill represents the excess of the purchase price for acquired businesses over the allocated fair value of related net assets, reduced by historical impairments. In accordance with current accounting guidance, the Company does not amortize goodwill, but rather assesses goodwill for impairment annually (as of December 1) and when an event occurs or circumstances change that indicate the carrying amounts may not be recoverable.

When a quantitative assessment of goodwill is necessary, each reporting unit with goodwill on its balance sheet is assessed separately using relevant events and circumstances. Management estimates the fair value of each reporting unit and compares that fair value to its recorded carrying value. Management utilizes, depending on circumstances, a combination of valuation methodologies including a market approach and an income approach, as well as guideline public company comparables. Projected cash flows are discounted using a long-term weighted average cost of capital for each reporting unit based on estimates of investment returns that would be required by a market participant. As part of the process of assessing goodwill for potential impairment, the total market capitalization of the Company is compared to the sum of the fair values of all reporting units to assess the reasonableness of aggregated fair values. If the carrying amount of a reporting unit exceeds its fair value, goodwill is considered impaired and an impairment loss is recorded based on the excess of the carrying amount over the reporting unit's fair value.

In connection with the first quarter 2024 realignment of the composition of two reportable segments discussed in Note 1, "Organization and Basis of Presentation," goodwill of \$10.0 million was reassigned from the Offshore Manufactured Products segment to the Downhole Technologies segment based on estimated relative fair values. The Company performed an interim quantitative assessment of goodwill recorded within the Offshore Manufactured Products segment as of February 29, 2024 (prior to realignment) which indicated that the fair value of the reporting unit exceeded its carrying value.

The Company also performed an interim quantitative assessment of goodwill transferred to the Downhole Technologies segment (subsequent to the realignment). This interim assessment indicated that the fair value of the reporting unit was less than its carrying amount and the Company concluded that goodwill reassigned to the Downhole Technologies business was fully impaired. The Company therefore recognized a non-cash goodwill impairment charge totaling \$10.0 million in the first quarter of 2024. This impairment charge did not impact the Company's liquidity position, debt covenants or cash flows.

Management used a combination of valuation methodologies including the income approach and guideline public company comparables. The fair values of each of the Company's reporting units were determined using significant unobservable inputs (Level 3 fair value measurements). The income approach estimates fair value by discounting the Company's forecasts of future cash flows by a discount rate (expected return) that a market participant is expected to require on its investment.

Significant assumptions and estimates used in the income approach include, among others, estimated future net annual cash flows and discount rates for each reporting unit, current and anticipated market conditions, estimated growth rates and historical data. These estimates rely upon significant management judgment.

Following goodwill impairments, only the Offshore Manufactured Products segment has remaining goodwill. The Company's December 1, 2025 qualitative assessment identified no events or changes in circumstances which indicated that, more likely than not, the \$71 million carrying value of goodwill on the balance sheet of the Offshore Manufactured Products segment was not recoverable.

Long-Lived Assets

The Company amortizes the cost of long-lived assets, including finite-lived intangible assets, over their estimated useful life. The recoverability of the carrying values of long-lived assets is assessed at the asset group level whenever, in management's judgment, events or changes in circumstances indicate that the carrying value of such asset groups may not be recoverable based on estimated undiscounted future cash flows. If this assessment indicates that the carrying values will not be

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

recoverable, an impairment loss equal to the excess of the carrying value over the fair value of the asset group is recognized. The fair value of the asset group is based on appraised values, prices of similar assets (if available), or discounted cash flows.

During 2025, events and circumstances also indicated that the long-lived tangible and intangible assets (totaling \$132.1 million as of December 1, 2025) of an asset group within the Downhole Technologies segment may not be recoverable. Management assessed the carrying value of the long-lived assets of this group by comparing its estimates of undiscounted future cash flows to the carrying value of the assets. This assessment indicated that the asset group's long-lived assets were not recoverable. Management used the income approach (a Level 3 fair value measurement) to estimate fair value by discounting the forecasts of the asset group's future cash flows by a discount rate (expected return) that a market participant is expected to require on its investment. Significant assumptions and estimates used in the income approach included, among others, estimated future net annual cash flows and discount rates for the asset group, current and anticipated market conditions, estimated growth rates and historical data. These estimates rely upon significant management judgment. The measured fair value of the asset group's long-lived assets was below its carrying amount, resulting in the recognition of non-cash long-lived asset impairment charges of \$91.0 million in the fourth quarter of 2025.

As further discussed in Note 3, "Asset Impairments and Other Charges and Credits" and Note 7, "Operating Leases," the Company recognized non-cash operating lease impairments, associated with the closure of certain facilities, totaling \$2.3 million and \$3.8 million in 2025 and 2024, respectively, to reduce the carrying value of the related operating lease assets to their estimated realizable value. Additionally, the Company recognized impairment charges of \$10.8 million in 2024 associated with the exit of a service offering.

Leases

The Company leases a portion of its facilities, office space, equipment and vehicles under contracts which provide it with the right to control identified assets. The Company recognizes the right to use identified assets under operating leases (with an initial term of greater than 12 months) as operating lease assets and the related obligations to make payments under the lease arrangements as operating lease liabilities. Finance lease obligations, which are not material, are classified within long-term debt while related assets are included within property, plant and equipment. Lease assets and liabilities are recorded at the commencement date based on the present value of lease payments over the lease term. The Company has lease agreements with lease and non-lease components, which are generally accounted for as a single lease component. Most of the Company's leases do not provide an implicit interest rate. Therefore, the Company's incremental borrowing rate, based on available information at the lease commencement date, is used to determine the present value of lease payments.

Most of the Company's operating leases include one or more options to renew, with renewal terms that can extend the lease term from one to 20 years. The exercise of lease renewal options is at the Company's sole discretion. The depreciable lives of lease-related assets and leasehold improvements are limited by the expected lease term. Certain operating lease agreements include rental payments adjusted periodically for inflation. The Company's operating lease agreements do not contain any material residual value guarantees or material restrictive covenants. While the Company rents or subleases certain real estate to third parties, such amounts are not material. Cash outflows related to operating leases are presented within cash flows from operations.

Research and Development Costs

Costs incurred internally in researching and developing products are charged to expense until technological feasibility has been established for the product. Research and development expenses totaled \$5.1 million, \$5.2 million and \$4.5 million in 2025, 2024 and 2023, respectively, and are reported within cost of revenues in the accompanying consolidated statements of operations.

Foreign Currency and Other Comprehensive Loss

A portion of revenues, earnings and net investments in operations outside the United States are exposed to changes in currency exchange rates. The Company seeks to manage its currency exchange risk in part through operational means, including managing expected local currency revenues in relation to local currency costs and local currency assets in relation to local currency liabilities. In order to reduce exposure to fluctuations in currency exchange rates, the Company may enter into currency exchange agreements with financial institutions. As of December 31, 2025 and 2024, the Company had no outstanding foreign currency forward purchase contracts.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Gains and losses resulting from balance sheet translation of international operations where the local currency is the functional currency are included as a component of accumulated other comprehensive loss within stockholders' equity and represent substantially all of the accumulated other comprehensive loss balance. Remeasurements of intercompany advances denominated in a currency other than the functional currency of the entity that are of a long-term investment nature are recognized as a separate component of other comprehensive loss within stockholders' equity. Gains and losses resulting from balance sheet remeasurements of assets and liabilities denominated in a different currency than the functional currency, other than intercompany advances that are of a long-term investment nature, are included in the consolidated statements of operations within "other operating income, net" as incurred and were not material during the periods presented.

Revenue and Cost Recognition

The Company's revenue contracts may include one or more promises to transfer a distinct good or service to the customer, which is referred to as a "performance obligation," and to which revenue is allocated. The Company recognizes revenue and the related cost when, or as, the performance obligations are satisfied. The majority of significant contracts for custom engineered products have a single performance obligation as no individual good or service is separately identifiable from other performance obligations in the contracts. For contracts with multiple distinct performance obligations, the Company allocates revenue to the identified performance obligations in the contract. The Company's product sales terms do not include significant post-performance obligations.

The Company's performance obligations may be satisfied at a point in time or over time as work progresses. Revenues from products and services transferred to customers at a point in time accounted for approximately 39%, 33% and 34% of consolidated revenues for the years ended December 31, 2025, 2024 and 2023, respectively. The majority of the Company's revenue recognized at a point in time is derived from short-term contracts for standard products. Revenue on these contracts is recognized when control over the product has transferred to the customer. Indicators the Company considers in determining when transfer of control to the customer occurs include: right to payment for the product, transfer of legal title to the customer, transfer of physical possession of the product, transfer of risk and customer acceptance of the product.

Revenues from products and services transferred to customers over time accounted for approximately 61%, 67% and 66% of consolidated revenues for the years ended December 31, 2025, 2024 and 2023, respectively. The majority of the Company's revenue recognized over time is for services provided under short-term contracts, with revenue recognized as the customer receives and consumes the services. In addition, the Company manufactures certain products to individual customer specifications under short-term contracts for which control passes to the customer as the performance obligations are fulfilled and for which revenue is recognized over time.

For significant project-related contracts involving custom engineered products within the Offshore Manufactured Products segment (also referred to as "project-driven products"), revenues are typically recognized over time using an input measure such as the percentage of costs incurred to date relative to total estimated costs at completion for each contract (cost-to-cost method). Contract costs include labor, material and overhead. Management believes this method is the most appropriate measure of progress on large contracts. Billings on such contracts in excess of costs incurred and estimated profits are classified as a contract liability (deferred revenue). Costs incurred and estimated profits in excess of billings on these contracts are recognized as a contract asset (a component of accounts receivable).

Contract estimates for project-related contracts involving custom engineered products are based on various assumptions to project the outcome of future events that may span several years. Changes in assumptions that may affect future project costs and margins include production efficiencies, the complexity of the work to be performed and the availability and costs of labor, materials and subcomponents.

As a significant change in one or more of these estimates could affect the profitability of the Company's contracts, contract-related estimates are reviewed regularly. The Company recognizes adjustments in estimated costs and profits on contracts in the period the adjustment is identified. Revenue and profit in future periods of contract performance are recognized using the adjusted estimate. If at any time the estimate of contract profitability indicates an anticipated loss will be incurred on the contract, the full loss is recognized in the period it is identified.

Product costs and service costs include all direct material and labor costs and those costs related to contract performance, such as indirect labor, supplies, tools and repairs. As disclosed in the consolidated statements of operations, product costs and

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

service costs exclude depreciation and amortization expense and impairment of fixed assets, which are separately presented. Selling, general and administrative costs are charged to expense as incurred.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, and that are collected by the Company from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of products.

As of December 31, 2025, the Company had \$322.5 million of remaining backlog related to contracts with an original expected duration of greater than one year. Approximately 35% of this backlog is expected to be recognized as revenue in 2026 and the balance thereafter.

Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, deferred income taxes are recorded based upon the differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws in effect at the time the underlying assets or liabilities are recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in the period that includes the enactment date.

As of December 31, 2025, the Company's total investment in foreign subsidiaries (except for its Canadian and Cyprus operations) is considered to be permanently reinvested outside of the United States. The Company accounts for the U.S. tax effect of global intangible low-taxed income earned by foreign subsidiaries in the period that such income is earned.

The Company records a valuation allowance in the reporting period when management believes that it is more likely than not that any deferred tax asset will not be realized. This assessment requires analysis of changes in tax laws as well as available positive and negative evidence, including consideration of losses in recent years, reversals of temporary differences, forecasts of future income and assessment of future business and tax planning strategies. During 2025, 2024 and 2023, the Company recorded adjustments to valuation allowances primarily with respect to foreign and U.S. state net operating loss ("NOL") carryforwards, U.S. tax credit carryforwards and other deferred tax assets.

The calculation of tax liabilities involves assessing uncertainties regarding the application of complex tax regulations. The Company recognizes the effect of income tax positions only if those positions are more-likely-than-not to be sustained upon examination by taxing authorities. Recognized income tax positions are measured as the largest amount that is greater than 50 percent likely to be realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

Receivables and Concentration of Credit Risk

Based on the nature of its customer base, the Company does not believe that it has any significant concentrations of credit risk other than its concentration in the worldwide oil and gas industry. Note 13, "Segments and Related Information," provides further information with respect to the Company's geographic revenues and significant customers. The Company evaluates the credit-worthiness of significant customers' financial condition and, generally, the Company does not require significant collateral from its customers.

Allowances for Doubtful Accounts

The Company maintains allowances for estimated losses resulting from the inability of the Company's customers to make required payments. Determination of the collectability of amounts due from customers requires management to make judgments regarding future events and trends. Allowances for doubtful accounts are established through an assessment of the Company's portfolio on an individual customer and consolidated basis taking into account current and expected future market conditions and trends. This process consists of a thorough review of historical collection experience, current aging status of customer accounts, and financial condition of the Company's customers as well as political and economic factors in countries of operations and other customer-specific factors. Based on a review of these factors, the Company establishes or adjusts allowances for trade and unbilled receivables as well as contract assets. If the financial condition of the Company's customers were to deteriorate further, adversely affecting their ability to make payments, additional allowances may be required. If a customer receivable is deemed to be uncollectible, the receivable is charged-off against allowance for doubtful accounts.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Earnings per Share

Basic earnings per share (“EPS”) on the face of the accompanying consolidated statements of operations is computed by dividing the net income or loss applicable to the Company’s common stockholders by the weighted average shares of outstanding common stock. The calculation of diluted EPS is similar to basic EPS, except that the denominator includes dilutive common stock equivalents and the income or loss in the numerator excludes the impact, if any, of dilutive common stock equivalents.

Diluted EPS includes the effect, if dilutive, of the Company’s outstanding stock options, restricted stock and convertible securities under the treasury stock method. Currently issued and outstanding shares of restricted stock remain subject to vesting requirements. The Company is required to compute EPS amounts under the two class method in periods with earnings. Holders of shares of unvested restricted stock are entitled to the same liquidation and dividend rights as holders of outstanding common stock and are thus considered participating securities. Under applicable accounting guidance, undistributed earnings, if any, for each period are allocated based on the participation rights of both the common stockholders and holders of any participating securities as if earnings for the respective periods had been distributed. Because both the liquidation and dividend rights are identical, undistributed earnings are allocated on a proportionate basis.

Stock-Based Compensation

The fair value of share-based payments is estimated using the quoted market price of the Company’s common stock and pricing models as of the date of grant as further discussed in Note 11, “Long-Term Incentive Compensation.” The resulting cost, net of estimated forfeitures, is recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period. In addition to service-based awards, the Company issues performance-based awards, which are conditional based upon Company performance. Performance-based award expense, and ultimate vesting, is recognized in an amount that depends on the Company’s probable achievement of specified performance objectives.

Guarantees

During the ordinary course of business, the Company also provides standby letters of credit or other guarantee instruments to certain parties as required for certain transactions initiated by either the Company or its subsidiaries. As of December 31, 2025, the maximum potential amount of future payments that the Company could be required to make under these guarantee agreements (letters of credit) was \$12.3 million. The Company has not recorded any liability in connection with these guarantee arrangements. The Company does not believe, based on historical experience and information currently available, that it is likely that any material amounts will be required to be paid under these guarantee arrangements.

Accounting for Contingencies

The Company has contingent liabilities and future claims for which estimates of the amount of the eventual cost to liquidate such liabilities are accrued. These liabilities and claims sometimes involve threatened or actual litigation where damages have been quantified and an assessment of exposure has been made and recorded in an amount estimated to cover the expected loss. Other claims or liabilities have been estimated based on their fair value or management’s experience in such matters and, when appropriate, the advice of outside counsel or other outside experts. Upon the ultimate resolution of these uncertainties, future reported financial results will be impacted by the difference between the accruals and actual amounts paid in settlement. Examples of areas with important estimates of future liabilities include duties, income taxes, litigation, insurance claims and contractual claims and obligations.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the “FASB”), which are adopted by the Company as of the specified effective date. 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.

In 2025, the Company prospectively expanded its income tax disclosures provided in Note 9, “Income Taxes,” in accordance with the FASB guidance (“Accounting Standards Update 2023-09”) issued in December 2023.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

3. Asset Impairments and Other Charges and Credits

The Company has implemented restructuring initiatives including the consolidation, relocation and exit of certain manufacturing and service locations, the exit of certain product and service offerings, as well as the realignment in 2024 of operations within two of the Company's reportable segments. The Company also assessed the carrying value of certain long-lived and other assets during 2025 based on the industry outlook regarding overall demand for and pricing of our products and services, other market considerations and management decisions. As a result of these events, actions and assessments, the Company recorded the following charges and credits during the years ended December 31, 2025 and 2024 (in thousands):

	Offshore Manufactured Products	Completion and Production Services	Downhole Technologies	Corporate	Total
Year Ended December 31, 2025					
Impairments of:					
Intangible assets	\$ —	\$ —	\$ 80,248	\$ —	\$ 80,248
Operating lease assets	—	1,307	3,086	—	4,393
Property, plant and equipment	—	—	8,605	—	8,605
Assets held for sale	—	—	—	7,075	7,075
Inventories	—	—	20,798	—	20,798
Facility consolidation and exit, and other charges	1,608	9,480	252	298	11,638
Net gains on extinguishment of debt	—	—	—	(120)	(120)
Pre-tax totals	<u>\$ 1,608</u>	<u>\$ 10,787</u>	<u>\$ 112,989</u>	<u>\$ 7,253</u>	<u>132,637</u>
Income tax benefit					1,701
After-tax total					<u>\$ 130,936</u>
Year Ended December 31, 2024					
Impairments of:					
Goodwill	\$ —	\$ —	\$ 10,000	\$ —	\$ 10,000
Intangible assets	—	10,787	—	—	10,787
Operating lease assets	—	3,280	487	—	3,767
Facility consolidation and exit, and other charges	3,364	7,442	123	34	10,963
Patent defense costs	—	2,753	—	—	2,753
Gains on disposition of property held for sale	—	—	—	(15,316)	(15,316)
Net gains on extinguishment of debt	—	—	—	(515)	(515)
Pre-tax totals	<u>\$ 3,364</u>	<u>\$ 24,262</u>	<u>\$ 10,610</u>	<u>\$ (15,797)</u>	<u>22,439</u>
Income tax benefit					430
After-tax total					<u>\$ 22,009</u>

During 2023, the Offshore Manufactured Products segment recognized facility consolidation charges totaling \$2.5 million in connection with the ongoing consolidation and relocation of certain manufacturing and service facilities and the relocation of related equipment, which is included in "Other operating income, net." Additionally, during 2023, the Completion and Production Services segment recognized \$0.6 million in costs associated with the defense of certain patents, which are included in "Selling, general and administrative expense."

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

4. Details of Selected Balance Sheet Accounts

Additional information regarding selected balance sheet accounts as of December 31, 2025 and 2024 is presented below (in thousands):

	December 31, 2025	December 31, 2024
Accounts receivable, net:		
Trade	\$ 127,607	\$ 128,167
Unbilled revenue	21,870	22,242
Contract assets	47,349	40,101
Other	8,409	6,440
Total accounts receivable	205,235	196,950
Allowance for doubtful accounts	(2,790)	(2,614)
	<u>\$ 202,445</u>	<u>\$ 194,336</u>
Allowance for doubtful accounts as a percentage of total accounts receivable	1 %	1 %
	December 31, 2025	December 31, 2024
Deferred revenue (contract liabilities)	<u>\$ 97,195</u>	<u>\$ 52,399</u>

As of December 31, 2025, accounts receivable, net in the United States, the United Kingdom and Singapore represented 51%, 20% and 11%, respectively, of the total. No other country or single customer accounted for more than 10% of the Company's total accounts receivable as of December 31, 2025. A summary of activity in allowance for doubtful accounts for the years ended December 31, 2025, 2024 and 2023 is provided in Note 15, "Valuation Allowances."

For the majority of contracts with customers, the Company receives payments based upon established contractual terms as products are delivered and services are performed. The Company's larger project-related contracts within the Offshore Manufactured Products segment often provide for customer payments as milestones are achieved.

Contract assets relate to the Company's right to consideration for work completed but not billed as of December 31, 2025 and 2024 on certain project-related contracts within the Offshore Manufactured Products segment. Contract assets are transferred to unbilled or trade receivables when the right to consideration becomes unconditional. Contract liabilities primarily relate to advance consideration from customers (i.e. milestone payments) for contracts for project-driven products as well as others which require significant advance investment in materials. Consistent with industry practice, the Company classifies assets and liabilities related to long-term contracts as current, even though some of these amounts may not be realized within one year. All contracts are reported on the consolidated balance sheets in a net asset (contract asset) or liability (deferred revenue) position on a contract-by-contract basis at the end of each reporting period. In the normal course of business, the Company also receives advance consideration from customers on many other short-term, smaller product and service contracts which is deferred and recognized as revenue once the related performance obligation is satisfied.

For the year ended December 31, 2025, the \$7.2 million net increase in contract assets was primarily attributable to \$44.2 million in revenue recognized during the year, which was partially offset by \$36.4 million transferred to accounts receivable. Deferred revenue (contract liabilities) increased by \$44.8 million in 2025, primarily reflecting \$74.7 million in new customer billings which were not recognized as revenue during the year, partially offset by \$31.5 million of revenue that was deferred at the beginning of the year.

For the year ended December 31, 2024, the \$6.6 million net decrease in contract assets was primarily attributable to \$45.3 million transferred to accounts receivable, which was partially offset by \$38.5 million in revenue recognized during the year. Deferred revenue (contract liabilities) increased by \$15.6 million in 2024, primarily reflecting \$32.5 million in new customer billings which were not recognized as revenue during the year, partially offset by the recognition of \$16.5 million of revenue that was deferred at the beginning of the year.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

	December 31, 2025	December 31, 2024
Inventories, net:		
Finished goods and purchased products	\$ 84,572	\$ 110,850
Work in process	33,281	34,539
Raw Materials	95,691	108,421
Total inventories	213,544	253,810
Allowance for excess or obsolete inventories	(30,135)	(38,974)
	<u>\$ 183,409</u>	<u>\$ 214,836</u>

During 2025, the Company recognized inventory impairment charges within the Downhole Technologies segment totaling \$20.8 million to reduce the carrying value of inventories to their estimated net realizable value based on management's decision to exit certain products in favor of new technology as well as changes in expectations regarding the near-term utility, customer demand and market pricing of certain goods.

	Estimated Useful Life (years)	December 31, 2025	December 31, 2024
Property, plant and equipment, net:			
Land		\$ 34,489	\$ 28,721
Buildings and leasehold improvements	1 – 40	210,134	219,990
Machinery and equipment	2 – 28	234,187	240,955
Completion-related equipment	2 – 10	123,636	134,593
Office furniture and equipment	2 – 10	33,596	36,128
Vehicles	3 – 10	14,177	47,315
Construction in progress		16,668	26,846
Property, plant and equipment		666,887	734,548
Accumulated depreciation		(422,505)	(467,677)
		<u>\$ 244,382</u>	<u>\$ 266,871</u>

During 2025, certain facilities, equipment and inventory in the Completion and Production Services segment and the Offshore Manufactured Products segment were reclassified to Corporate assets held for sale. The carrying value of assets held for sale was assessed and reduced to estimated net realizable value, resulting in the recognition of an impairment charge of \$7.1 million within Corporate operations.

As further discussed in Note 2, "Summary of Significant Accounting Policies," during 2025 the Company also assessed the carrying value of the long-lived assets of an asset group within the Downhole Technologies segment. As a result of this assessment, the segment recognized non-cash impairment charges of \$8.6 million related primarily to machinery and equipment.

During 2024, certain equipment and inventory in the Completion and Production Services segment were reclassified to Corporate assets held for sale. These assets were sold in 2025.

Additionally, the Company sold certain idle facilities and equipment and retired other fully-depreciated completion-related equipment during 2025 and 2024.

For the years ended December 31, 2025, 2024 and 2023, depreciation expense was \$32.9 million, \$38.3 million and \$43.6 million, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

	December 31, 2025	December 31, 2024
Other noncurrent assets:		
Deferred compensation plan	\$ 22,564	\$ 18,245
Deferred financing costs	997	1,619
Deferred income taxes	2,057	1,964
Other	3,430	3,075
	<u>\$ 29,048</u>	<u>\$ 24,903</u>

	December 31, 2025	December 31, 2024
Accrued liabilities:		
Accrued compensation	\$ 23,573	\$ 22,350
Accrued taxes, other than income taxes	872	1,234
Insurance liabilities	2,972	3,383
Accrued interest	599	1,555
Accrued commissions	2,715	3,237
Other	7,749	5,102
	<u>\$ 38,480</u>	<u>\$ 36,861</u>

5. Goodwill and Other Intangible Assets

Goodwill

Changes in the carrying amount of goodwill, by operating segment, for the years ended December 31, 2025 and 2024 were as follows (in thousands):

	Offshore Manufactured Products	Downhole Technologies	Total
Balance as of December 31, 2023 ⁽¹⁾	\$ 79,867	\$ —	\$ 79,867
Goodwill associated with transferred operations ⁽²⁾	(10,000)	10,000	—
Impairment of goodwill ⁽²⁾	—	(10,000)	(10,000)
Foreign currency translation	(158)	—	(158)
Balance as of December 31, 2024 ⁽¹⁾	69,709	—	69,709
Foreign currency translation	815	—	815
Balance as of December 31, 2025 ⁽¹⁾	<u>\$ 70,524</u>	<u>\$ —</u>	<u>\$ 70,524</u>

(1) Net of accumulated impairment losses of \$96.5 million as of December 31, 2025 and 2024, and \$86.5 million as of December 31, 2023.

(2) For further discussion, see Note 2 “Summary of Significant Accounting Policies.”

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Other Intangible Assets

The following table presents the gross carrying amount and the related accumulated amortization for major intangible asset classes as of December 31, 2025 and 2024 (in thousands):

	2025			2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Other intangible assets:						
Customer relationships	\$ 123,073	\$ 107,300	\$ 15,773	\$ 122,859	\$ 55,534	\$ 67,325
Patents/Technology/Know-how	68,999	59,605	9,394	70,206	39,699	30,507
Tradenames and other	47,752	41,464	6,288	47,729	19,699	28,030
	<u>\$ 239,824</u>	<u>\$ 208,369</u>	<u>\$ 31,455</u>	<u>\$ 240,794</u>	<u>\$ 114,932</u>	<u>\$ 125,862</u>

Amortization expense was \$14.5 million, \$16.4 million and \$17.2 million in the years ended December 31, 2025, 2024 and 2023, respectively. The weighted average remaining amortization period for finite-lived intangible assets was 7.9 years as of December 31, 2025 and 9.5 years as of December 31, 2024. Amortization expense is expected to total approximately \$6 million in 2026, \$5 million in 2027, \$4 million in 2028, \$3 million in 2029 and \$3 million in 2030.

As further discussed in Note 2, “Summary of Significant Accounting Policies,” during 2025 the Company assessed the carrying value of the long-lived assets of an asset group within the Downhole Technologies segment. As a result of this assessment, the segment recognized non-cash impairment charges of \$44.7 million related to customer relationships, \$19.3 million related to patents/technology/know-how and \$16.2 million related to tradenames.

As further discussed in Note 3, “Asset Impairments and Other Charges and Credits,” during 2024 the Company made a strategic decision to exit an underperforming service offering within the Completion and Production Services segment. As a result of this action, the segment recognized non-cash impairment charges of \$9.1 million related to customer relationships and \$1.7 million related to tradenames.

6. Long-term Debt

As of December 31, 2025 and 2024, long-term debt consisted of the following (in thousands):

	December 31, 2025	December 31, 2024
Revolving credit facility ⁽¹⁾	\$ —	\$ —
2026 Notes ⁽²⁾	52,650	122,505
Other debt and finance lease obligations	2,390	2,782
Total debt	55,040	125,287
Less: Current portion	(53,370)	(633)
Total long-term debt	<u>\$ 1,670</u>	<u>\$ 124,654</u>

(1) Unamortized deferred financing costs of \$1.0 million and \$1.6 million as of December 31, 2025 and December 31, 2024, respectively, are presented in other noncurrent assets.

(2) The outstanding principal amount of the 2026 Notes was \$52.7 million as of December 31, 2025 and \$123.5 million as of December 31, 2024.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Scheduled maturities of total debt as of December 31, 2025, are as follows (in thousands):

2026	\$	53,370
2027		699
2028		662
2029		307
2030		2
Thereafter		—
	\$	<u>55,040</u>

Revolving Credit Facility

As of December 31, 2025, the Company had a senior secured credit facility, which provided for an asset-based revolving credit facility (the “ABL Facility”), under which credit availability is subject to a borrowing base calculation.

The ABL Facility was governed by a credit agreement (amended on July 28, 2025 by that certain Fifth Amendment to Credit Agreement and First Amendment to the Guaranty and Security Agreement), with Wells Fargo Bank, National Association, as administrative agent and the lenders and other financial institutions from time to time party thereto (as amended, the “ABL Agreement”). The ABL Facility was scheduled to mature on February 16, 2028, with a springing maturity 91 days prior to the stated maturity of any outstanding indebtedness with an outstanding principal balance equal to or greater than \$17.5 million, unless as of such date such indebtedness had been refinanced, defeased or adequately reserved for (either against the borrowing base or the maximum revolver amount) or escrowed or cash collateralized in a deposit account.

The ABL Agreement provided funding based on a borrowing base calculation that included eligible U.S. customer accounts receivable and inventory and, effective July 28, 2025, provided for aggregate lender commitments of \$100.0 million, including a \$25.0 million sub-limit for the issuance of letters of credit. Borrowings under the ABL Agreement were secured by a pledge of substantially all of the Company’s domestic assets (other than real property) and the stock of certain foreign subsidiaries.

Borrowings under the ABL Agreement bore interest at a rate equal to the Secured Overnight Financing Rate (“SOFR”) (subject to a floor rate of 0%) plus, effective July 28, 2025, a margin of 2.25% to 2.75%, or at a base rate plus a margin of 1.25% to 1.75%, in each case based on average borrowing availability. Monthly, the Company also paid a commitment fee of either 0.375% or 0.50% per annum, based on average unused commitments under the ABL Agreement.

The ABL Agreement placed restrictions on the Company’s ability to incur additional indebtedness, grant liens on assets, pay dividends or make distributions on equity interests, dispose of assets, make investments, repay other indebtedness (including the 2026 Notes discussed below), engage in mergers, and other matters, in each case, subject to certain exceptions. The ABL Agreement contained customary default provisions, which, if triggered, could result in acceleration of repayment of all amounts then outstanding. The ABL Agreement also required the Company to satisfy and maintain a fixed charge coverage ratio of not less than 1.0 to 1.0 (i) in the event that availability under the ABL Agreement is less than the greater of (a) 15% of the “line cap” (which is the lesser of the maximum revolver amount and the borrowing base) and effective July 28, 2025, (b) approximately \$11.3 million; (ii) to complete certain specified transactions; or (iii) if an event of default has occurred and is continuing.

As of December 31, 2025, the Company had no borrowings outstanding under the ABL Agreement and \$12.3 million of outstanding letters of credit. As of December 31, 2025, the Company was in compliance with its debt covenants under the ABL Agreement.

As further discussed in Note 16, “Subsequent Event,” on January 28, 2026 the Company entered into an amended and restated cash-flow based credit agreement, providing for aggregate lender commitments of up to: \$75.0 million under a revolving credit facility and \$50.0 million under a multi-draw term loan facility. This amended and restated credit agreement replaced the ABL Facility and ABL Agreement.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

2026 Notes

The Company issued \$135.0 million aggregate principal amount of its 4.75% convertible senior notes due 2026 (the “2026 Notes”) pursuant to an indenture, dated as of March 19, 2021 (the “2026 Indenture”), between the Company and Computershare Trust Company, National Association, as successor trustee.

The following table provides a summary of the Company's purchases of outstanding 2026 Notes during the years ended December 31, 2025 and 2024, with non-cash gains (losses) reported within other income, net (in thousands):

	Principal Amount	Carrying Value of Liability	Cash Paid	Non-cash Pre-tax Gains (Losses)
Year Ended December 31, 2025	70,766	70,560	70,440	120
Year Ended December 31, 2024	11,500	11,361	10,846	515

The outstanding 2026 Notes bear interest at a rate of 4.75% per year and will mature on April 1, 2026, unless earlier repurchased, redeemed or converted. Interest is payable semi-annually in arrears on April 1 and October 1 of each year. Additional interest and special interest may accrue on the 2026 Notes under certain circumstances as described in the 2026 Indenture. The conversion rate is 95.3516 shares of the Company’s common stock per \$1,000 principal amount of the 2026 Notes (equivalent to a conversion price of \$10.49 per share of common stock). The conversion rate, and thus the conversion price, may be adjusted under certain circumstances as described in the 2026 Indenture. The Company’s intent is to repay the principal amount of the 2026 Notes in cash and settle the conversion feature (if any) in shares of the Company’s common stock. As of December 31, 2025, none of the conditions allowing holders of the 2026 Notes to convert, or requiring the Company to repurchase the 2026 Notes, had been met.

7. Operating Leases

Operating Lease Assets

The following table presents the carry value of operating lease assets in the Company’s consolidated balance sheets as of December 31, 2025 and 2024 (in thousands):

	2025	2024
Operating lease assets, net	\$ 12,731	\$ 19,537

Operating lease asset additions are offset by a corresponding increase to operating lease liabilities and do not impact the consolidated statement of cash flows at commencement. The non-cash effect of operating lease additions in 2025, 2024 and 2023 totaled \$3.5 million, \$1.1 million and \$1.3 million, respectively.

The following table provides details regarding the components of operating lease expense based on the initial term of underlying agreements for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	2025	2024	2023
Operating lease expense components:			
Leases with initial term of greater than 12 months	\$ 7,767	\$ 8,588	\$ 8,481
Leases with initial term of 12 months or less	3,028	4,159	4,852
Total operating lease expense	\$ 10,795	\$ 12,747	\$ 13,333

The Completion and Production Services and Downhole Technologies segments recognized non-cash operating lease asset impairment charges of \$1.3 million and \$1.0 million, respectively, in 2025 and \$3.3 million and \$0.5 million, respectively, in 2024 associated with the closure of certain leased facilities.

As further discussed in Note 2, “Summary of Significant Accounting Policies,” during 2025 the Company also assessed the carrying value of the long-lived assets of an asset group within the Downhole Technologies segment. As a result of this assessment, the segment recognized non-cash impairment charges of \$2.1 million related to operating lease assets.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Operating Lease Liabilities

The following table provides the scheduled maturities of operating lease liabilities as of December 31, 2025 (in thousands):

2026	\$	8,201
2027		6,084
2028		3,719
2029		2,483
2030		1,349
Thereafter		—
Total lease payments		<u>21,836</u>
Less: Imputed interest		(1,896)
Present value of operating lease liabilities		<u>19,940</u>
Less: Current portion		(7,286)
Total long-term operating lease liabilities	\$	<u><u>12,654</u></u>
Weighted-average remaining lease term (years)		3.3
Weighted-average discount rate		7 %

8. Stockholders' Equity

Common and Preferred Stock

The following table provides details with respect to the changes to the number of shares of common stock, \$0.01 par value, outstanding during 2025 and 2024 (in thousands):

	Issued	Treasury Stock	Outstanding
Shares of common stock outstanding – December 31, 2023	77,219	13,892	63,327
Restricted stock awards, net of forfeitures	1,387	—	1,387
Shares withheld for taxes on vesting of stock awards	—	411	(411)
Purchases of treasury stock	—	2,810	(2,810)
Shares of common stock outstanding – December 31, 2024	<u>78,606</u>	<u>17,113</u>	<u>61,493</u>
Restricted stock awards, net of forfeitures	1,933	—	1,933
Shares withheld for taxes on vesting of stock awards	—	461	(461)
Purchases of treasury stock	—	3,309	(3,309)
Shares of common stock outstanding – December 31, 2025	<u><u>80,539</u></u>	<u><u>20,883</u></u>	<u><u>59,656</u></u>

As of December 31, 2025 and December 31, 2024, the Company had 25,000,000 shares of preferred stock, \$0.01 par value, authorized, with no shares issued or outstanding.

In October 2024, the Company's Board of Directors terminated the Company's existing common stock repurchase program and replaced it with a new \$50.0 million authorization for the repurchase of the Company's common stock, par value \$0.01 per share, through October 2026. Subject to applicable securities laws, such purchases will be at such times and in such amounts as the Company deems appropriate.

During the year ended December 31, 2025, the Company purchased 3.3 million shares of common stock under the program at a total cost of \$16.6 million. The amount remaining under the Company's share repurchase authorization as of December 31, 2025 was \$24.7 million.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, reported as a component of stockholders' equity, primarily relates to fluctuations in currency exchange rates against the U.S. dollar as used to translate certain of the international operations of the Company's operating segments. Accumulated other comprehensive loss decreased from \$79.5 million at December 31, 2024 to \$66.3 million at December 31, 2025. For the years ended December 31, 2025 and 2024, currency translation adjustments recognized as a component of other comprehensive income (loss) were primarily attributable to the United Kingdom and Brazil.

During the year ended December 31, 2025, the exchange rates for the British pound and the Brazilian real strengthened by 7% and 13%, respectively, compared to the U.S. dollar, contributing to other comprehensive income of \$13.3 million. During the year ended December 31, 2024, the exchange rates for the British pound and the Brazilian real weakened by 1% and 22%, respectively, contributing to other comprehensive loss of \$9.5 million.

9. Income Taxes

Consolidated income (loss) before income taxes for the years ended December 31, 2025, 2024 and 2023 consisted of the following (in thousands):

	2025	2024	2023
United States	\$ (133,022)	\$ (27,024)	\$ 3,793
Foreign	30,490	19,172	12,031
Total	<u>\$ (102,532)</u>	<u>\$ (7,852)</u>	<u>\$ 15,824</u>

The 2025 and 2024 U.S. losses before income taxes included non-cash asset impairment charges of \$121.1 million and \$24.6 million, respectively.

Components of income tax provision for the years ended December 31, 2025, 2024 and 2023 consisted of the following (in thousands):

	2025	2024	2023
Current:			
United States	\$ (626)	\$ —	\$ —
U.S. state	348	555	1,135
Foreign	6,538	5,207	1,572
	<u>6,260</u>	<u>5,762</u>	<u>2,707</u>
Deferred:			
United States	(735)	(1,822)	2,061
U.S. state	(68)	(281)	(721)
Foreign	1,388	(253)	(1,114)
	<u>585</u>	<u>(2,356)</u>	<u>226</u>
Total income tax provision	<u>\$ 6,845</u>	<u>\$ 3,406</u>	<u>\$ 2,933</u>

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

A reconciliation of the U.S. statutory income tax benefit to the total income tax provision for the year ended December 31, 2025 is as follows:

U.S. federal statutory income tax benefit	\$ (21,532)	21.0 %
Effect of cross-border tax laws	1,220	(1.2)%
Tax credits:		
U.S. foreign tax credits	1,641	(1.6)%
U.S. other	300	(0.3)%
Nontaxable or nondeductible items:		
Non-deductible compensation	1,480	(1.4)%
Other	1,124	(1.1)%
Changes in valuation allowances against tax assets	21,702	(21.2)%
Other	(770)	0.8 %
State income taxes, net of federal benefits ⁽¹⁾	182	(0.2)%
Foreign tax effects:		
United Kingdom	1,094	(1.1)%
Other foreign jurisdictions	404	(0.4)%
Total income tax provision	<u>\$ 6,845</u>	<u>(6.7)%</u>

(1) The primary drivers of state income taxes are current state taxes and return-to-accrual adjustments in Louisiana, Pennsylvania, and Texas.

A reconciliation of the U.S. statutory income tax provision (benefit) to the total income tax provision for the years ended 2024 and 2023 is as follows:

	2024	2023
U.S. federal statutory income tax provision (benefit)	\$ (1,649)	\$ 3,323
Impairment of goodwill	1,619	—
Effect of foreign income taxed at different rates	1,400	(425)
Foreign income subject to U.S. taxes	1,214	931
Utilization of U.S. foreign tax credits	(1,373)	(1,460)
State income taxes, net of federal benefits	502	962
Changes in valuation allowances against tax assets (see Note 15)	760	(2,010)
Non-deductible compensation	1,449	1,390
Other, net	(516)	222
Total income tax provision	<u>\$ 3,406</u>	<u>\$ 2,933</u>

Income taxes paid (net of refunds) by jurisdiction for the year ended December 31, 2025 are as follows (in thousands):

U.S. federal	\$ 40
U.S. state:	
Louisiana	462
Other	475
Total state	<u>937</u>
Foreign:	
Brazil	1,406
Canada	631
United Kingdom	2,881
Other	1,192
Total foreign	<u>6,110</u>
Total taxes paid, net	<u>\$ 7,087</u>

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

The significant items giving rise to the deferred tax assets and liabilities as of December 31, 2025 and 2024 are as follows (in thousands):

	2025	2024
Deferred tax assets:		
Foreign tax credit carryforwards	\$ 719	\$ 3,423
Net operating loss carryforwards	11,452	14,147
R&D credit carryforwards	3,487	3,880
Inventories	5,932	8,456
Operating lease liabilities	3,482	4,337
Employee benefits	5,295	4,292
Deferred revenue	18,790	8,088
Other	5,628	7,835
Gross deferred tax asset	54,785	54,458
Valuation allowance (see Note 15)	(42,560)	(22,088)
Net deferred tax asset	12,225	32,370
Deferred tax liabilities:		
Property, plant and equipment	(2,935)	(8,895)
Intangible assets	(8,438)	(21,009)
Operating lease assets	(1,905)	(3,108)
Other	(2,655)	(2,744)
Deferred tax liability	(15,933)	(35,756)
Net deferred tax liability	\$ (3,708)	\$ (3,386)

	2025	2024
Balance sheet classification:		
Other non-current assets	\$ 2,057	\$ 1,964
Deferred tax liability	(5,765)	(5,350)
Net deferred tax liability	\$ (3,708)	\$ (3,386)

The Company had U.S. state NOL carryforwards as of December 31, 2025 totaling \$144.2 million, of which \$9.1 million were attributable to the acquired GEODynamics operations and subject to certain limitation provisions. As of December 31, 2025, the Company had NOL carryforwards related to certain of its international operations totaling \$17.1 million, of which \$6.1 million can be carried forward indefinitely and \$11.0 million expire between 2026 and 2045. As of December 31, 2025 and 2024, the Company had recorded valuation allowances of \$12.7 million and \$13.9 million, respectively, with respect to foreign and U.S. state NOL carryforwards.

As of December 31, 2025 and 2024, the Company's foreign tax credit carryforwards totaled \$0.7 million and \$3.4 million, respectively. During 2025 and 2024, \$0.4 million and \$4.3 million, respectively, of the Company's foreign tax credits expired, and the offsetting valuation allowances were reduced. The remaining foreign tax credits will expire, if unused, in varying amounts from 2028 to 2029. As of December 31, 2025 and 2024, the Company had recorded valuation allowances of \$0.7 million and \$3.4 million, respectively, with respect to foreign tax credit carryforwards.

As of December 31, 2025 and 2024, the Company's U.S. research and development tax credit carryforwards totaled \$3.5 million and \$3.9 million, respectively, which will expire, if unused, between 2032 and 2045. As of December 31, 2025 and 2024, the Company had recorded valuation allowances of \$3.5 million and \$2.0 million, respectively, with respect to research and development tax credit carryforwards.

As of December 31, 2025 and 2024, the Company had recorded valuation allowances against other U.S. deferred tax assets of \$25.7 million and \$2.7 million, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

The Company files tax returns in the jurisdictions in which they are required. These returns are subject to examination or audit and possible adjustment as a result of assessments by taxing authorities. The Company believes that it has recorded sufficient tax liabilities and does not expect that the resolution of any examination or audit of its tax returns will have a material adverse effect on its consolidated operating results, financial condition or liquidity.

Tax years subsequent to 2013 (except for 2016) remain open to U.S. federal tax audit. Foreign subsidiary federal tax returns subsequent to 2018 are subject to audit by various foreign tax authorities.

The total amount of unrecognized tax benefits as of December 31, 2025 and 2024 was nil. The Company accrues interest and penalties related to unrecognized tax benefits as a component of the Company's provision for income taxes. As of December 31, 2025 and 2024, the Company had no accrued interest expense or penalties.

10. Net Income (Loss) Per Share

The table below provides a reconciliation of the numerators and denominators of basic and diluted net income (loss) per share for the years ended December 31, 2025, 2024 and 2023 (in thousands, except per share amounts):

	2025	2024	2023
Numerators:			
Net income (loss)	\$ (109,377)	\$ (11,258)	\$ 12,891
Less: Income attributable to unvested restricted stock awards	—	—	(251)
Numerator for basic net income (loss) per share	(109,377)	(11,258)	12,640
Effect of dilutive securities:			
Unvested restricted stock awards	—	—	2
Numerator for diluted net income (loss) per share	\$ (109,377)	\$ (11,258)	\$ 12,642
Denominators:			
Weighted average number of common shares outstanding	60,834	63,497	63,934
Less: Weighted average number of unvested restricted stock awards outstanding	(2,137)	(1,493)	(1,244)
Denominator for basic net income (loss) per share	58,697	62,004	62,690
Effect of dilutive securities:			
Performance share units	—	—	462
Denominator for diluted net income (loss) per share	58,697	62,004	63,152
Net income (loss) per share:			
Basic	\$ (1.86)	\$ (0.18)	\$ 0.20
Diluted	(1.86)	(0.18)	0.20

Shares issuable upon conversion of the Company's 2026 Notes were excluded from each period due to, among other factors, the Company's share price.

11. Long-Term Incentive Compensation

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The fair value of service-based restricted stock awards is determined by the quoted market price of the Company's common stock on the date of grant. The resulting cost, net of estimated forfeitures, is recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period.

Stock-based compensation expense recognized during the years ended December 31, 2025, 2024 and 2023 totaled \$7.7 million, \$8.7 million and \$7.0 million, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Restricted Stock Awards

The restricted stock program consists of a combination of service-based restricted stock and performance-based restricted stock. The number of performance-based restricted shares ultimately issued under the program is dependent upon achievement of predefined specific performance objectives based on the Company's cumulative EBITDA over a three-year period.

In the event the predefined targets are exceeded for any performance-based award, additional shares up to a maximum of 200% of the target award may be granted. Conversely, if actual performance falls below the predefined target, the number of shares vested is reduced. If the actual performance falls below the threshold performance level, no restricted shares will vest. Service-based restricted stock awards generally vest on a straight-line basis over a three-year term.

The following table presents changes in restricted stock awards and related information for the year ended December 31, 2025 (shares in thousands):

	Service-based Restricted Stock		Performance- and Service-based Stock Units		Total Number of Restricted Shares and Units
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Units	Weighted Average Grant Date Fair Value	
Unvested, December 31, 2024	1,513	\$ 6.72	1,033	\$ 6.73	2,546
Granted	1,573	5.32	297	5.31	1,870
Performance-based reduction ⁽¹⁾	—	—	(29)	9.11	(29)
Vested	(820)	6.61	(467)	6.53	(1,287)
Forfeited	(107)	5.76	—	—	(107)
Unvested, December 31, 2025	<u>2,159</u>	\$ 5.79	<u>834</u>	\$ 6.25	<u>2,993</u>

(1) Reflects a reduction in the number of shares issuable upon vesting of the 2023 performance-based stock awards, based on achievement level earned.

The total fair value of restricted stock awards that vested in 2025, 2024 and 2023 was \$5.4 million, \$4.9 million and \$4.7 million, respectively. As of December 31, 2025, there was \$8.8 million of total compensation costs related to unvested restricted stock awards not yet recognized, which is expected to be recognized over a weighted average vesting period of 1.6 years.

As of December 31, 2025, approximately 2.9 million shares were available for future grant under the Company's Amended and Restated Equity Participation Plan.

Long-Term Cash Incentive Awards

The Company issued conditional long-term cash incentive awards ("Cash Awards") with targeted values of \$1.4 million and \$1.5 million in 2025 and 2024, respectively. The performance measure for these Cash Awards is relative total stockholder return compared to a peer group of companies measured over a three-year period. The ultimate dollar amount to be awarded for each annual grant ranges from zero to a maximum of \$2.9 million for the 2025 awards and from zero to a maximum of \$3.1 million for the 2024 awards, limited to the targeted award value if the Company's total stockholder return is negative over the respective performance period. Obligations related to these Cash Awards are classified as liabilities and recognized over the vesting period.

12. Retirement Plans

Defined Contribution Plans

The Company sponsors defined contribution plans, including a 401(k) retirement savings plan (the "401(k) Plan"). Participation in these plans is available to substantially all employees. The Company recognized expenses of \$5.7 million, \$6.3 million and \$7.0 million primarily related to matching contributions under its various defined contribution plans during the years ended December 31, 2025, 2024 and 2023, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Deferred Compensation Plan

The Company also maintains a nonqualified deferred compensation plan (the “Deferred Compensation Plan”) that permits eligible directors and employees to elect to defer the receipt of all or a portion of their directors’ fees or salary and annual bonuses. The Deferred Compensation Plan permits the Company to make discretionary contributions to an employee’s account. Since inception of the plan, this discretionary contribution provision has been limited to a matching of the employee’s contributions on a basis equivalent to matching permitted under the Company’s 401(k) Plan, but not subject to the IRS limitations on match-eligible compensation. The vesting of Company contributions to participant accounts is equivalent to the vesting requirements of the Company’s 401(k) Plan. The assets of the Deferred Compensation Plan are held in a Rabbi Trust (the “Trust”) and, therefore, are available to satisfy the claims of the Company’s creditors in the event of bankruptcy or insolvency of the Company. Participants have the ability to direct the plan administrator to invest the assets in their individual accounts, including any discretionary contributions made by the Company, in a selection of funds consistent with those in the Company’s 401(k) Plan. Distributions from the Deferred Compensation Plan are made in cash based upon the participants’ specific deferral payment elections. As of December 31, 2025, Trust assets totaled \$22.6 million and amounts payable to plan participants totaled \$23.8 million, which are classified as “other noncurrent assets” and “other noncurrent liabilities,” respectively, in the Company’s consolidated balance sheet. The fair value of the investments held by the Trust was based on quoted market prices in active markets (a Level 1 fair value measurement).

13. Segments and Related Information

The Company’s three reportable segments represent strategic components that are managed separately as each business requires different technologies and marketing strategies. The Company’s chief operating decision maker (“CODM”) is its President and Chief Executive Officer. The CODM uses segment operating income (loss) to assess segment performance and enable decisions regarding strategic initiatives, capital investments and personnel across the three segments. Accounting policies of the segments are the same as those described in the summary of significant accounting policies.

The Offshore Manufactured Products segment designs, manufactures and markets capital equipment utilized on floating production systems, subsea pipeline infrastructure, and offshore drilling rigs and vessels, along with short-cycle and other products. Driven principally by longer-term customer investments for offshore oil and natural gas projects, project-driven product revenues include flexible bearings, advanced connector systems, high-pressure riser systems, managed pressure drilling systems, deepwater mooring systems, cranes, subsea pipeline products and blow-out preventer stack integration. Other products manufactured and offered by the segment include a variety of products for use in industrial, military, alternative energy and other applications outside the oil and gas industry. The segment also offers a broad line of complementary, value-added services including specialty welding, fabrication, cladding and machining services, offshore installation services, and inspection and repair services.

The Completion and Production Services segment provides a broad range of equipment and services that are used to establish and maintain the flow of oil and natural gas from a well throughout its life cycle. In this segment, operations primarily include completion-focused equipment and services and, to a much lesser extent, land drilling services in the United States (prior to the sale of its remaining drilling rigs in August 2024). The segment provides solutions to its customers using its completion tools and highly-trained personnel throughout its service offerings which include wireline support, frac stacks, isolation tools, downhole and extended reach activity, isolation tools (prior to the exit of the service offering in the fourth quarter of 2025) and well testing and flowback operations (prior to the exit of the services offering in the third quarter of 2024).

The Downhole Technologies segment primarily provides oil and gas perforation systems and downhole tools in support of completion, intervention, wireline and well abandonment operations. This segment designs, manufactures and markets its consumable engineered products to oilfield service as well as exploration and production companies, which are completing complex wells with longer lateral lengths, increased frac stages and more perforation clusters to increase unconventional well productivity.

Corporate information includes corporate expenses, such as those related to corporate governance, stock-based compensation and other infrastructure support, as well as impacts from corporate-wide decisions for which individual operating units are not evaluated.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

Financial information by operating segment for each of the three years ended December 31, 2025, 2024 and 2023, is summarized in the following tables (in thousands):

	Year Ended December 31, 2025				
	Offshore Manufactured Products ⁽¹⁾	Completion and Production Services ⁽²⁾	Downhole Technologies ⁽³⁾	Corporate ⁽⁴⁾	Total
Revenues	\$ 431,093	\$ 114,548	\$ 123,347	\$ —	\$ 668,988
Costs and expenses:					
Cost of revenues (exclusive of depreciation and amortization expense presented below)	308,701	93,760	133,273	—	535,734
Selling, general and administrative expense	36,453	6,870	7,580	39,522	90,425
Depreciation and amortization expense	15,210	16,756	15,047	426	47,439
Long-lived and other asset impairments ⁽⁵⁾	—	1,307	91,939	7,075	100,321
Other operating (income) loss, net	1,565	(8,160)	(165)	(200)	(6,960)
	<u>361,929</u>	<u>110,533</u>	<u>247,674</u>	<u>46,823</u>	<u>766,959</u>
Operating income (loss)	<u>\$ 69,164</u>	<u>\$ 4,015</u>	<u>\$ (124,327)</u>	<u>\$ (46,823)</u>	<u>\$ (97,971)</u>
Capital expenditures	\$ 17,613	\$ 11,722	\$ 1,621	\$ 235	\$ 31,191
Total assets (as of December 31)	546,839	100,869	148,595	87,128	883,431

- (1) Operating income included \$1.6 million of facility consolidation and other charges.
- (2) Operating income included \$10.8 million of asset impairment, facility consolidation and exit, and other charges.
- (3) Operating loss included \$113.0 million of asset impairment and other charges.
- (4) Operating loss included \$7.4 million of asset impairment and other charges.
- (5) See Note 3 “Asset Impairments and Other Charges and Credits” for further discussion of these and other charges.

	Year Ended December 31, 2024				
	Offshore Manufactured Products ⁽¹⁾	Completion and Production Services ⁽²⁾	Downhole Technologies ⁽³⁾	Corporate ⁽⁴⁾	Total
Revenues	\$ 397,900	\$ 163,902	\$ 130,786	\$ —	\$ 692,588
Costs and expenses:					
Cost of revenues (exclusive of depreciation and amortization expense presented below)	279,754	141,393	115,054	—	536,201
Selling, general and administrative expense	37,029	10,813	9,427	37,740	95,009
Depreciation and amortization expense	15,205	22,143	16,808	552	54,708
Long-lived and other asset impairments ⁽⁵⁾	—	14,067	10,487	—	24,554
Other operating (income) loss, net	633	(1,289)	(86)	(15,453)	(16,195)
	<u>332,621</u>	<u>187,127</u>	<u>151,690</u>	<u>22,839</u>	<u>694,277</u>
Operating income (loss)	<u>\$ 65,279</u>	<u>\$ (23,225)</u>	<u>\$ (20,904)</u>	<u>\$ (22,839)</u>	<u>\$ (1,689)</u>
Capital expenditures	\$ 18,428	\$ 17,920	\$ 1,140	\$ 20	\$ 37,508
Total assets (as of December 31)	510,374	152,485	265,240	77,009	1,005,108

- (1) Operating income included \$3.4 million of facility consolidation and other charges.
- (2) Operating loss included \$24.3 million of asset impairment, facility consolidation and exit, patent defense and other charges.
- (3) Operating loss included \$10.6 million of asset impairment and other charges.
- (4) Operating loss included a net gain of \$15.3 million associated with the sale of a previously idled facility.
- (5) See Note 3 “Asset Impairments and Other Charges and Credits” for further discussion of these and other charges.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Year Ended December 31, 2023

	Offshore Manufactured Products ⁽¹⁾	Completion and Production Services ⁽²⁾	Downhole Technologies ⁽³⁾	Corporate	Total
Revenues	\$ 381,711	\$ 242,633	\$ 157,939	\$ —	\$ 782,283
Costs and expenses:					
Cost of revenues (exclusive of depreciation and amortization expense presented below)	274,591	196,158	136,139	—	606,888
Selling, general and administrative expense	34,430	9,417	9,457	40,881	94,185
Depreciation and amortization expense	16,357	25,318	18,467	636	60,778
Other operating (income) loss, net	44	(2,141)	(250)	(385)	(2,732)
	325,422	228,752	163,813	41,132	759,119
Operating income (loss)	\$ 56,289	\$ 13,881	\$ (5,874)	\$ (41,132)	\$ 23,164
Capital expenditures	\$ 9,235	\$ 19,125	\$ 1,825	\$ 468	\$ 30,653
Total assets	521,923	191,630	278,151	54,782	1,046,486

(1) Operating income included \$2.5 million of facility consolidation and other charges.

(2) Operating income included \$0.6 million in costs associated with the defense of certain patents.

(3) Operating loss included \$3.2 million in provisions for excess and obsolete inventories.

See Note 2, “Summary of Significant Accounting Policies,” Note 3, “Asset Impairments and Other Charges and Credits,” Note 4, “Details of Selected Balance Sheet Accounts,” and Note 7, “Operating Leases” for further discussion of these and other charges and benefits.

No customer individually accounted for greater than 10% of the Company’s 2025, 2024 or 2023 consolidated revenues or individually accounted for greater than 10% of the Company’s consolidated accounts receivable as of December 31, 2025.

The Company’s Offshore Manufactured Products segment has numerous facilities around the world that generate both product and service revenues, and it is common for the segment to provide both installation and other services for products it manufactures. While substantially all depreciation and amortization expense for the Offshore Manufactured Products segment relates to cost of revenues, it does not segregate or capture depreciation or amortization expense between product and service cost. For the Downhole Technologies segment, substantially all depreciation and amortization expense relates to cost of products while substantially all depreciation and amortization expense for the Completion and Production Services segment relates to cost of services. Operating income (loss) excludes equity in net income of unconsolidated affiliates, which is immaterial and not reported separately herein.

The following tables provide supplemental disaggregated revenue from contracts with customers by operating segment for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	Offshore Manufactured Products			Completion and Production Services			Downhole Technologies		
	2025	2024	2023	2025	2024	2023	2025	2024	2023
Project-driven:									
Products	\$275,288	\$232,867	\$235,080	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Services	115,351	123,906	112,742	—	—	—	—	—	—
Total project-driven	390,639	356,773	347,822	—	—	—	—	—	—
Military and other products	40,454	41,127	33,889	—	—	—	—	—	—
Short-cycle products and services	—	—	—	114,548	163,902	242,633	123,347	130,786	157,939
	<u>\$431,093</u>	<u>\$397,900</u>	<u>\$381,711</u>	<u>\$114,548</u>	<u>\$163,902</u>	<u>\$242,633</u>	<u>\$123,347</u>	<u>\$130,786</u>	<u>\$157,939</u>

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

Financial information by geographic location for the years ended December 31, 2025, 2024 and 2023, is summarized below (in thousands). Revenues are attributable to countries based on the location of the entity selling the products or performing the services and include export sales. Long-lived assets are attributable to countries based on the physical location of the operations and its operating assets and do not include intercompany receivable balances.

	United States	United Kingdom	Singapore	Other	Total
2025					
Revenues from unaffiliated customers	\$ 410,564	\$ 120,124	\$ 54,131	\$ 84,169	\$ 668,988
Long-lived assets	216,696	79,519	24,281	38,596	359,092
2024					
Revenues from unaffiliated customers	\$ 484,945	\$ 103,814	\$ 38,835	\$ 64,994	\$ 692,588
Long-lived assets	354,487	75,014	16,090	36,388	481,979
2023					
Revenues from unaffiliated customers	\$ 594,808	\$ 81,643	\$ 48,131	\$ 57,701	\$ 782,283
Long-lived assets	407,457	79,607	6,485	41,687	535,236

14. Commitments and Contingencies

The Company is a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning its commercial operations, products, employees and other matters. Although the Company can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on the Company, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise covered by insurance, will not have a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

15. Valuation Allowances

Activity in the valuation accounts was as follows (in thousands):

	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions (net of recoveries)	Translation and Other, Net	Balance at End of Period
Year Ended December 31, 2025:					
Allowance for doubtful accounts receivable	\$ 2,614	\$ 650	\$ (820)	\$ 346	\$ 2,790
Allowance for excess or obsolete inventory	38,974	1,551	(8,329)	(2,061)	30,135
Valuation allowance on deferred tax assets ⁽¹⁾	22,088	21,702	(1,329)	99	42,560
Year Ended December 31, 2024:					
Allowance for doubtful accounts receivable	\$ 4,497	\$ 933	\$ (2,792)	\$ (24)	\$ 2,614
Allowance for excess or obsolete inventory	41,745	3,108	(5,804)	(75)	38,974
Valuation allowance on deferred tax assets ⁽²⁾	29,638	760	(8,023)	(287)	22,088
Year Ended December 31, 2023:					
Allowance for doubtful accounts receivable	\$ 5,226	\$ (336)	\$ (428)	\$ 35	\$ 4,497
Allowance for excess or obsolete inventory	37,681	5,229	(1,437)	272	41,745
Valuation allowance on deferred tax assets ⁽³⁾	36,749	(2,010)	(5,020)	(81)	29,638

- (1) As further discussed in Note 9, "Income Taxes," the \$1.3 million reduction in the valuation allowance on deferred tax assets in 2025 was primarily attributable to reductions in other deferred tax assets and the expiration of foreign tax credits.
- (2) As further discussed in Note 9, "Income Taxes," the \$8.0 million reduction in the valuation allowance on deferred tax assets in 2024 was primarily attributable to the expiration of foreign tax credit carryforwards as well as reductions in other deferred tax assets.
- (3) As further discussed in Note 9, "Income Taxes," the \$5.0 million reduction in the valuation allowance on deferred tax assets in 2023 was primarily attributable to the expiration of foreign tax credit carryforwards.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

16. Subsequent Event

On January 28, 2026, the Company entered into an amended and restated credit agreement (the “Cash Flow Credit Agreement”) among the Company, Wells Fargo Bank, National Association as administrative agent and the lenders and other financial institutions from time to time party thereto. The Cash Flow Credit Agreement amends and restates in its entirety the ABL Agreement discussed in Note 6, “Long-term Debt.” The Cash Flow Credit Agreement provides for credit facilities with total commitments of \$125.0 million, consisting of a \$75.0 million revolving credit facility (including a \$40.0 million sub-limit for the issuance of letters of credit) and a \$50.0 million multi-draw term loan facility, which is available through July 28, 2026, with each credit facility maturing on January 28, 2030. Commitments under the Revolving Credit Facility may be increased, at the Company’s option and under certain conditions, by up to an additional \$50.0 million in the aggregate.

As of February 20, 2026, the Company had no borrowings outstanding under the Cash Flow Credit Agreement and \$12.1 million of outstanding letters of credit, leaving \$112.9 million available to be drawn.

Borrowings under the Cash Flow Credit Agreement bear interest at a rate equal to Term SOFR plus a margin of 2.50% to 3.50%, or at a base rate plus a margin of 1.50% to 2.50%, in each case based on total net leverage ratio (as defined below). The Company must also pay a commitment fee of 0.375% to 0.500% per annum on unused commitments under the Cash Flow Credit Facilities based on the Consolidated Total Net Leverage Ratio (as defined in the Cash Flow Credit Agreement).

The Cash Flow Credit Agreement contains customary financial covenants and restrictions. Specifically, the Company must maintain an interest coverage ratio, defined as the ratio of Consolidated EBITDA to Consolidated Interest Expense (as defined in the Cash Flow Credit Agreement), of not less than 3.00 to 1.00 and a total net leverage ratio, defined as the ratio of total net debt to Consolidated EBITDA, of no more than 2.50 to 1.00, provided that under certain circumstances that maintenance requirement shall be for a total net leverage ratio of no more than 3.25 to 1.00, subject to the Company being required to satisfy and maintain a senior secured net leverage ratio, defined as the ratio of senior secured net debt to Consolidated EBITDA, of no more than 2.00 to 1.00.

Each of the factors considered in the calculation of these ratios are defined in the Cash Flow Credit Agreement. Consolidated EBITDA and Consolidated Interest Expense, as defined in the Cash Flow Credit Agreement, exclude goodwill, intangible and fixed asset impairments, losses on extinguishment of debt, debt discount amortization, stock-based compensation expense and other non-cash charges.

Borrowings under the Cash Flow Credit Agreement are secured by a pledge of substantially all of the Company’s and the guarantors’ assets located in the United States and the stock of certain foreign subsidiaries. The Cash Flow Credit Agreement also contains negative covenants that limit the Company’s ability to borrow additional funds, encumber assets, pay dividends, sell assets and enter into other significant transactions. Under the Cash Flow Credit Agreement, the occurrence of specified change of control events involving the Company would constitute an event of default that would permit the banks to, among other things, accelerate the maturity of the facility and cause it to become immediately due and payable in full.

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

**Form 10-K/A
(Amendment No. 1)**

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

For the fiscal year ended December 31, 2025

or

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

For the transition period from _____ to _____

Commission file no. 001-16337

Oil States International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

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

76-0476605

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

Three Allen Center, 333 Clay Street, Suite 4620, Houston, Texas 77002

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code is (713) 652-0582

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	OIS	New York Stock Exchange NYSE Texas

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files.) Yes No

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

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

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

Indicate by check mark whether the registrant 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 Act). Yes No

As of June 30, 2025, the aggregate market value of the voting and non-voting common stock of the registrant held by non-affiliates of the registrant was \$303,757,961.

As of February 20, 2026, the number of shares of common stock outstanding was 60,206,305.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

Oil States International, Inc. (the "Company") filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "2025 Form 10-K") with the U.S. Securities and Exchange Commission ("SEC") on March 4, 2026. The Company is filing this Amendment No. 1 to the 2025 Form 10-K (this "Amendment") solely to correct a clerical error in the report titled "Report of Independent Registered Public Accounting Firm" provided by Ernst & Young LLP (the "Audit Report") that was contained in the 2025 Form 10-K. Specifically, the Audit Report inadvertently contained an incorrect date.

This Amendment contains the complete text of Item 8. Financial Statements and Supplementary Data, Item 15. Exhibits and Financial Statement Schedules, and certifications of the Company's Chief Executive Officer and Chief Financial Officer required under Items 302 and 906 of the Sarbanes-Oxley Act of 2002, as amended, dated as of the date of this Amendment, which are filed as Exhibits 31.1 and 32.1, respectively, to this Amendment.

Except as specifically noted in this Amendment, this Amendment does not reflect events occurring after the filing of the 2025 Form 10-K or modify or update disclosures contained in the 2025 Form 10-K. Accordingly, this Form 10-K/A should be read in conjunction with the 2025 Form 10-K and the Company's other filings with the SEC.

PART II

Item 8. *Financial Statements and Supplementary Data*

Our Consolidated Financial Statements and supplementary data begin on page 8 of this Annual Report on Form 10-K/A and are incorporated by reference into this Item 8.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Index to Financial Statements, Financial Statement Schedules and Exhibits

- (1) *Financial Statements*: Reference is made to the index set forth on page 8 of this Annual Report on Form 10-K/A.
- (2) *Financial Statement Schedules*: No schedules have been included herein because the information required to be submitted has been included in the Consolidated Financial Statements or the Notes thereto, or the required information is inapplicable.
- (3) *Index of Exhibits*: See Index of Exhibits, below, for a list of those exhibits filed herewith, which index also includes and identifies management contracts or compensatory plans or arrangements required to be filed as exhibits to this Annual Report on Form 10-K/A by Item 601 of Regulation S-K.

(b) Index of Exhibits

Exhibit No.	Description
3.1	— Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, as filed with the SEC on July 27, 2023 (File No. 001-16337)).
3.2	— Fifth Amended and Restated Bylaws of Oil States International, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the SEC on February 17, 2023 (File No. 001-16337)).
4.1	— Form of common stock certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, as filed with the SEC on November 7, 2000 (File No. 333-43400)).
4.3	— Indenture, dated March 19, 2021, by and among Oil States International, Inc. and Wells Fargo Bank, National Association, as trustee, relating to the 4.75% Convertible Senior Notes due 2026 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on March 22, 2021 (File No. 001-16337)).
4.4	— Description of Common Stock (incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the SEC on February 21, 2020 (File No. 001-16337)).
10.1+	— Amended and Restated Equity Participation Plan of Oil States International, Inc. (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, as filed with the SEC on May 28, 2021 (File No. 333-2565777)).
10.2	— Form of Deferred Stock Award Election under the Company's Amended and Restated Equity Participation Plan. (incorporated by Reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the SEC on February 22, 2022 (File No. 001-16337)).
10.3	— Form of Non-Employee Director Deferred Stock Grant Notice and Agreement under the Company's Amended and Restated Equity Participation Plan. (incorporated by Reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, as filed with the SEC on October 31, 2025 (File No. 001-16337)).
10.4+	— Deferred Compensation Plan effective January 1, 2012 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, as filed with the SEC on April 25, 2013 (File No. 001-16337)).
10.5+	— Annual Incentive Compensation Plan, dated January 1, 2017 (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the SEC on February 17, 2017 (File No. 001-16337)).
10.6+	— Executive Agreement between Oil States International, Inc. and Cindy B. Taylor (incorporated by Reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000, as filed with the SEC on March 30, 2001 (File No. 001-16337)).
10.7+	— Form of Change of Control Severance Plan for Selected Members of Management (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-1, as filed with the SEC on December 12, 2000 (File No. 333-43400)).

- 10.8 — Asset-based Credit Agreement, dated as of February 10, 2021, among Oil States International, Inc., as Borrower, the Lenders from time to time party thereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on February 12, 2021 (File No. 001-16337)).
- 10.9 — Second Amendment to Credit Agreement, dated December 13, 2022, among Oil States International, Inc., as Borrower, the Lenders from time to time hereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the SEC on February 17, 2023 (File No. 001-16337)).
- 10.10 — Third Amendment to Credit Agreement, dated February 16, 2024, among Oil States International, Inc., as Borrower, the Lenders from time to time hereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the SEC on February 21, 2014 (File No. 001-16337)).
- 10.11 — Fifth Amendment to Credit Agreement, dated July 28, 2025, among Oil States International, Inc., as Borrower, the Lenders from time to time thereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on July 31, 2025 (File No. 001-16337)).
- 10.12 — Amended and Restated Credit Agreement, dated January 28, 2026, among Oil States International Inc., as Borrower, the Lenders from time to time thereto, and Wells Fargo Bank, National Association as Agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on January 28, 2026 (File No. 001-16337)).
- 10.13 — Form of Indemnification Agreement (incorporated by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, as filed with the SEC on November 5, 2004 (File No. 001-16337)).
- 10.14+ — Form of Director Stock Option Agreement under the Company's 2001 Equity Participation Plan (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, as filed with the SEC on March 2, 2005 (File No. 001-16337)).
- 10.15+ — Form of Employee Nonqualified Stock Option Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-8, as filed with the SEC on May 28, 2021 (File No. 333-2565777)).
- 10.16+ — Form of Restricted Stock Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, as filed with the SEC on May 1, 2025 (File No. 001-16337)).
- 10.17+ — Form of Performance Award Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, as filed with the SEC on May 1, 2025 (File No. 001-16337)).
- 10.18+ — Form of Cash Award Agreement (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, as filed with the SEC on April 29, 2021 (File No. 001-16337)).
- 10.19+ — Non-Employee Director Compensation Summary (incorporated by reference to Exhibit 10.21 to the Company's Report on Form 8-K as filed with the SEC on November 15, 2006 (File No. 001-16337)).
- 10.20+ — Form of Non-Employee Director Restricted Stock Agreement under the Company's Amended and Restated Equity Participation Plan (incorporated by Reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, as filed with the SEC on October 31, 2025 (File No. 001-16337)).
- 10.21+ — Amendment to the Executive Agreement of Cindy Taylor, effective January 1, 2009 (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, as filed with the SEC on February 20, 2009 (File No. 001-16337)).
- 10.22+ — Executive Agreement between Oil States International, Inc. and named executive officer (Lloyd A. Hajdik) effective December 9, 2013 (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the SEC on February 25, 2014 (File No. 001-16337)).
- 10.23+ — Executive Agreement between Oil States International, Inc. and named executive officer (Philip S. Moses) effective July 1, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on July 8, 2015 (File No. 001-16337)).
- 10.24+ — Executive Agreement between Oil States International, Inc. and named executive officer (Brian E. Taylor) effective May 10, 2022 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on May 13, 2022 (File No. 001-16337)).

- 10.25+ — Annual Incentive Compensation Plan, dated January 1, 2020 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, as filed with the SEC on May 1, 2020 (File No. 001-16337)).
- 19.1 — Oil States International, Inc. Insider Trading Policy (incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on February 21, 2025 (File No. 001-16337)).
- 21.1* — List of subsidiaries of the Company.
- 23.1* — Consent of Independent Registered Public Accounting Firm (Ernst & Young LLP).
- 24.1* — Powers of Attorney for Directors.
- 31.1* — Certification of Chief Executive Officer of Oil States International, Inc. pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.
- 31.2* — Certification of Chief Financial Officer of Oil States International, Inc. pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.
- 32.1** — Certification of Chief Executive Officer of Oil States International, Inc. pursuant to Rules 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934.
- 32.2** — Certification of Chief Financial Officer of Oil States International, Inc. pursuant to Rules 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934.
- 97.1 — Incentive-Based Compensation Recoupment Policy (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on February 21, 2024 (File No. 001-16337)).
- 101.INS* — XBRL Instance Document
- 101.SCH* — XBRL Taxonomy Extension Schema Document
- 101.CAL* — XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* — XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB* — XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* — XBRL Taxonomy Extension Presentation Linkbase Document
- 104.1* — Cover Page Interactive Data File (embedded within the Inline XBRL document)

- * Filed herewith.
- ** Furnished herewith.
- + Management contracts or compensatory plans or arrangements.

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 on March 26, 2026.

OIL STATES INTERNATIONAL, INC.

By /s/ Cindy B. Taylor
Cindy B. Taylor
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities indicated on March 26, 2026.

<u>Signature</u>	<u>Title</u>
<u>*</u> Robert L. Potter	Chair of the Board
<u>/s/ Cindy B. Taylor</u> Cindy B. Taylor	Director, President & Chief Executive Officer (Principal Executive Officer)
<u>/s/ Lloyd A. Hajdik</u> Lloyd A. Hajdik	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>/s/ Brian E. Taylor</u> Brian E. Taylor	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Denise Castillo-Rhodes	Director
<u>*</u> Lawrence R. Dickerson	Director
<u>*</u> Darrell E. Hollek	Director
<u>*</u> Hallie A. Vanderhider	Director
<u>*</u> E. Joseph Wright	Director

*By: /s/ Lloyd A. Hajdik
Lloyd A. Hajdik, pursuant to a power of
attorney filed as Exhibit 24.1 to this
Annual Report on Form 10-K/A

**INDEX TO
CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements (PCAOB ID: 34)	9
Consolidated Statements of Operations	13
Consolidated Statements of Comprehensive Income (Loss)	14
Consolidated Balance Sheets	15
Consolidated Statements of Stockholders' Equity	16
Consolidated Statements of Cash Flows	17
Notes to Consolidated Financial Statements	18

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Oil States International, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Oil States International, Inc. and subsidiaries (the “Company”) as of December 31, 2025, the related consolidated statements of operations, comprehensive income (loss), changes in stockholders’ equity, and cash flows, for the period ended December 31, 2025, 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, 2025, and the results of its operations and its cash flows for the period ended December 31, 2025, 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, 2025, 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 4, 2026, 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 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 the financial statements are free of material misstatement, whether due to error or fraud. Our audit 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 audit 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 audit provides a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue - Product revenues recognized over time on project-driven contracts - Refer to Note 2 to the financial statements

Critical Audit Matter Description

For significant project-related contracts involving custom engineered products within the Offshore Manufactured Products segment (also referred to as “project-driven products”), revenues are typically recognized over time using an input measure such as the percentage of costs incurred to date relative to total estimated costs at completion for each contract (cost-to-cost method). The majority of the Company’s significant contracts for custom engineered products have a single performance obligation as no individual good or service is separately identifiable from other performance obligations in the contracts. The accounting for these contracts involves judgment, particularly as it relates to the process of estimating total costs and profit for the performance obligation. Cost of sales is recognized as incurred, and revenues are determined by adding a proportionate amount of the estimated profit to the amount reported as cost of sales.

Given the judgments necessary to estimate total costs and profit for the performance obligations used to recognize revenue for certain project-driven contracts, auditing such estimates required extensive audit effort due to the volume and complexity of project-driven contracts and a high degree of auditor judgment when performing audit procedures and evaluating the results of those procedures.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's estimates of total costs and profit used to recognize revenue for certain project-driven project contracts included the following, among others:

- We tested the effectiveness of controls over project-driven contract revenue, including management's controls over the estimates of total costs and profit for performance obligations.
- We selected a sample of project-driven contracts and performed the following:
 - Compared the transaction prices to the consideration expected to be received based on current rights and obligations under the contracts and any modifications that were agreed upon with the customers.
 - Tested the accuracy and completeness of the costs incurred to date for the performance obligation.
 - Evaluated the estimates of total cost and profit for the performance obligation by:
 - Evaluating management's ability to achieve the estimates of total cost and profit by performing corroborating inquiries with the Company's project managers.
 - Comparing the estimates to third-party invoices from suppliers and subcontractor agreements.
 - Developing independent estimates of total costs at completion and compared our estimates to management's estimates. Our independent estimates were based on information such as third-party invoices from suppliers, subcontractor agreements, and similar historical project experience.
 - Tested the mathematical accuracy of management's calculation of revenue for the performance obligation.

Long-lived Assets – Long-lived asset impairments – Refer to Notes 2 and 3 to the financial statements

Critical Audit Matter Description

Long-lived assets, which consists of property, plant and equipment, intangible assets with finite useful lives ("Other intangible assets"), and operating lease assets, are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. During the fourth fiscal quarter ended December 31, 2025, the Company determined the carrying value of long-lived assets of an asset group within the Downhole Technologies segment were impaired and recognized an impairment charge of \$91.0 million.

We identified these long-lived asset impairments as a critical audit matter as the estimates made by management to determine the fair value of these assets required a high degree of auditor judgment and an increased extent of effort including the need to involve fair value specialists when performing audit procedures to evaluate the reasonableness of management's estimates and assumptions in applying the income approach, including: estimated future net annual cash flows, discount rates, current and anticipated market conditions, and estimated growth rates.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures to evaluate the Company's impairment analysis included the following, among others:

- We tested the effectiveness of controls over the determination of fair value, including controls related to management's development of estimated future net annual cash flows, discount rates, current and anticipated market conditions, and estimated growth rates.
- We assessed the reasonableness of management's estimates of future projections of revenues and cash flows within the undiscounted future net cash flows and discounted future net cash flows by:
 - Compared historical results to the Company's strategic plans.
 - Inquired of management and made corroborating inquiries with the asset group's operations management team regarding current and anticipated market conditions and the strategic direction of the Downhole Technologies segment.
 - Read internal communications to management and the Board of Directors.
 - With the assistance of our fair value specialists we:
 - Evaluated the reasonableness of the methodology utilized to develop the estimates.

- Evaluated the reasonableness of the discount rates and developed a range of independent estimates and compared those to the discount rates selected by management.
- Compared the long-term growth rates with projected nominal and real US GDP growth rates.

/s/ Deloitte & Touche LLP

Houston, Texas
March 4, 2026

We have served as the Company's auditor since 2025.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Oil States International, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Oil States International, Inc. and subsidiaries (the Company) as of December 31, 2024, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the two years in the period ended December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

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 Public Company Accounting Oversight Board (United States) (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.

/s/ Ernst & Young LLP

We served as the Company's auditor from 2000 to 2025.

Houston, Texas
February 21, 2025

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Amounts)

	Year Ended December 31,		
	2025	2024	2023
Revenues:			
Products	\$ 436,397	\$ 402,565	\$ 418,550
Services	232,591	290,023	363,733
	<u>668,988</u>	<u>692,588</u>	<u>782,283</u>
Costs and expenses:			
Product costs	367,397	314,628	328,815
Service costs	168,337	221,573	278,073
Cost of revenues (exclusive of depreciation and amortization expense presented below)	535,734	536,201	606,888
Selling, general and administrative expense	90,425	95,009	94,185
Depreciation and amortization expense	47,439	54,708	60,778
Long-lived and other asset impairments	100,321	24,554	—
Other operating income, net	(6,960)	(16,195)	(2,732)
	<u>766,959</u>	<u>694,277</u>	<u>759,119</u>
Operating income (loss)	(97,971)	(1,689)	23,164
Interest expense	(7,713)	(8,801)	(9,570)
Interest income	1,861	1,070	1,381
Other income, net	1,291	1,568	849
Income (loss) before income taxes	(102,532)	(7,852)	15,824
Income tax provision	(6,845)	(3,406)	(2,933)
Net income (loss)	<u>\$ (109,377)</u>	<u>\$ (11,258)</u>	<u>\$ 12,891</u>
Net income (loss) per share:			
Basic	\$ (1.86)	\$ (0.18)	\$ 0.20
Diluted	(1.86)	(0.18)	0.20
Weighted average number of common shares outstanding:			
Basic	58,697	62,004	62,690
Diluted	58,697	62,004	63,152

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In Thousands)

	Year Ended December 31,		
	2025	2024	2023
Net income (loss)	\$ (109,377)	\$ (11,258)	\$ 12,891
Other comprehensive income (loss):			
Currency translation adjustments	13,268	(9,548)	8,957
Comprehensive income (loss)	<u>\$ (96,109)</u>	<u>\$ (20,806)</u>	<u>\$ 21,848</u>

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share Amounts)

	December 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 69,914	\$ 65,363
Accounts receivable, net	202,445	194,336
Inventories, net	183,409	214,836
Assets held for sale	17,350	6,492
Prepaid expenses and other current assets	22,173	17,199
Total current assets	495,291	498,226
Property, plant, and equipment, net	244,382	266,871
Operating lease assets, net	12,731	19,537
Goodwill, net	70,524	69,709
Other intangible assets, net	31,455	125,862
Other noncurrent assets	29,048	24,903
Total assets	\$ 883,431	\$ 1,005,108
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 53,370	\$ 633
Accounts payable	68,090	57,708
Accrued liabilities	38,480	36,861
Current operating lease liabilities	7,286	7,284
Income taxes payable	1,759	2,818
Deferred revenue	97,195	52,399
Total current liabilities	266,180	157,703
Long-term debt	1,670	124,654
Long-term operating lease liabilities	12,654	17,989
Deferred income taxes	5,765	5,350
Other noncurrent liabilities	23,971	18,758
Total liabilities	310,240	324,454
Stockholders' equity:		
Common stock, \$.01 par value, 200,000,000 shares authorized, 80,538,758 shares and 78,605,848 shares issued, respectively	805	786
Additional paid-in capital	1,145,642	1,137,949
Retained earnings	164,283	273,660
Accumulated other comprehensive loss	(66,264)	(79,532)
Treasury stock, at cost, 20,882,840 and 17,112,853 shares, respectively	(671,275)	(652,209)
Total stockholders' equity	573,191	680,654
Total liabilities and stockholders' equity	\$ 883,431	\$ 1,005,108

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In Thousands)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Equity
Balance, December 31, 2022	\$ 766	\$ 1,122,292	\$ 272,027	\$ (78,941)	\$ (626,586)	\$ 689,558
Net income	—	—	12,891	—	—	12,891
Currency translation adjustments (excluding intercompany advances)	—	—	—	6,822	—	6,822
Currency translation adjustment on intercompany advances	—	—	—	2,135	—	2,135
Stock-based compensation expense	6	6,948	—	—	—	6,954
Surrender of stock to settle taxes on restricted stock awards	—	—	—	—	(1,948)	(1,948)
Stock repurchases	—	—	—	—	(6,867)	(6,867)
Balance, December 31, 2023	<u>772</u>	<u>1,129,240</u>	<u>284,918</u>	<u>(69,984)</u>	<u>(635,401)</u>	<u>709,545</u>
Net loss	—	—	(11,258)	—	—	(11,258)
Currency translation adjustments (excluding intercompany advances)	—	—	—	(2,768)	—	(2,768)
Currency translation adjustment on intercompany advances	—	—	—	(6,780)	—	(6,780)
Stock-based compensation expense	14	8,709	—	—	—	8,723
Surrender of stock to settle taxes on restricted stock awards	—	—	—	—	(2,596)	(2,596)
Stock repurchases	—	—	—	—	(14,212)	(14,212)
Balance, December 31, 2024	<u>786</u>	<u>1,137,949</u>	<u>273,660</u>	<u>(79,532)</u>	<u>(652,209)</u>	<u>680,654</u>
Net loss	—	—	(109,377)	—	—	(109,377)
Currency translation adjustments (excluding intercompany advances)	—	—	—	8,321	—	8,321
Currency translation adjustments on intercompany advances	—	—	—	4,947	—	4,947
Stock-based compensation expense	19	7,693	—	—	—	7,712
Surrender of stock to settle taxes on restricted stock awards	—	—	—	—	(2,458)	(2,458)
Stock repurchases	—	—	—	—	(16,608)	(16,608)
Balance, December 31, 2025	<u>\$ 805</u>	<u>\$ 1,145,642</u>	<u>\$ 164,283</u>	<u>\$ (66,264)</u>	<u>\$ (671,275)</u>	<u>\$ 573,191</u>

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net income (loss)	\$ (109,377)	\$ (11,258)	\$ 12,891
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization expense	47,439	54,708	60,778
Impairments of long-lived assets, goodwill and assets held for sale	100,321	24,554	—
Impairment of inventories	20,798	—	—
Stock-based compensation expense	7,712	8,723	6,954
Amortization of deferred financing costs	1,515	1,497	1,798
Deferred income tax provision (benefit)	585	(2,356)	226
Gains on disposals of assets	(7,701)	(18,333)	(4,075)
Net gains on extinguishment of 4.75% convertible senior notes	(120)	(515)	—
Other, net	(2,360)	(452)	(1,001)
Changes in operating assets and liabilities:			
Accounts receivable	(4,140)	5,191	17,132
Inventories	3,184	(14,704)	(19,793)
Accounts payable and accrued liabilities	5,877	(19,382)	(11,743)
Deferred revenue	44,796	15,642	(8,033)
Other operating assets and liabilities, net	(3,406)	2,579	1,441
Net cash flows provided by operating activities	<u>105,123</u>	<u>45,894</u>	<u>56,575</u>
Cash flows from investing activities:			
Capital expenditures	(31,191)	(37,508)	(30,653)
Proceeds from disposition of property and equipment	11,836	5,594	5,253
Proceeds from disposition of assets held for sale	8,409	35,070	—
Other, net	(108)	(454)	(186)
Net cash flows provided by (used in) investing activities	<u>(11,054)</u>	<u>2,702</u>	<u>(25,586)</u>
Cash flows from financing activities:			
Revolving credit facility borrowings	564	22,739	35,816
Revolving credit facility repayments	(564)	(22,739)	(35,816)
Purchases of 4.75% convertible senior notes	(70,440)	(10,846)	—
Repayment of 1.50% convertible senior notes	—	—	(17,315)
Other debt and finance lease repayments, net	(461)	(652)	(457)
Payment of financing costs	(188)	(1,178)	(128)
Purchases of treasury stock	(16,608)	(14,212)	(6,867)
Shares added to treasury stock as a result of net share settlements due to vesting of stock awards	(2,458)	(2,596)	(1,948)
Net cash flows used in financing activities	<u>(90,155)</u>	<u>(29,484)</u>	<u>(26,715)</u>
Effect of exchange rate changes on cash and cash equivalents	637	(860)	819
Net change in cash and cash equivalents	4,551	18,252	5,093
Cash and cash equivalents, beginning of period	65,363	47,111	42,018
Cash and cash equivalents, end of period	<u>\$ 69,914</u>	<u>\$ 65,363</u>	<u>\$ 47,111</u>
Cash paid for:			
Interest	\$ 7,153	\$ 7,439	\$ 7,867
Income taxes, net	7,087	3,847	1,263

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

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Basis of Presentation

The Consolidated Financial Statements include the accounts of Oil States International, Inc. (“Oil States” or the “Company”) and its consolidated subsidiaries. Investments in unconsolidated affiliates, in which the Company is able to exercise significant influence, are accounted for using the equity method. All significant intercompany accounts and transactions between the Company and its consolidated subsidiaries have been eliminated in the accompanying Consolidated Financial Statements. The presentation of certain prior-year amounts in the Company’s Consolidated Financial Statements have been conformed to the current-year presentation.

The Company operates through three business segments – Offshore Manufactured Products, Completion and Production Services and Downhole Technologies – and, through its subsidiaries, is a leading provider of specialty products and services to oil and gas and industrial companies around the world. The Company operates in a substantial number of the world’s active resource intensive regions, including: onshore and offshore United States, West Africa, the North Sea, the Middle East, South America and Southeast and Central Asia.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include, but are not limited to, revenue and income recognized over time, goodwill and long-lived asset impairments, valuation allowances recorded on deferred tax assets, reserves on inventory, allowances for doubtful accounts, settlement of litigation and potential future adjustments related to contractual indemnification and other agreements. Actual results could materially differ from those estimates.

Cash and Cash Equivalents

All highly liquid investments purchased with an original maturity of three months or less are classified as cash equivalents.

Fair Value of Financial Instruments

The Company’s financial instruments consist of cash and cash equivalents, investments, receivables, payables and debt instruments. The Company believes that the carrying values of these instruments, other than the 2026 Notes (as defined below), on the accompanying consolidated balance sheets approximate their fair values. The estimated fair value of the 2026 Notes as of December 31, 2025, based on quoted market prices (a Level 2 fair value measurement), was comparable to the principal amount of \$52.7 million.

Inventories

Inventories consist of consumable oilfield products, manufactured equipment, spare parts for manufactured equipment, and work-in-process. Inventories also include raw materials, labor, subcontractor charges, manufacturing overhead and supplies and are carried at the lower of cost or net realizable value. The cost of inventories is determined on an average cost or specific-identification method. A reserve for excess and/or obsolete inventory is maintained based on the age, turnover, condition, expected near-term utility and market pricing of the goods.

Property, Plant, and Equipment

Property, plant, and equipment are recorded at cost, or at estimated fair market value at acquisition date if acquired in a business combination, and depreciation is computed, for assets owned or recorded under a finance lease, using the straight-line method over the estimated useful lives of the assets, after allowing for estimated salvage value where applicable. Leasehold improvements are capitalized and amortized over the lesser of the life of the lease or the estimated useful life of the asset.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

Expenditures for repairs and maintenance are charged to expense when incurred. Expenditures for major renewals and betterments, which extend the useful lives of existing equipment, are capitalized and depreciated. Upon retirement or disposition of property and equipment, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the statements of operations.

Goodwill

Goodwill represents the excess of the purchase price for acquired businesses over the allocated fair value of related net assets, reduced by historical impairments. In accordance with current accounting guidance, the Company does not amortize goodwill, but rather assesses goodwill for impairment annually (as of December 1) and when an event occurs or circumstances change that indicate the carrying amounts may not be recoverable.

When a quantitative assessment of goodwill is necessary, each reporting unit with goodwill on its balance sheet is assessed separately using relevant events and circumstances. Management estimates the fair value of each reporting unit and compares that fair value to its recorded carrying value. Management utilizes, depending on circumstances, a combination of valuation methodologies including a market approach and an income approach, as well as guideline public company comparables. Projected cash flows are discounted using a long-term weighted average cost of capital for each reporting unit based on estimates of investment returns that would be required by a market participant. As part of the process of assessing goodwill for potential impairment, the total market capitalization of the Company is compared to the sum of the fair values of all reporting units to assess the reasonableness of aggregated fair values. If the carrying amount of a reporting unit exceeds its fair value, goodwill is considered impaired and an impairment loss is recorded based on the excess of the carrying amount over the reporting unit's fair value.

In connection with the first quarter 2024 realignment of the composition of two reportable segments discussed in Note 1, "Organization and Basis of Presentation," goodwill of \$10.0 million was reassigned from the Offshore Manufactured Products segment to the Downhole Technologies segment based on estimated relative fair values. The Company performed an interim quantitative assessment of goodwill recorded within the Offshore Manufactured Products segment as of February 29, 2024 (prior to realignment) which indicated that the fair value of the reporting unit exceeded its carrying value.

The Company also performed an interim quantitative assessment of goodwill transferred to the Downhole Technologies segment (subsequent to the realignment). This interim assessment indicated that the fair value of the reporting unit was less than its carrying amount and the Company concluded that goodwill reassigned to the Downhole Technologies business was fully impaired. The Company therefore recognized a non-cash goodwill impairment charge totaling \$10.0 million in the first quarter of 2024. This impairment charge did not impact the Company's liquidity position, debt covenants or cash flows.

Management used a combination of valuation methodologies including the income approach and guideline public company comparables. The fair values of each of the Company's reporting units were determined using significant unobservable inputs (Level 3 fair value measurements). The income approach estimates fair value by discounting the Company's forecasts of future cash flows by a discount rate (expected return) that a market participant is expected to require on its investment.

Significant assumptions and estimates used in the income approach include, among others, estimated future net annual cash flows and discount rates for each reporting unit, current and anticipated market conditions, estimated growth rates and historical data. These estimates rely upon significant management judgment.

Following goodwill impairments, only the Offshore Manufactured Products segment has remaining goodwill. The Company's December 1, 2025 qualitative assessment identified no events or changes in circumstances which indicated that, more likely than not, the \$71 million carrying value of goodwill on the balance sheet of the Offshore Manufactured Products segment was not recoverable.

Long-Lived Assets

The Company amortizes the cost of long-lived assets, including finite-lived intangible assets, over their estimated useful life. The recoverability of the carrying values of long-lived assets is assessed at the asset group level whenever, in management's judgment, events or changes in circumstances indicate that the carrying value of such asset groups may not be recoverable based on estimated undiscounted future cash flows. If this assessment indicates that the carrying values will not be

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

recoverable, an impairment loss equal to the excess of the carrying value over the fair value of the asset group is recognized. The fair value of the asset group is based on appraised values, prices of similar assets (if available), or discounted cash flows.

During 2025, events and circumstances also indicated that the long-lived tangible and intangible assets (totaling \$132.1 million as of December 1, 2025) of an asset group within the Downhole Technologies segment may not be recoverable. Management assessed the carrying value of the long-lived assets of this group by comparing its estimates of undiscounted future cash flows to the carrying value of the assets. This assessment indicated that the asset group's long-lived assets were not recoverable. Management used the income approach (a Level 3 fair value measurement) to estimate fair value by discounting the forecasts of the asset group's future cash flows by a discount rate (expected return) that a market participant is expected to require on its investment. Significant assumptions and estimates used in the income approach included, among others, estimated future net annual cash flows and discount rates for the asset group, current and anticipated market conditions, estimated growth rates and historical data. These estimates rely upon significant management judgment. The measured fair value of the asset group's long-lived assets was below its carrying amount, resulting in the recognition of non-cash long-lived asset impairment charges of \$91.0 million in the fourth quarter of 2025.

As further discussed in Note 3, "Asset Impairments and Other Charges and Credits" and Note 7, "Operating Leases," the Company recognized non-cash operating lease impairments, associated with the closure of certain facilities, totaling \$2.3 million and \$3.8 million in 2025 and 2024, respectively, to reduce the carrying value of the related operating lease assets to their estimated realizable value. Additionally, the Company recognized impairment charges of \$10.8 million in 2024 associated with the exit of a service offering.

Leases

The Company leases a portion of its facilities, office space, equipment and vehicles under contracts which provide it with the right to control identified assets. The Company recognizes the right to use identified assets under operating leases (with an initial term of greater than 12 months) as operating lease assets and the related obligations to make payments under the lease arrangements as operating lease liabilities. Finance lease obligations, which are not material, are classified within long-term debt while related assets are included within property, plant and equipment. Lease assets and liabilities are recorded at the commencement date based on the present value of lease payments over the lease term. The Company has lease agreements with lease and non-lease components, which are generally accounted for as a single lease component. Most of the Company's leases do not provide an implicit interest rate. Therefore, the Company's incremental borrowing rate, based on available information at the lease commencement date, is used to determine the present value of lease payments.

Most of the Company's operating leases include one or more options to renew, with renewal terms that can extend the lease term from one to 20 years. The exercise of lease renewal options is at the Company's sole discretion. The depreciable lives of lease-related assets and leasehold improvements are limited by the expected lease term. Certain operating lease agreements include rental payments adjusted periodically for inflation. The Company's operating lease agreements do not contain any material residual value guarantees or material restrictive covenants. While the Company rents or subleases certain real estate to third parties, such amounts are not material. Cash outflows related to operating leases are presented within cash flows from operations.

Research and Development Costs

Costs incurred internally in researching and developing products are charged to expense until technological feasibility has been established for the product. Research and development expenses totaled \$5.1 million, \$5.2 million and \$4.5 million in 2025, 2024 and 2023, respectively, and are reported within cost of revenues in the accompanying consolidated statements of operations.

Foreign Currency and Other Comprehensive Loss

A portion of revenues, earnings and net investments in operations outside the United States are exposed to changes in currency exchange rates. The Company seeks to manage its currency exchange risk in part through operational means, including managing expected local currency revenues in relation to local currency costs and local currency assets in relation to local currency liabilities. In order to reduce exposure to fluctuations in currency exchange rates, the Company may enter into currency exchange agreements with financial institutions. As of December 31, 2025 and 2024, the Company had no outstanding foreign currency forward purchase contracts.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

Gains and losses resulting from balance sheet translation of international operations where the local currency is the functional currency are included as a component of accumulated other comprehensive loss within stockholders' equity and represent substantially all of the accumulated other comprehensive loss balance. Remeasurements of intercompany advances denominated in a currency other than the functional currency of the entity that are of a long-term investment nature are recognized as a separate component of other comprehensive loss within stockholders' equity. Gains and losses resulting from balance sheet remeasurements of assets and liabilities denominated in a different currency than the functional currency, other than intercompany advances that are of a long-term investment nature, are included in the consolidated statements of operations within "other operating income, net" as incurred and were not material during the periods presented.

Revenue and Cost Recognition

The Company's revenue contracts may include one or more promises to transfer a distinct good or service to the customer, which is referred to as a "performance obligation," and to which revenue is allocated. The Company recognizes revenue and the related cost when, or as, the performance obligations are satisfied. The majority of significant contracts for custom engineered products have a single performance obligation as no individual good or service is separately identifiable from other performance obligations in the contracts. For contracts with multiple distinct performance obligations, the Company allocates revenue to the identified performance obligations in the contract. The Company's product sales terms do not include significant post-performance obligations.

The Company's performance obligations may be satisfied at a point in time or over time as work progresses. Revenues from products and services transferred to customers at a point in time accounted for approximately 39%, 33% and 34% of consolidated revenues for the years ended December 31, 2025, 2024 and 2023, respectively. The majority of the Company's revenue recognized at a point in time is derived from short-term contracts for standard products. Revenue on these contracts is recognized when control over the product has transferred to the customer. Indicators the Company considers in determining when transfer of control to the customer occurs include: right to payment for the product, transfer of legal title to the customer, transfer of physical possession of the product, transfer of risk and customer acceptance of the product.

Revenues from products and services transferred to customers over time accounted for approximately 61%, 67% and 66% of consolidated revenues for the years ended December 31, 2025, 2024 and 2023, respectively. The majority of the Company's revenue recognized over time is for services provided under short-term contracts, with revenue recognized as the customer receives and consumes the services. In addition, the Company manufactures certain products to individual customer specifications under short-term contracts for which control passes to the customer as the performance obligations are fulfilled and for which revenue is recognized over time.

For significant project-related contracts involving custom engineered products within the Offshore Manufactured Products segment (also referred to as "project-driven products"), revenues are typically recognized over time using an input measure such as the percentage of costs incurred to date relative to total estimated costs at completion for each contract (cost-to-cost method). Contract costs include labor, material and overhead. Management believes this method is the most appropriate measure of progress on large contracts. Billings on such contracts in excess of costs incurred and estimated profits are classified as a contract liability (deferred revenue). Costs incurred and estimated profits in excess of billings on these contracts are recognized as a contract asset (a component of accounts receivable).

Contract estimates for project-related contracts involving custom engineered products are based on various assumptions to project the outcome of future events that may span several years. Changes in assumptions that may affect future project costs and margins include production efficiencies, the complexity of the work to be performed and the availability and costs of labor, materials and subcomponents.

As a significant change in one or more of these estimates could affect the profitability of the Company's contracts, contract-related estimates are reviewed regularly. The Company recognizes adjustments in estimated costs and profits on contracts in the period the adjustment is identified. Revenue and profit in future periods of contract performance are recognized using the adjusted estimate. If at any time the estimate of contract profitability indicates an anticipated loss will be incurred on the contract, the full loss is recognized in the period it is identified.

Product costs and service costs include all direct material and labor costs and those costs related to contract performance, such as indirect labor, supplies, tools and repairs. As disclosed in the consolidated statements of operations, product costs and

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

service costs exclude depreciation and amortization expense and impairment of fixed assets, which are separately presented. Selling, general and administrative costs are charged to expense as incurred.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, and that are collected by the Company from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of products.

As of December 31, 2025, the Company had \$322.5 million of remaining backlog related to contracts with an original expected duration of greater than one year. Approximately 35% of this backlog is expected to be recognized as revenue in 2026 and the balance thereafter.

Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, deferred income taxes are recorded based upon the differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws in effect at the time the underlying assets or liabilities are recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in the period that includes the enactment date.

As of December 31, 2025, the Company's total investment in foreign subsidiaries (except for its Canadian and Cyprus operations) is considered to be permanently reinvested outside of the United States. The Company accounts for the U.S. tax effect of global intangible low-taxed income earned by foreign subsidiaries in the period that such income is earned.

The Company records a valuation allowance in the reporting period when management believes that it is more likely than not that any deferred tax asset will not be realized. This assessment requires analysis of changes in tax laws as well as available positive and negative evidence, including consideration of losses in recent years, reversals of temporary differences, forecasts of future income and assessment of future business and tax planning strategies. During 2025, 2024 and 2023, the Company recorded adjustments to valuation allowances primarily with respect to foreign and U.S. state net operating loss ("NOL") carryforwards, U.S. tax credit carryforwards and other deferred tax assets.

The calculation of tax liabilities involves assessing uncertainties regarding the application of complex tax regulations. The Company recognizes the effect of income tax positions only if those positions are more-likely-than-not to be sustained upon examination by taxing authorities. Recognized income tax positions are measured as the largest amount that is greater than 50 percent likely to be realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

Receivables and Concentration of Credit Risk

Based on the nature of its customer base, the Company does not believe that it has any significant concentrations of credit risk other than its concentration in the worldwide oil and gas industry. Note 13, "Segments and Related Information," provides further information with respect to the Company's geographic revenues and significant customers. The Company evaluates the credit-worthiness of significant customers' financial condition and, generally, the Company does not require significant collateral from its customers.

Allowances for Doubtful Accounts

The Company maintains allowances for estimated losses resulting from the inability of the Company's customers to make required payments. Determination of the collectability of amounts due from customers requires management to make judgments regarding future events and trends. Allowances for doubtful accounts are established through an assessment of the Company's portfolio on an individual customer and consolidated basis taking into account current and expected future market conditions and trends. This process consists of a thorough review of historical collection experience, current aging status of customer accounts, and financial condition of the Company's customers as well as political and economic factors in countries of operations and other customer-specific factors. Based on a review of these factors, the Company establishes or adjusts allowances for trade and unbilled receivables as well as contract assets. If the financial condition of the Company's customers were to deteriorate further, adversely affecting their ability to make payments, additional allowances may be required. If a customer receivable is deemed to be uncollectible, the receivable is charged-off against allowance for doubtful accounts.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Earnings per Share

Basic earnings per share (“EPS”) on the face of the accompanying consolidated statements of operations is computed by dividing the net income or loss applicable to the Company’s common stockholders by the weighted average shares of outstanding common stock. The calculation of diluted EPS is similar to basic EPS, except that the denominator includes dilutive common stock equivalents and the income or loss in the numerator excludes the impact, if any, of dilutive common stock equivalents.

Diluted EPS includes the effect, if dilutive, of the Company’s outstanding stock options, restricted stock and convertible securities under the treasury stock method. Currently issued and outstanding shares of restricted stock remain subject to vesting requirements. The Company is required to compute EPS amounts under the two class method in periods with earnings. Holders of shares of unvested restricted stock are entitled to the same liquidation and dividend rights as holders of outstanding common stock and are thus considered participating securities. Under applicable accounting guidance, undistributed earnings, if any, for each period are allocated based on the participation rights of both the common stockholders and holders of any participating securities as if earnings for the respective periods had been distributed. Because both the liquidation and dividend rights are identical, undistributed earnings are allocated on a proportionate basis.

Stock-Based Compensation

The fair value of share-based payments is estimated using the quoted market price of the Company’s common stock and pricing models as of the date of grant as further discussed in Note 11, “Long-Term Incentive Compensation.” The resulting cost, net of estimated forfeitures, is recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period. In addition to service-based awards, the Company issues performance-based awards, which are conditional based upon Company performance. Performance-based award expense, and ultimate vesting, is recognized in an amount that depends on the Company’s probable achievement of specified performance objectives.

Guarantees

During the ordinary course of business, the Company also provides standby letters of credit or other guarantee instruments to certain parties as required for certain transactions initiated by either the Company or its subsidiaries. As of December 31, 2025, the maximum potential amount of future payments that the Company could be required to make under these guarantee agreements (letters of credit) was \$12.3 million. The Company has not recorded any liability in connection with these guarantee arrangements. The Company does not believe, based on historical experience and information currently available, that it is likely that any material amounts will be required to be paid under these guarantee arrangements.

Accounting for Contingencies

The Company has contingent liabilities and future claims for which estimates of the amount of the eventual cost to liquidate such liabilities are accrued. These liabilities and claims sometimes involve threatened or actual litigation where damages have been quantified and an assessment of exposure has been made and recorded in an amount estimated to cover the expected loss. Other claims or liabilities have been estimated based on their fair value or management’s experience in such matters and, when appropriate, the advice of outside counsel or other outside experts. Upon the ultimate resolution of these uncertainties, future reported financial results will be impacted by the difference between the accruals and actual amounts paid in settlement. Examples of areas with important estimates of future liabilities include duties, income taxes, litigation, insurance claims and contractual claims and obligations.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the “FASB”), which are adopted by the Company as of the specified effective date. 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.

In 2025, the Company prospectively expanded its income tax disclosures provided in Note 9, “Income Taxes,” in accordance with the FASB guidance (“Accounting Standards Update 2023-09”) issued in December 2023.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

3. Asset Impairments and Other Charges and Credits

The Company has implemented restructuring initiatives including the consolidation, relocation and exit of certain manufacturing and service locations, the exit of certain product and service offerings, as well as the realignment in 2024 of operations within two of the Company's reportable segments. The Company also assessed the carrying value of certain long-lived and other assets during 2025 based on the industry outlook regarding overall demand for and pricing of our products and services, other market considerations and management decisions. As a result of these events, actions and assessments, the Company recorded the following charges and credits during the years ended December 31, 2025 and 2024 (in thousands):

	Offshore Manufactured Products	Completion and Production Services	Downhole Technologies	Corporate	Total
Year Ended December 31, 2025					
Impairments of:					
Intangible assets	\$ —	\$ —	\$ 80,248	\$ —	\$ 80,248
Operating lease assets	—	1,307	3,086	—	4,393
Property, plant and equipment	—	—	8,605	—	8,605
Assets held for sale	—	—	—	7,075	7,075
Inventories	—	—	20,798	—	20,798
Facility consolidation and exit, and other charges	1,608	9,480	252	298	11,638
Net gains on extinguishment of debt	—	—	—	(120)	(120)
Pre-tax totals	<u>\$ 1,608</u>	<u>\$ 10,787</u>	<u>\$ 112,989</u>	<u>\$ 7,253</u>	<u>132,637</u>
Income tax benefit					1,701
After-tax total					<u>\$ 130,936</u>
Year Ended December 31, 2024					
Impairments of:					
Goodwill	\$ —	\$ —	\$ 10,000	\$ —	\$ 10,000
Intangible assets	—	10,787	—	—	10,787
Operating lease assets	—	3,280	487	—	3,767
Facility consolidation and exit, and other charges	3,364	7,442	123	34	10,963
Patent defense costs	—	2,753	—	—	2,753
Gains on disposition of property held for sale	—	—	—	(15,316)	(15,316)
Net gains on extinguishment of debt	—	—	—	(515)	(515)
Pre-tax totals	<u>\$ 3,364</u>	<u>\$ 24,262</u>	<u>\$ 10,610</u>	<u>\$ (15,797)</u>	<u>22,439</u>
Income tax benefit					430
After-tax total					<u>\$ 22,009</u>

During 2023, the Offshore Manufactured Products segment recognized facility consolidation charges totaling \$2.5 million in connection with the ongoing consolidation and relocation of certain manufacturing and service facilities and the relocation of related equipment, which is included in "Other operating income, net." Additionally, during 2023, the Completion and Production Services segment recognized \$0.6 million in costs associated with the defense of certain patents, which are included in "Selling, general and administrative expense."

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

4. Details of Selected Balance Sheet Accounts

Additional information regarding selected balance sheet accounts as of December 31, 2025 and 2024 is presented below (in thousands):

	December 31, 2025	December 31, 2024
Accounts receivable, net:		
Trade	\$ 127,607	\$ 128,167
Unbilled revenue	21,870	22,242
Contract assets	47,349	40,101
Other	8,409	6,440
Total accounts receivable	205,235	196,950
Allowance for doubtful accounts	(2,790)	(2,614)
	<u>\$ 202,445</u>	<u>\$ 194,336</u>
Allowance for doubtful accounts as a percentage of total accounts receivable	1 %	1 %
	December 31, 2025	December 31, 2024
Deferred revenue (contract liabilities)	<u>\$ 97,195</u>	<u>\$ 52,399</u>

As of December 31, 2025, accounts receivable, net in the United States, the United Kingdom and Singapore represented 51%, 20% and 11%, respectively, of the total. No other country or single customer accounted for more than 10% of the Company's total accounts receivable as of December 31, 2025. A summary of activity in allowance for doubtful accounts for the years ended December 31, 2025, 2024 and 2023 is provided in Note 15, "Valuation Allowances."

For the majority of contracts with customers, the Company receives payments based upon established contractual terms as products are delivered and services are performed. The Company's larger project-related contracts within the Offshore Manufactured Products segment often provide for customer payments as milestones are achieved.

Contract assets relate to the Company's right to consideration for work completed but not billed as of December 31, 2025 and 2024 on certain project-related contracts within the Offshore Manufactured Products segment. Contract assets are transferred to unbilled or trade receivables when the right to consideration becomes unconditional. Contract liabilities primarily relate to advance consideration from customers (i.e. milestone payments) for contracts for project-driven products as well as others which require significant advance investment in materials. Consistent with industry practice, the Company classifies assets and liabilities related to long-term contracts as current, even though some of these amounts may not be realized within one year. All contracts are reported on the consolidated balance sheets in a net asset (contract asset) or liability (deferred revenue) position on a contract-by-contract basis at the end of each reporting period. In the normal course of business, the Company also receives advance consideration from customers on many other short-term, smaller product and service contracts which is deferred and recognized as revenue once the related performance obligation is satisfied.

For the year ended December 31, 2025, the \$7.2 million net increase in contract assets was primarily attributable to \$44.2 million in revenue recognized during the year, which was partially offset by \$36.4 million transferred to accounts receivable. Deferred revenue (contract liabilities) increased by \$44.8 million in 2025, primarily reflecting \$74.7 million in new customer billings which were not recognized as revenue during the year, partially offset by \$31.5 million of revenue that was deferred at the beginning of the year.

For the year ended December 31, 2024, the \$6.6 million net decrease in contract assets was primarily attributable to \$45.3 million transferred to accounts receivable, which was partially offset by \$38.5 million in revenue recognized during the year. Deferred revenue (contract liabilities) increased by \$15.6 million in 2024, primarily reflecting \$32.5 million in new customer billings which were not recognized as revenue during the year, partially offset by the recognition of \$16.5 million of revenue that was deferred at the beginning of the year.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

	December 31, 2025	December 31, 2024
Inventories, net:		
Finished goods and purchased products	\$ 84,572	\$ 110,850
Work in process	33,281	34,539
Raw Materials	95,691	108,421
Total inventories	213,544	253,810
Allowance for excess or obsolete inventories	(30,135)	(38,974)
	<u>\$ 183,409</u>	<u>\$ 214,836</u>

During 2025, the Company recognized inventory impairment charges within the Downhole Technologies segment totaling \$20.8 million to reduce the carrying value of inventories to their estimated net realizable value based on management's decision to exit certain products in favor of new technology as well as changes in expectations regarding the near-term utility, customer demand and market pricing of certain goods.

	Estimated Useful Life (years)	December 31, 2025	December 31, 2024
Property, plant and equipment, net:			
Land		\$ 34,489	\$ 28,721
Buildings and leasehold improvements	1 – 40	210,134	219,990
Machinery and equipment	2 – 28	234,187	240,955
Completion-related equipment	2 – 10	123,636	134,593
Office furniture and equipment	2 – 10	33,596	36,128
Vehicles	3 – 10	14,177	47,315
Construction in progress		16,668	26,846
Property, plant and equipment		666,887	734,548
Accumulated depreciation		(422,505)	(467,677)
		<u>\$ 244,382</u>	<u>\$ 266,871</u>

During 2025, certain facilities, equipment and inventory in the Completion and Production Services segment and the Offshore Manufactured Products segment were reclassified to Corporate assets held for sale. The carrying value of assets held for sale was assessed and reduced to estimated net realizable value, resulting in the recognition of an impairment charge of \$7.1 million within Corporate operations.

As further discussed in Note 2, "Summary of Significant Accounting Policies," during 2025 the Company also assessed the carrying value of the long-lived assets of an asset group within the Downhole Technologies segment. As a result of this assessment, the segment recognized non-cash impairment charges of \$8.6 million related primarily to machinery and equipment.

During 2024, certain equipment and inventory in the Completion and Production Services segment were reclassified to Corporate assets held for sale. These assets were sold in 2025.

Additionally, the Company sold certain idle facilities and equipment and retired other fully-depreciated completion-related equipment during 2025 and 2024.

For the years ended December 31, 2025, 2024 and 2023, depreciation expense was \$32.9 million, \$38.3 million and \$43.6 million, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

	December 31, 2025	December 31, 2024
Other noncurrent assets:		
Deferred compensation plan	\$ 22,564	\$ 18,245
Deferred financing costs	997	1,619
Deferred income taxes	2,057	1,964
Other	3,430	3,075
	<u>\$ 29,048</u>	<u>\$ 24,903</u>
Accrued liabilities:		
Accrued compensation	\$ 23,573	\$ 22,350
Accrued taxes, other than income taxes	872	1,234
Insurance liabilities	2,972	3,383
Accrued interest	599	1,555
Accrued commissions	2,715	3,237
Other	7,749	5,102
	<u>\$ 38,480</u>	<u>\$ 36,861</u>

5. Goodwill and Other Intangible Assets

Goodwill

Changes in the carrying amount of goodwill, by operating segment, for the years ended December 31, 2025 and 2024 were as follows (in thousands):

	Offshore Manufactured Products	Downhole Technologies	Total
Balance as of December 31, 2023 ⁽¹⁾	\$ 79,867	\$ —	\$ 79,867
Goodwill associated with transferred operations ⁽²⁾	(10,000)	10,000	—
Impairment of goodwill ⁽²⁾	—	(10,000)	(10,000)
Foreign currency translation	(158)	—	(158)
Balance as of December 31, 2024 ⁽¹⁾	69,709	—	69,709
Foreign currency translation	815	—	815
Balance as of December 31, 2025 ⁽¹⁾	<u>\$ 70,524</u>	<u>\$ —</u>	<u>\$ 70,524</u>

(1) Net of accumulated impairment losses of \$96.5 million as of December 31, 2025 and 2024, and \$86.5 million as of December 31, 2023.

(2) For further discussion, see Note 2 “Summary of Significant Accounting Policies.”

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

Other Intangible Assets

The following table presents the gross carrying amount and the related accumulated amortization for major intangible asset classes as of December 31, 2025 and 2024 (in thousands):

	2025			2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Other intangible assets:						
Customer relationships	\$ 123,073	\$ 107,300	\$ 15,773	\$ 122,859	\$ 55,534	\$ 67,325
Patents/Technology/Know-how	68,999	59,605	9,394	70,206	39,699	30,507
Tradenames and other	47,752	41,464	6,288	47,729	19,699	28,030
	<u>\$ 239,824</u>	<u>\$ 208,369</u>	<u>\$ 31,455</u>	<u>\$ 240,794</u>	<u>\$ 114,932</u>	<u>\$ 125,862</u>

Amortization expense was \$14.5 million, \$16.4 million and \$17.2 million in the years ended December 31, 2025, 2024 and 2023, respectively. The weighted average remaining amortization period for finite-lived intangible assets was 7.9 years as of December 31, 2025 and 9.5 years as of December 31, 2024. Amortization expense is expected to total approximately \$6 million in 2026, \$5 million in 2027, \$4 million in 2028, \$3 million in 2029 and \$3 million in 2030.

As further discussed in Note 2, “Summary of Significant Accounting Policies,” during 2025 the Company assessed the carrying value of the long-lived assets of an asset group within the Downhole Technologies segment. As a result of this assessment, the segment recognized non-cash impairment charges of \$44.7 million related to customer relationships, \$19.3 million related to patents/technology/know-how and \$16.2 million related to tradenames.

As further discussed in Note 3, “Asset Impairments and Other Charges and Credits,” during 2024 the Company made a strategic decision to exit an underperforming service offering within the Completion and Production Services segment. As a result of this action, the segment recognized non-cash impairment charges of \$9.1 million related to customer relationships and \$1.7 million related to tradenames.

6. Long-term Debt

As of December 31, 2025 and 2024, long-term debt consisted of the following (in thousands):

	December 31, 2025	December 31, 2024
Revolving credit facility ⁽¹⁾	\$ —	\$ —
2026 Notes ⁽²⁾	52,650	122,505
Other debt and finance lease obligations	2,390	2,782
Total debt	55,040	125,287
Less: Current portion	(53,370)	(633)
Total long-term debt	<u>\$ 1,670</u>	<u>\$ 124,654</u>

(1) Unamortized deferred financing costs of \$1.0 million and \$1.6 million as of December 31, 2025 and December 31, 2024, respectively, are presented in other noncurrent assets.

(2) The outstanding principal amount of the 2026 Notes was \$52.7 million as of December 31, 2025 and \$123.5 million as of December 31, 2024.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Scheduled maturities of total debt as of December 31, 2025, are as follows (in thousands):

2026	\$	53,370
2027		699
2028		662
2029		307
2030		2
Thereafter		—
	\$	<u>55,040</u>

Revolving Credit Facility

As of December 31, 2025, the Company had a senior secured credit facility, which provided for an asset-based revolving credit facility (the “ABL Facility”), under which credit availability is subject to a borrowing base calculation.

The ABL Facility was governed by a credit agreement (amended on July 28, 2025 by that certain Fifth Amendment to Credit Agreement and First Amendment to the Guaranty and Security Agreement), with Wells Fargo Bank, National Association, as administrative agent and the lenders and other financial institutions from time to time party thereto (as amended, the “ABL Agreement”). The ABL Facility was scheduled to mature on February 16, 2028, with a springing maturity 91 days prior to the stated maturity of any outstanding indebtedness with an outstanding principal balance equal to or greater than \$17.5 million, unless as of such date such indebtedness had been refinanced, defeased or adequately reserved for (either against the borrowing base or the maximum revolver amount) or escrowed or cash collateralized in a deposit account.

The ABL Agreement provided funding based on a borrowing base calculation that included eligible U.S. customer accounts receivable and inventory and, effective July 28, 2025, provided for aggregate lender commitments of \$100.0 million, including a \$25.0 million sub-limit for the issuance of letters of credit. Borrowings under the ABL Agreement were secured by a pledge of substantially all of the Company’s domestic assets (other than real property) and the stock of certain foreign subsidiaries.

Borrowings under the ABL Agreement bore interest at a rate equal to the Secured Overnight Financing Rate (“SOFR”) (subject to a floor rate of 0%) plus, effective July 28, 2025, a margin of 2.25% to 2.75%, or at a base rate plus a margin of 1.25% to 1.75%, in each case based on average borrowing availability. Monthly, the Company also paid a commitment fee of either 0.375% or 0.50% per annum, based on average unused commitments under the ABL Agreement.

The ABL Agreement placed restrictions on the Company’s ability to incur additional indebtedness, grant liens on assets, pay dividends or make distributions on equity interests, dispose of assets, make investments, repay other indebtedness (including the 2026 Notes discussed below), engage in mergers, and other matters, in each case, subject to certain exceptions. The ABL Agreement contained customary default provisions, which, if triggered, could result in acceleration of repayment of all amounts then outstanding. The ABL Agreement also required the Company to satisfy and maintain a fixed charge coverage ratio of not less than 1.0 to 1.0 (i) in the event that availability under the ABL Agreement is less than the greater of (a) 15% of the “line cap” (which is the lesser of the maximum revolver amount and the borrowing base) and effective July 28, 2025, (b) approximately \$11.3 million; (ii) to complete certain specified transactions; or (iii) if an event of default has occurred and is continuing.

As of December 31, 2025, the Company had no borrowings outstanding under the ABL Agreement and \$12.3 million of outstanding letters of credit. As of December 31, 2025, the Company was in compliance with its debt covenants under the ABL Agreement.

As further discussed in Note 16, “Subsequent Event,” on January 28, 2026 the Company entered into an amended and restated cash-flow based credit agreement, providing for aggregate lender commitments of up to: \$75.0 million under a revolving credit facility and \$50.0 million under a multi-draw term loan facility. This amended and restated credit agreement replaced the ABL Facility and ABL Agreement.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

2026 Notes

The Company issued \$135.0 million aggregate principal amount of its 4.75% convertible senior notes due 2026 (the “2026 Notes”) pursuant to an indenture, dated as of March 19, 2021 (the “2026 Indenture”), between the Company and Computershare Trust Company, National Association, as successor trustee.

The following table provides a summary of the Company's purchases of outstanding 2026 Notes during the years ended December 31, 2025 and 2024, with non-cash gains (losses) reported within other income, net (in thousands):

	Principal Amount	Carrying Value of Liability	Cash Paid	Non-cash Pre-tax Gains (Losses)
Year Ended December 31, 2025	70,766	70,560	70,440	120
Year Ended December 31, 2024	11,500	11,361	10,846	515

The outstanding 2026 Notes bear interest at a rate of 4.75% per year and will mature on April 1, 2026, unless earlier repurchased, redeemed or converted. Interest is payable semi-annually in arrears on April 1 and October 1 of each year. Additional interest and special interest may accrue on the 2026 Notes under certain circumstances as described in the 2026 Indenture. The conversion rate is 95.3516 shares of the Company’s common stock per \$1,000 principal amount of the 2026 Notes (equivalent to a conversion price of \$10.49 per share of common stock). The conversion rate, and thus the conversion price, may be adjusted under certain circumstances as described in the 2026 Indenture. The Company’s intent is to repay the principal amount of the 2026 Notes in cash and settle the conversion feature (if any) in shares of the Company’s common stock. As of December 31, 2025, none of the conditions allowing holders of the 2026 Notes to convert, or requiring the Company to repurchase the 2026 Notes, had been met.

7. Operating Leases

Operating Lease Assets

The following table presents the carry value of operating lease assets in the Company’s consolidated balance sheets as of December 31, 2025 and 2024 (in thousands):

	2025	2024
Operating lease assets, net	\$ 12,731	\$ 19,537

Operating lease asset additions are offset by a corresponding increase to operating lease liabilities and do not impact the consolidated statement of cash flows at commencement. The non-cash effect of operating lease additions in 2025, 2024 and 2023 totaled \$3.5 million, \$1.1 million and \$1.3 million, respectively.

The following table provides details regarding the components of operating lease expense based on the initial term of underlying agreements for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	2025	2024	2023
Operating lease expense components:			
Leases with initial term of greater than 12 months	\$ 7,767	\$ 8,588	\$ 8,481
Leases with initial term of 12 months or less	3,028	4,159	4,852
Total operating lease expense	<u>\$ 10,795</u>	<u>\$ 12,747</u>	<u>\$ 13,333</u>

The Completion and Production Services and Downhole Technologies segments recognized non-cash operating lease asset impairment charges of \$1.3 million and \$1.0 million, respectively, in 2025 and \$3.3 million and \$0.5 million, respectively, in 2024 associated with the closure of certain leased facilities.

As further discussed in Note 2, “Summary of Significant Accounting Policies,” during 2025 the Company also assessed the carrying value of the long-lived assets of an asset group within the Downhole Technologies segment. As a result of this assessment, the segment recognized non-cash impairment charges of \$2.1 million related to operating lease assets.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

Operating Lease Liabilities

The following table provides the scheduled maturities of operating lease liabilities as of December 31, 2025 (in thousands):

2026	\$	8,201
2027		6,084
2028		3,719
2029		2,483
2030		1,349
Thereafter		—
Total lease payments		<u>21,836</u>
Less: Imputed interest		<u>(1,896)</u>
Present value of operating lease liabilities		19,940
Less: Current portion		<u>(7,286)</u>
Total long-term operating lease liabilities	\$	<u><u>12,654</u></u>
Weighted-average remaining lease term (years)		3.3
Weighted-average discount rate		7 %

8. Stockholders' Equity

Common and Preferred Stock

The following table provides details with respect to the changes to the number of shares of common stock, \$0.01 par value, outstanding during 2025 and 2024 (in thousands):

	Issued	Treasury Stock	Outstanding
Shares of common stock outstanding – December 31, 2023	77,219	13,892	63,327
Restricted stock awards, net of forfeitures	1,387	—	1,387
Shares withheld for taxes on vesting of stock awards	—	411	(411)
Purchases of treasury stock	—	2,810	(2,810)
Shares of common stock outstanding – December 31, 2024	<u>78,606</u>	<u>17,113</u>	<u>61,493</u>
Restricted stock awards, net of forfeitures	1,933	—	1,933
Shares withheld for taxes on vesting of stock awards	—	461	(461)
Purchases of treasury stock	—	3,309	(3,309)
Shares of common stock outstanding – December 31, 2025	<u><u>80,539</u></u>	<u><u>20,883</u></u>	<u><u>59,656</u></u>

As of December 31, 2025 and December 31, 2024, the Company had 25,000,000 shares of preferred stock, \$0.01 par value, authorized, with no shares issued or outstanding.

In October 2024, the Company's Board of Directors terminated the Company's existing common stock repurchase program and replaced it with a new \$50.0 million authorization for the repurchase of the Company's common stock, par value \$0.01 per share, through October 2026. Subject to applicable securities laws, such purchases will be at such times and in such amounts as the Company deems appropriate.

During the year ended December 31, 2025, the Company purchased 3.3 million shares of common stock under the program at a total cost of \$16.6 million. The amount remaining under the Company's share repurchase authorization as of December 31, 2025 was \$24.7 million.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, reported as a component of stockholders' equity, primarily relates to fluctuations in currency exchange rates against the U.S. dollar as used to translate certain of the international operations of the Company's operating segments. Accumulated other comprehensive loss decreased from \$79.5 million at December 31, 2024 to \$66.3 million at December 31, 2025. For the years ended December 31, 2025 and 2024, currency translation adjustments recognized as a component of other comprehensive income (loss) were primarily attributable to the United Kingdom and Brazil.

During the year ended December 31, 2025, the exchange rates for the British pound and the Brazilian real strengthened by 7% and 13%, respectively, compared to the U.S. dollar, contributing to other comprehensive income of \$13.3 million. During the year ended December 31, 2024, the exchange rates for the British pound and the Brazilian real weakened by 1% and 22%, respectively, contributing to other comprehensive loss of \$9.5 million.

9. Income Taxes

Consolidated income (loss) before income taxes for the years ended December 31, 2025, 2024 and 2023 consisted of the following (in thousands):

	2025	2024	2023
United States	\$ (133,022)	\$ (27,024)	\$ 3,793
Foreign	30,490	19,172	12,031
Total	<u>\$ (102,532)</u>	<u>\$ (7,852)</u>	<u>\$ 15,824</u>

The 2025 and 2024 U.S. losses before income taxes included non-cash asset impairment charges of \$121.1 million and \$24.6 million, respectively.

Components of income tax provision for the years ended December 31, 2025, 2024 and 2023 consisted of the following (in thousands):

	2025	2024	2023
Current:			
United States	\$ (626)	\$ —	\$ —
U.S. state	348	555	1,135
Foreign	6,538	5,207	1,572
	<u>6,260</u>	<u>5,762</u>	<u>2,707</u>
Deferred:			
United States	(735)	(1,822)	2,061
U.S. state	(68)	(281)	(721)
Foreign	1,388	(253)	(1,114)
	<u>585</u>	<u>(2,356)</u>	<u>226</u>
Total income tax provision	<u>\$ 6,845</u>	<u>\$ 3,406</u>	<u>\$ 2,933</u>

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

A reconciliation of the U.S. statutory income tax benefit to the total income tax provision for the year ended December 31, 2025 is as follows:

U.S. federal statutory income tax benefit	\$ (21,532)	21.0 %
Effect of cross-border tax laws	1,220	(1.2)%
Tax credits:		
U.S. foreign tax credits	1,641	(1.6)%
U.S. other	300	(0.3)%
Nontaxable or nondeductible items:		
Non-deductible compensation	1,480	(1.4)%
Other	1,124	(1.1)%
Changes in valuation allowances against tax assets	21,702	(21.2)%
Other	(770)	0.8 %
State income taxes, net of federal benefits ⁽¹⁾	182	(0.2)%
Foreign tax effects:		
United Kingdom	1,094	(1.1)%
Other foreign jurisdictions	404	(0.4)%
Total income tax provision	<u>\$ 6,845</u>	<u>(6.7)%</u>

(1) The primary drivers of state income taxes are current state taxes and return-to-accrual adjustments in Louisiana, Pennsylvania, and Texas.

A reconciliation of the U.S. statutory income tax provision (benefit) to the total income tax provision for the years ended 2024 and 2023 is as follows:

	2024	2023
U.S. federal statutory income tax provision (benefit)	\$ (1,649)	\$ 3,323
Impairment of goodwill	1,619	—
Effect of foreign income taxed at different rates	1,400	(425)
Foreign income subject to U.S. taxes	1,214	931
Utilization of U.S. foreign tax credits	(1,373)	(1,460)
State income taxes, net of federal benefits	502	962
Changes in valuation allowances against tax assets (see Note 15)	760	(2,010)
Non-deductible compensation	1,449	1,390
Other, net	(516)	222
Total income tax provision	<u>\$ 3,406</u>	<u>\$ 2,933</u>

Income taxes paid (net of refunds) by jurisdiction for the year ended December 31, 2025 are as follows (in thousands):

U.S. federal	\$ 40
U.S. state:	
Louisiana	462
Other	475
Total state	<u>937</u>
Foreign:	
Brazil	1,406
Canada	631
United Kingdom	2,881
Other	1,192
Total foreign	<u>6,110</u>
Total taxes paid, net	<u>\$ 7,087</u>

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

The significant items giving rise to the deferred tax assets and liabilities as of December 31, 2025 and 2024 are as follows (in thousands):

	2025	2024
Deferred tax assets:		
Foreign tax credit carryforwards	\$ 719	\$ 3,423
Net operating loss carryforwards	11,452	14,147
R&D credit carryforwards	3,487	3,880
Inventories	5,932	8,456
Operating lease liabilities	3,482	4,337
Employee benefits	5,295	4,292
Deferred revenue	18,790	8,088
Other	5,628	7,835
Gross deferred tax asset	54,785	54,458
Valuation allowance (see Note 15)	(42,560)	(22,088)
Net deferred tax asset	12,225	32,370
Deferred tax liabilities:		
Property, plant and equipment	(2,935)	(8,895)
Intangible assets	(8,438)	(21,009)
Operating lease assets	(1,905)	(3,108)
Other	(2,655)	(2,744)
Deferred tax liability	(15,933)	(35,756)
Net deferred tax liability	\$ (3,708)	\$ (3,386)
Balance sheet classification:		
Other non-current assets	\$ 2,057	\$ 1,964
Deferred tax liability	(5,765)	(5,350)
Net deferred tax liability	\$ (3,708)	\$ (3,386)

The Company had U.S. state NOL carryforwards as of December 31, 2025 totaling \$144.2 million, of which \$9.1 million were attributable to the acquired GEODynamics operations and subject to certain limitation provisions. As of December 31, 2025, the Company had NOL carryforwards related to certain of its international operations totaling \$17.1 million, of which \$6.1 million can be carried forward indefinitely and \$11.0 million expire between 2026 and 2045. As of December 31, 2025 and 2024, the Company had recorded valuation allowances of \$12.7 million and \$13.9 million, respectively, with respect to foreign and U.S. state NOL carryforwards.

As of December 31, 2025 and 2024, the Company's foreign tax credit carryforwards totaled \$0.7 million and \$3.4 million, respectively. During 2025 and 2024, \$0.4 million and \$4.3 million, respectively, of the Company's foreign tax credits expired, and the offsetting valuation allowances were reduced. The remaining foreign tax credits will expire, if unused, in varying amounts from 2028 to 2029. As of December 31, 2025 and 2024, the Company had recorded valuation allowances of \$0.7 million and \$3.4 million, respectively, with respect to foreign tax credit carryforwards.

As of December 31, 2025 and 2024, the Company's U.S. research and development tax credit carryforwards totaled \$3.5 million and \$3.9 million, respectively, which will expire, if unused, between 2032 and 2045. As of December 31, 2025 and 2024, the Company had recorded valuation allowances of \$3.5 million and \$2.0 million, respectively, with respect to research and development tax credit carryforwards.

As of December 31, 2025 and 2024, the Company had recorded valuation allowances against other U.S. deferred tax assets of \$25.7 million and \$2.7 million, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

The Company files tax returns in the jurisdictions in which they are required. These returns are subject to examination or audit and possible adjustment as a result of assessments by taxing authorities. The Company believes that it has recorded sufficient tax liabilities and does not expect that the resolution of any examination or audit of its tax returns will have a material adverse effect on its consolidated operating results, financial condition or liquidity.

Tax years subsequent to 2013 (except for 2016) remain open to U.S. federal tax audit. Foreign subsidiary federal tax returns subsequent to 2018 are subject to audit by various foreign tax authorities.

The total amount of unrecognized tax benefits as of December 31, 2025 and 2024 was nil. The Company accrues interest and penalties related to unrecognized tax benefits as a component of the Company's provision for income taxes. As of December 31, 2025 and 2024, the Company had no accrued interest expense or penalties.

10. Net Income (Loss) Per Share

The table below provides a reconciliation of the numerators and denominators of basic and diluted net income (loss) per share for the years ended December 31, 2025, 2024 and 2023 (in thousands, except per share amounts):

	2025	2024	2023
Numerators:			
Net income (loss)	\$ (109,377)	\$ (11,258)	\$ 12,891
Less: Income attributable to unvested restricted stock awards	—	—	(251)
Numerator for basic net income (loss) per share	<u>(109,377)</u>	<u>(11,258)</u>	<u>12,640</u>
Effect of dilutive securities:			
Unvested restricted stock awards	—	—	2
Numerator for diluted net income (loss) per share	<u>\$ (109,377)</u>	<u>\$ (11,258)</u>	<u>\$ 12,642</u>
Denominators:			
Weighted average number of common shares outstanding	60,834	63,497	63,934
Less: Weighted average number of unvested restricted stock awards outstanding	(2,137)	(1,493)	(1,244)
Denominator for basic net income (loss) per share	<u>58,697</u>	<u>62,004</u>	<u>62,690</u>
Effect of dilutive securities:			
Performance share units	—	—	462
Denominator for diluted net income (loss) per share	<u>58,697</u>	<u>62,004</u>	<u>63,152</u>
Net income (loss) per share:			
Basic	\$ (1.86)	\$ (0.18)	\$ 0.20
Diluted	(1.86)	(0.18)	0.20

Shares issuable upon conversion of the Company's 2026 Notes were excluded from each period due to, among other factors, the Company's share price.

11. Long-Term Incentive Compensation

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The fair value of service-based restricted stock awards is determined by the quoted market price of the Company's common stock on the date of grant. The resulting cost, net of estimated forfeitures, is recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period.

Stock-based compensation expense recognized during the years ended December 31, 2025, 2024 and 2023 totaled \$7.7 million, \$8.7 million and \$7.0 million, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

Restricted Stock Awards

The restricted stock program consists of a combination of service-based restricted stock and performance-based restricted stock. The number of performance-based restricted shares ultimately issued under the program is dependent upon achievement of predefined specific performance objectives based on the Company's cumulative EBITDA over a three-year period.

In the event the predefined targets are exceeded for any performance-based award, additional shares up to a maximum of 200% of the target award may be granted. Conversely, if actual performance falls below the predefined target, the number of shares vested is reduced. If the actual performance falls below the threshold performance level, no restricted shares will vest. Service-based restricted stock awards generally vest on a straight-line basis over a three-year term.

The following table presents changes in restricted stock awards and related information for the year ended December 31, 2025 (shares in thousands):

	Service-based Restricted Stock		Performance- and Service-based Stock Units		Total Number of Restricted Shares and Units
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Units	Weighted Average Grant Date Fair Value	
Unvested, December 31, 2024	1,513	\$ 6.72	1,033	\$ 6.73	2,546
Granted	1,573	5.32	297	5.31	1,870
Performance-based reduction ⁽¹⁾	—	—	(29)	9.11	(29)
Vested	(820)	6.61	(467)	6.53	(1,287)
Forfeited	(107)	5.76	—	—	(107)
Unvested, December 31, 2025	2,159	\$ 5.79	834	\$ 6.25	2,993

(1) Reflects a reduction in the number of shares issuable upon vesting of the 2023 performance-based stock awards, based on achievement level earned.

The total fair value of restricted stock awards that vested in 2025, 2024 and 2023 was \$5.4 million, \$4.9 million and \$4.7 million, respectively. As of December 31, 2025, there was \$8.8 million of total compensation costs related to unvested restricted stock awards not yet recognized, which is expected to be recognized over a weighted average vesting period of 1.6 years.

As of December 31, 2025, approximately 2.9 million shares were available for future grant under the Company's Amended and Restated Equity Participation Plan.

Long-Term Cash Incentive Awards

The Company issued conditional long-term cash incentive awards ("Cash Awards") with targeted values of \$1.4 million and \$1.5 million in 2025 and 2024, respectively. The performance measure for these Cash Awards is relative total stockholder return compared to a peer group of companies measured over a three-year period. The ultimate dollar amount to be awarded for each annual grant ranges from zero to a maximum of \$2.9 million for the 2025 awards and from zero to a maximum of \$3.1 million for the 2024 awards, limited to the targeted award value if the Company's total stockholder return is negative over the respective performance period. Obligations related to these Cash Awards are classified as liabilities and recognized over the vesting period.

12. Retirement Plans

Defined Contribution Plans

The Company sponsors defined contribution plans, including a 401(k) retirement savings plan (the "401(k) Plan"). Participation in these plans is available to substantially all employees. The Company recognized expenses of \$5.7 million, \$6.3 million and \$7.0 million primarily related to matching contributions under its various defined contribution plans during the years ended December 31, 2025, 2024 and 2023, respectively.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Deferred Compensation Plan

The Company also maintains a nonqualified deferred compensation plan (the “Deferred Compensation Plan”) that permits eligible directors and employees to elect to defer the receipt of all or a portion of their directors’ fees or salary and annual bonuses. The Deferred Compensation Plan permits the Company to make discretionary contributions to an employee’s account. Since inception of the plan, this discretionary contribution provision has been limited to a matching of the employee’s contributions on a basis equivalent to matching permitted under the Company’s 401(k) Plan, but not subject to the IRS limitations on match-eligible compensation. The vesting of Company contributions to participant accounts is equivalent to the vesting requirements of the Company’s 401(k) Plan. The assets of the Deferred Compensation Plan are held in a Rabbi Trust (the “Trust”) and, therefore, are available to satisfy the claims of the Company’s creditors in the event of bankruptcy or insolvency of the Company. Participants have the ability to direct the plan administrator to invest the assets in their individual accounts, including any discretionary contributions made by the Company, in a selection of funds consistent with those in the Company’s 401(k) Plan. Distributions from the Deferred Compensation Plan are made in cash based upon the participants’ specific deferral payment elections. As of December 31, 2025, Trust assets totaled \$22.6 million and amounts payable to plan participants totaled \$23.8 million, which are classified as “other noncurrent assets” and “other noncurrent liabilities,” respectively, in the Company’s consolidated balance sheet. The fair value of the investments held by the Trust was based on quoted market prices in active markets (a Level 1 fair value measurement).

13. Segments and Related Information

The Company’s three reportable segments represent strategic components that are managed separately as each business requires different technologies and marketing strategies. The Company’s chief operating decision maker (“CODM”) is its President and Chief Executive Officer. The CODM uses segment operating income (loss) to assess segment performance and enable decisions regarding strategic initiatives, capital investments and personnel across the three segments. Accounting policies of the segments are the same as those described in the summary of significant accounting policies.

The Offshore Manufactured Products segment designs, manufactures and markets capital equipment utilized on floating production systems, subsea pipeline infrastructure, and offshore drilling rigs and vessels, along with short-cycle and other products. Driven principally by longer-term customer investments for offshore oil and natural gas projects, project-driven product revenues include flexible bearings, advanced connector systems, high-pressure riser systems, managed pressure drilling systems, deepwater mooring systems, cranes, subsea pipeline products and blow-out preventer stack integration. Other products manufactured and offered by the segment include a variety of products for use in industrial, military, alternative energy and other applications outside the oil and gas industry. The segment also offers a broad line of complementary, value-added services including specialty welding, fabrication, cladding and machining services, offshore installation services, and inspection and repair services.

The Completion and Production Services segment provides a broad range of equipment and services that are used to establish and maintain the flow of oil and natural gas from a well throughout its life cycle. In this segment, operations primarily include completion-focused equipment and services and, to a much lesser extent, land drilling services in the United States (prior to the sale of its remaining drilling rigs in August 2024). The segment provides solutions to its customers using its completion tools and highly-trained personnel throughout its service offerings which include wireline support, frac stacks, isolation tools, downhole and extended reach activity, isolation tools (prior to the exit of the service offering in the fourth quarter of 2025) and well testing and flowback operations (prior to the exit of the services offering in the third quarter of 2024).

The Downhole Technologies segment primarily provides oil and gas perforation systems and downhole tools in support of completion, intervention, wireline and well abandonment operations. This segment designs, manufactures and markets its consumable engineered products to oilfield service as well as exploration and production companies, which are completing complex wells with longer lateral lengths, increased frac stages and more perforation clusters to increase unconventional well productivity.

Corporate information includes corporate expenses, such as those related to corporate governance, stock-based compensation and other infrastructure support, as well as impacts from corporate-wide decisions for which individual operating units are not evaluated.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)**

Financial information by operating segment for each of the three years ended December 31, 2025, 2024 and 2023, is summarized in the following tables (in thousands):

	Year Ended December 31, 2025				
	Offshore Manufactured Products ⁽¹⁾	Completion and Production Services ⁽²⁾	Downhole Technologies ⁽³⁾	Corporate ⁽⁴⁾	Total
Revenues	\$ 431,093	\$ 114,548	\$ 123,347	\$ —	\$ 668,988
Costs and expenses:					
Cost of revenues (exclusive of depreciation and amortization expense presented below)	308,701	93,760	133,273	—	535,734
Selling, general and administrative expense	36,453	6,870	7,580	39,522	90,425
Depreciation and amortization expense	15,210	16,756	15,047	426	47,439
Long-lived and other asset impairments ⁽⁵⁾	—	1,307	91,939	7,075	100,321
Other operating (income) loss, net	1,565	(8,160)	(165)	(200)	(6,960)
	<u>361,929</u>	<u>110,533</u>	<u>247,674</u>	<u>46,823</u>	<u>766,959</u>
Operating income (loss)	<u>\$ 69,164</u>	<u>\$ 4,015</u>	<u>\$ (124,327)</u>	<u>\$ (46,823)</u>	<u>\$ (97,971)</u>
Capital expenditures	\$ 17,613	\$ 11,722	\$ 1,621	\$ 235	\$ 31,191
Total assets (as of December 31)	546,839	100,869	148,595	87,128	883,431

- (1) Operating income included \$1.6 million of facility consolidation and other charges.
- (2) Operating income included \$10.8 million of asset impairment, facility consolidation and exit, and other charges.
- (3) Operating loss included \$113.0 million of asset impairment and other charges.
- (4) Operating loss included \$7.4 million of asset impairment and other charges.
- (5) See Note 3 “Asset Impairments and Other Charges and Credits” for further discussion of these and other charges.

	Year Ended December 31, 2024				
	Offshore Manufactured Products ⁽¹⁾	Completion and Production Services ⁽²⁾	Downhole Technologies ⁽³⁾	Corporate ⁽⁴⁾	Total
Revenues	\$ 397,900	\$ 163,902	\$ 130,786	\$ —	\$ 692,588
Costs and expenses:					
Cost of revenues (exclusive of depreciation and amortization expense presented below)	279,754	141,393	115,054	—	536,201
Selling, general and administrative expense	37,029	10,813	9,427	37,740	95,009
Depreciation and amortization expense	15,205	22,143	16,808	552	54,708
Long-lived and other asset impairments ⁽⁵⁾	—	14,067	10,487	—	24,554
Other operating (income) loss, net	633	(1,289)	(86)	(15,453)	(16,195)
	<u>332,621</u>	<u>187,127</u>	<u>151,690</u>	<u>22,839</u>	<u>694,277</u>
Operating income (loss)	<u>\$ 65,279</u>	<u>\$ (23,225)</u>	<u>\$ (20,904)</u>	<u>\$ (22,839)</u>	<u>\$ (1,689)</u>
Capital expenditures	\$ 18,428	\$ 17,920	\$ 1,140	\$ 20	\$ 37,508
Total assets (as of December 31)	510,374	152,485	265,240	77,009	1,005,108

- (1) Operating income included \$3.4 million of facility consolidation and other charges.
- (2) Operating loss included \$24.3 million of asset impairment, facility consolidation and exit, patent defense and other charges.
- (3) Operating loss included \$10.6 million of asset impairment and other charges.
- (4) Operating loss included a net gain of \$15.3 million associated with the sale of a previously idled facility.
- (5) See Note 3 “Asset Impairments and Other Charges and Credits” for further discussion of these and other charges.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Year Ended December 31, 2023

	Offshore Manufactured Products ⁽¹⁾	Completion and Production Services ⁽²⁾	Downhole Technologies ⁽³⁾	Corporate	Total
Revenues	\$ 381,711	\$ 242,633	\$ 157,939	\$ —	\$ 782,283
Costs and expenses:					
Cost of revenues (exclusive of depreciation and amortization expense presented below)	274,591	196,158	136,139	—	606,888
Selling, general and administrative expense	34,430	9,417	9,457	40,881	94,185
Depreciation and amortization expense	16,357	25,318	18,467	636	60,778
Other operating (income) loss, net	44	(2,141)	(250)	(385)	(2,732)
	325,422	228,752	163,813	41,132	759,119
Operating income (loss)	\$ 56,289	\$ 13,881	\$ (5,874)	\$ (41,132)	\$ 23,164
Capital expenditures	\$ 9,235	\$ 19,125	\$ 1,825	\$ 468	\$ 30,653
Total assets	521,923	191,630	278,151	54,782	1,046,486

(1) Operating income included \$2.5 million of facility consolidation and other charges.

(2) Operating income included \$0.6 million in costs associated with the defense of certain patents.

(3) Operating loss included \$3.2 million in provisions for excess and obsolete inventories.

See Note 2, “Summary of Significant Accounting Policies,” Note 3, “Asset Impairments and Other Charges and Credits,” Note 4, “Details of Selected Balance Sheet Accounts,” and Note 7, “Operating Leases” for further discussion of these and other charges and benefits.

No customer individually accounted for greater than 10% of the Company’s 2025, 2024 or 2023 consolidated revenues or individually accounted for greater than 10% of the Company’s consolidated accounts receivable as of December 31, 2025.

The Company’s Offshore Manufactured Products segment has numerous facilities around the world that generate both product and service revenues, and it is common for the segment to provide both installation and other services for products it manufactures. While substantially all depreciation and amortization expense for the Offshore Manufactured Products segment relates to cost of revenues, it does not segregate or capture depreciation or amortization expense between product and service cost. For the Downhole Technologies segment, substantially all depreciation and amortization expense relates to cost of products while substantially all depreciation and amortization expense for the Completion and Production Services segment relates to cost of services. Operating income (loss) excludes equity in net income of unconsolidated affiliates, which is immaterial and not reported separately herein.

The following tables provide supplemental disaggregated revenue from contracts with customers by operating segment for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	Offshore Manufactured Products			Completion and Production Services			Downhole Technologies		
	2025	2024	2023	2025	2024	2023	2025	2024	2023
Project-driven:									
Products	\$275,288	\$232,867	\$235,080	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Services	115,351	123,906	112,742	—	—	—	—	—	—
Total project-driven	390,639	356,773	347,822	—	—	—	—	—	—
Military and other products	40,454	41,127	33,889	—	—	—	—	—	—
Short-cycle products and services	—	—	—	114,548	163,902	242,633	123,347	130,786	157,939
	<u>\$431,093</u>	<u>\$397,900</u>	<u>\$381,711</u>	<u>\$114,548</u>	<u>\$163,902</u>	<u>\$242,633</u>	<u>\$123,347</u>	<u>\$130,786</u>	<u>\$157,939</u>

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Financial information by geographic location for the years ended December 31, 2025, 2024 and 2023, is summarized below (in thousands). Revenues are attributable to countries based on the location of the entity selling the products or performing the services and include export sales. Long-lived assets are attributable to countries based on the physical location of the operations and its operating assets and do not include intercompany receivable balances.

	United States	United Kingdom	Singapore	Other	Total
2025					
Revenues from unaffiliated customers	\$ 410,564	\$ 120,124	\$ 54,131	\$ 84,169	\$ 668,988
Long-lived assets	216,696	79,519	24,281	38,596	359,092
2024					
Revenues from unaffiliated customers	\$ 484,945	\$ 103,814	\$ 38,835	\$ 64,994	\$ 692,588
Long-lived assets	354,487	75,014	16,090	36,388	481,979
2023					
Revenues from unaffiliated customers	\$ 594,808	\$ 81,643	\$ 48,131	\$ 57,701	\$ 782,283
Long-lived assets	407,457	79,607	6,485	41,687	535,236

14. Commitments and Contingencies

The Company is a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning its commercial operations, products, employees and other matters. Although the Company can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on the Company, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise covered by insurance, will not have a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

15. Valuation Allowances

Activity in the valuation accounts was as follows (in thousands):

	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions (net of recoveries)	Translation and Other, Net	Balance at End of Period
Year Ended December 31, 2025:					
Allowance for doubtful accounts receivable	\$ 2,614	\$ 650	\$ (820)	\$ 346	\$ 2,790
Allowance for excess or obsolete inventory	38,974	1,551	(8,329)	(2,061)	30,135
Valuation allowance on deferred tax assets ⁽¹⁾	22,088	21,702	(1,329)	99	42,560
Year Ended December 31, 2024:					
Allowance for doubtful accounts receivable	\$ 4,497	\$ 933	\$ (2,792)	\$ (24)	\$ 2,614
Allowance for excess or obsolete inventory	41,745	3,108	(5,804)	(75)	38,974
Valuation allowance on deferred tax assets ⁽²⁾	29,638	760	(8,023)	(287)	22,088
Year Ended December 31, 2023:					
Allowance for doubtful accounts receivable	\$ 5,226	\$ (336)	\$ (428)	\$ 35	\$ 4,497
Allowance for excess or obsolete inventory	37,681	5,229	(1,437)	272	41,745
Valuation allowance on deferred tax assets ⁽³⁾	36,749	(2,010)	(5,020)	(81)	29,638

(1) As further discussed in Note 9, "Income Taxes," the \$1.3 million reduction in the valuation allowance on deferred tax assets in 2025 was primarily attributable to reductions in other deferred tax assets and the expiration of foreign tax credits.

(2) As further discussed in Note 9, "Income Taxes," the \$8.0 million reduction in the valuation allowance on deferred tax assets in 2024 was primarily attributable to the expiration of foreign tax credit carryforwards as well as reductions in other deferred tax assets.

(3) As further discussed in Note 9, "Income Taxes," the \$5.0 million reduction in the valuation allowance on deferred tax assets in 2023 was primarily attributable to the expiration of foreign tax credit carryforwards.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

16. Subsequent Event

On January 28, 2026, the Company entered into an amended and restated credit agreement (the “Cash Flow Credit Agreement”) among the Company, Wells Fargo Bank, National Association as administrative agent and the lenders and other financial institutions from time to time party thereto. The Cash Flow Credit Agreement amends and restates in its entirety the ABL Agreement discussed in Note 6, “Long-term Debt.” The Cash Flow Credit Agreement provides for credit facilities with total commitments of \$125.0 million, consisting of a \$75.0 million revolving credit facility (including a \$40.0 million sub-limit for the issuance of letters of credit) and a \$50.0 million multi-draw term loan facility, which is available through July 28, 2026, with each credit facility maturing on January 28, 2030. Commitments under the Revolving Credit Facility may be increased, at the Company’s option and under certain conditions, by up to an additional \$50.0 million in the aggregate.

As of February 20, 2026, the Company had no borrowings outstanding under the Cash Flow Credit Agreement and \$12.1 million of outstanding letters of credit, leaving \$112.9 million available to be drawn.

Borrowings under the Cash Flow Credit Agreement bear interest at a rate equal to Term SOFR plus a margin of 2.50% to 3.50%, or at a base rate plus a margin of 1.50% to 2.50%, in each case based on total net leverage ratio (as defined below). The Company must also pay a commitment fee of 0.375% to 0.500% per annum on unused commitments under the Cash Flow Credit Facilities based on the Consolidated Total Net Leverage Ratio (as defined in the Cash Flow Credit Agreement).

The Cash Flow Credit Agreement contains customary financial covenants and restrictions. Specifically, the Company must maintain an interest coverage ratio, defined as the ratio of Consolidated EBITDA to Consolidated Interest Expense (as defined in the Cash Flow Credit Agreement), of not less than 3.00 to 1.00 and a total net leverage ratio, defined as the ratio of total net debt to Consolidated EBITDA, of no more than 2.50 to 1.00, provided that under certain circumstances that maintenance requirement shall be for a total net leverage ratio of no more than 3.25 to 1.00, subject to the Company being required to satisfy and maintain a senior secured net leverage ratio, defined as the ratio of senior secured net debt to Consolidated EBITDA, of no more than 2.00 to 1.00.

Each of the factors considered in the calculation of these ratios are defined in the Cash Flow Credit Agreement. Consolidated EBITDA and Consolidated Interest Expense, as defined in the Cash Flow Credit Agreement, exclude goodwill, intangible and fixed asset impairments, losses on extinguishment of debt, debt discount amortization, stock-based compensation expense and other non-cash charges.

Borrowings under the Cash Flow Credit Agreement are secured by a pledge of substantially all of the Company’s and the guarantors’ assets located in the United States and the stock of certain foreign subsidiaries. The Cash Flow Credit Agreement also contains negative covenants that limit the Company’s ability to borrow additional funds, encumber assets, pay dividends, sell assets and enter into other significant transactions. Under the Cash Flow Credit Agreement, the occurrence of specified change of control events involving the Company would constitute an event of default that would permit the banks to, among other things, accelerate the maturity of the facility and cause it to become immediately due and payable in full.

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