

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

Form 10-Q

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

For the Quarterly Period Ended June 30, 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 Number 001-35504

FORUM ENERGY TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

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

61-1488595

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

10344 Sam Houston Park Drive Suite 300 Houston Texas 77064
(Address of Principal Executive Offices) (Zip Code)

(281) 949-2500

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	FET	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§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, 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	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

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

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

As of August 1, 2025, there were 11,903,276 common shares outstanding.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Forum Energy Technologies, Inc. and Subsidiaries Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

(in thousands, except per share information)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue	\$ 199,764	\$ 205,209	\$ 393,043	\$ 407,601
Cost of sales	140,408	142,136	275,326	280,769
Gross profit	59,356	63,073	117,717	126,832
Operating expenses				
Selling, general and administrative expenses	51,185	53,691	100,568	108,357
Transaction expenses	184	1,228	235	7,149
Gain on sale-leaseback transactions	(6,903)	—	(6,903)	—
Loss on disposal of assets and other	207	220	330	192
Total operating expenses	44,673	55,139	94,230	115,698
Operating income	14,683	7,934	23,487	11,134
Other expense (income)				
Interest expense	4,706	8,659	9,689	17,419
Foreign exchange losses (gains) and other, net	(3,942)	3,006	(5,010)	4,233
Loss on extinguishment of debt	—	463	—	463
Total other expense	764	12,128	4,679	22,115
Income (loss) before income taxes	13,919	(4,194)	18,808	(10,981)
Income tax expense	6,219	2,502	9,986	6,030
Net income (loss)	<u>\$ 7,700</u>	<u>\$ (6,696)</u>	<u>\$ 8,822</u>	<u>\$ (17,011)</u>
Weighted average shares outstanding				
Basic	12,350	12,330	12,327	12,266
Diluted	12,554	12,330	12,542	12,266
Earnings (loss) per share				
Basic	\$ 0.62	\$ (0.54)	\$ 0.72	\$ (1.39)
Diluted	\$ 0.61	\$ (0.54)	\$ 0.70	\$ (1.39)
Other comprehensive income (loss), net of tax of \$0:				
Net income (loss)	\$ 7,700	\$ (6,696)	\$ 8,822	\$ (17,011)
Change in foreign currency translation	8,929	621	9,413	(183)
Gain (loss) on pension liability	75	(5)	111	(20)
Comprehensive income (loss)	<u>\$ 16,704</u>	<u>\$ (6,080)</u>	<u>\$ 18,346</u>	<u>\$ (17,214)</u>

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

Forum Energy Technologies, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)

(in thousands, except share information)	June 30, 2025	December 31, 2024
Assets		
Current assets		
Cash and cash equivalents	\$ 38,967	\$ 44,661
Accounts receivable—trade, net of allowances of \$9,182 and \$9,529	155,045	153,926
Inventories, net	260,030	265,487
Prepaid expenses and other current assets	19,058	19,179
Costs and estimated profits in excess of billings	14,533	11,632
Accrued revenue	99	752
Total current assets	487,732	495,637
Property and equipment, net of accumulated depreciation	58,000	63,421
Operating lease assets	77,793	70,389
Deferred financing costs, net	1,867	2,154
Goodwill	65,222	61,653
Intangible assets, net	103,685	109,230
Deferred income taxes, net	13,031	11,445
Other long-term assets	2,803	2,025
Total assets	<u>\$ 810,133</u>	<u>\$ 815,954</u>
Liabilities and equity		
Current liabilities		
Current portion of long-term debt	\$ 1,661	\$ 1,866
Accounts payable—trade	106,084	109,651
Accrued liabilities	70,488	77,239
Deferred revenue	12,011	8,584
Billings in excess of costs and profits recognized	12,020	4,516
Total current liabilities	202,264	201,856
Long-term debt, net of current portion	157,664	186,525
Deferred income taxes, net	22,465	23,678
Operating lease liabilities	80,218	73,145
Other long-term liabilities	13,302	10,850
Total liabilities	475,913	496,054
Commitments and contingencies		
Equity		
Common stock, \$0.01 par value, 29,600,000 and 14,800,000 shares authorized, 13,191,488 and 12,999,246 shares issued	132	130
Additional paid-in capital	1,422,138	1,419,871
Treasury stock at cost, 1,039,623 and 708,900 shares	(148,352)	(142,057)
Retained deficit	(825,975)	(834,797)
Accumulated other comprehensive loss	(113,723)	(123,247)
Total equity	334,220	319,900
Total liabilities and equity	<u>\$ 810,133</u>	<u>\$ 815,954</u>

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

Forum Energy Technologies, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in thousands)	Six Months Ended June 30,	
	2025	2024
Cash flows from operating activities		
Net income (loss)	\$ 8,822	\$ (17,011)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation expense	7,303	8,224
Amortization of intangible assets	10,748	19,645
Inventory write down	760	1,821
Stock-based compensation expense	3,590	3,104
Loss on extinguishment of debt	—	463
Deferred income taxes	(3,670)	(2,272)
Gain on sale-leaseback transactions	(6,903)	—
Other	1,041	3,380
Changes in operating assets and liabilities		
Accounts receivable—trade	2,504	5,854
Inventories	9,995	18,769
Prepaid expenses and other current assets	1,395	6,092
Cost and estimated profit in excess of billings	(2,444)	621
Accounts payable, deferred revenue and other accrued liabilities	(15,060)	(20,636)
Billings in excess of costs and profits recognized	7,018	19
Net cash provided by operating activities	25,099	28,073
Cash flows from investing activities		
Capital expenditures for property and equipment	(3,061)	(4,408)
Proceeds from sale of property and equipment	57	18
Payments related to business acquisition, net of cash acquired	—	(150,086)
Proceeds from sale-leaseback transactions	8,028	—
Net cash provided by (used in) investing activities	5,024	(154,476)
Cash flows from financing activities		
Borrowings on Credit Facility	271,326	386,178
Repayments on Credit Facility	(299,360)	(313,397)
Cash paid to repurchase 2025 Notes	—	(12,996)
Proceeds from issuance of Seller Term Loan	—	59,677
Payment of capital lease obligations	(732)	(394)
Deferred financing costs	(914)	(3,070)
Repurchases of stock	(6,295)	—
Payment of withheld taxes on stock-based compensation plans	(1,321)	(1,090)
Net cash provided by (used in) financing activities	(37,296)	114,908
Effect of exchange rate changes on cash	1,479	(2,844)
Net decrease in cash, cash equivalents and restricted cash	(5,694)	(14,339)
Cash, cash equivalents and restricted cash at beginning of period	44,661	46,165
Cash, cash equivalents and restricted cash at end of period	<u>\$ 38,967</u>	<u>\$ 31,826</u>
Supplemental cash flow disclosures		
Cash paid for interest	\$ 9,025	\$ 13,682
Cash paid for income taxes	11,321	13,908
Noncash activities		
Operating lease assets obtained in exchange for lease obligations	\$ 12,230	\$ 3,087
Finance lease assets obtained in exchange for lease obligations	376	1,171
Accrued purchases of property and equipment	431	1,050
Stock issuance related to business acquisition	—	44,220
Liability awards converted to shares settled	—	337

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

Forum Energy Technologies, Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)

Six Months Ended June 30, 2025

(in thousands)	Common stock	Additional paid-in capital	Treasury stock	Retained deficit	Accumulated other comprehensive income / (loss)	Total equity
Balance at December 31, 2024	\$ 130	\$ 1,419,871	\$ (142,057)	\$ (834,797)	\$ (123,247)	\$ 319,900
Stock-based compensation expense	—	1,818	—	—	—	1,818
Restricted stock issuance, net of forfeitures	2	(1,323)	—	—	—	(1,321)
Treasury stock	—	—	(1,997)	—	—	(1,997)
Currency translation adjustment	—	—	—	—	484	484
Change in pension liability	—	—	—	—	36	36
Net income	—	—	—	1,122	—	1,122
Balance at March 31, 2025	\$ 132	\$ 1,420,366	\$ (144,054)	\$ (833,675)	\$ (122,727)	\$ 320,042
Stock-based compensation expense	—	1,772	—	—	—	1,772
Treasury stock	—	—	(4,298)	—	—	(4,298)
Currency translation adjustment	—	—	—	—	8,929	8,929
Change in pension liability	—	—	—	—	75	75
Net income	—	—	—	7,700	—	7,700
Balance at June 30, 2025	\$ 132	\$ 1,422,138	\$ (148,352)	\$ (825,975)	\$ (113,723)	\$ 334,220

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

Forum Energy Technologies, Inc. and subsidiaries
Condensed Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)

Six Months Ended June 30, 2024

(in thousands)	Common stock	Additional paid-in capital	Treasury stock	Retained deficit	Accumulated other comprehensive income / (loss)	Total equity
Balance at December 31, 2023	\$ 109	\$ 1,369,288	\$ (142,057)	\$ (699,471)	\$ (115,236)	\$ 412,633
Stock-based compensation expense	—	1,573	—	—	—	1,573
Restricted stock issuance, net of forfeitures	1	(1,091)	—	—	—	(1,090)
Stock issuance related to business acquisition	20	44,200	—	—	—	44,220
Currency translation adjustment	—	—	—	—	(804)	(804)
Change in pension liability	—	—	—	—	(15)	(15)
Net loss	—	—	—	(10,315)	—	(10,315)
Balance at March 31, 2024	\$ 130	\$ 1,413,970	\$ (142,057)	\$ (709,786)	\$ (116,055)	\$ 446,202
Stock-based compensation expense	—	1,531	—	—	—	1,531
Liability awards converted to share settled	—	337	—	—	—	337
Currency translation adjustment	—	—	—	—	621	621
Change in pension liability	—	—	—	—	(5)	(5)
Net loss	—	—	—	(6,696)	—	(6,696)
Balance at June 30, 2024	\$ 130	\$ 1,415,838	\$ (142,057)	\$ (716,482)	\$ (115,439)	\$ 441,990

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

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

1. Organization and Basis of Presentation

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

Basis of Presentation

The Company's accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions have been eliminated in consolidation.

In management's opinion, all adjustments, consisting of normal recurring adjustments, necessary for the fair statement of the Company's financial position, results of operations and cash flows have been included. Operating results for the three and six months ended June 30, 2025 are not necessarily indicative of the results that may be expected for the year ending December 31, 2025 or any other interim period.

These interim financial statements are unaudited and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial reporting. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America (“U.S. GAAP”) for complete consolidated financial statements and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2024, which are included in the Company's 2024 Annual Report on Form 10-K filed with the SEC on March 3, 2025.

Common Stock

On May 9, 2025, the Company's stockholders approved an amendment to the Company's Third Amended and Restated Certificate of Incorporation to increase the Company's authorized shares of common stock from 14.8 million shares to 29.6 million shares.

2. Recent Accounting Pronouncements

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

Accounting Standards Issued But Not Yet Adopted

Income Taxes (Topic 740). In December 2023, FASB issued ASU 2023-09, which improves income tax disclosures. This update is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. This update should be applied prospectively but retrospective application is permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

Disaggregation of Income Statement Expenses (Subtopic 220-40). In November 2024, FASB issued ASU 2024-03 to improve financial reporting by requiring entities to disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods. This update is effective for fiscal years beginning after December 15, 2026. Early adoption is permitted, and this update may be applied either prospectively or retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

3. Revenue

Revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to receive in exchange for those goods or services. For a detailed discussion of our revenue recognition policies, refer to the Company's 2024 Annual Report on Form 10-K.

Disaggregated Revenue

Refer to Note 9 *Business Segments* for disaggregated revenue by product line and geography.

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

Contract Balances

Contract balances are determined on a contract by contract basis. Contract assets represent revenue recognized for goods and services provided to our customers when payment is conditioned on something other than the passage of time. Similarly, the Company records a contract liability when we receive consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract. Such contract liabilities typically result from billings in excess of costs incurred on construction contracts and advance payments received on product sales.

The following table reflects the changes in our contract assets and contract liabilities balances for the six months ended June 30, 2025 (in thousands):

	June 30, 2025	December 31, 2024	Increase	
			\$	%
Accrued revenue	\$ 99	\$ 752		
Costs and estimated profits in excess of billings	14,533	11,632		
Contract assets	\$ 14,632	\$ 12,384	\$ 2,248	18 %
Deferred revenue	\$ 12,011	\$ 8,584		
Billings in excess of costs and profits recognized	12,020	4,516		
Contract liabilities	\$ 24,031	\$ 13,100	\$ 10,931	83 %

During the six months ended June 30, 2025, our contract assets increased by \$2.2 million and our contract liabilities increased \$10.9 million primarily due to the timing of milestone billings for projects in our Subsea product line.

During the six months ended June 30, 2025, we recognized \$8.5 million of revenue that was included in the contract liabilities balance at the beginning of the period.

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

4. Inventories

The Company's significant components of inventory at June 30, 2025 and December 31, 2024 were as follows (in thousands):

	June 30, 2025	December 31, 2024
Raw materials and parts	\$ 99,470	\$ 99,185
Work in process	29,179	27,880
Finished goods	166,415	174,114
Total inventories	295,064	301,179
Less: inventory reserve	(35,034)	(35,692)
Inventories, net	\$ 260,030	\$ 265,487

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

5. Goodwill and Intangible Assets

Goodwill

The changes in the carrying amount of goodwill from December 31, 2024 to June 30, 2025, were as follows (in thousands):

	Artificial Lift and Downhole
Goodwill, December 31, 2024	\$ 61,653
Impact on non-U.S. local currency translation	3,569
Goodwill, June 30, 2025	<u>\$ 65,222</u>

Goodwill is not amortized and is tested for impairment at least annually or when events and circumstances indicate that fair value may be below its carrying value.

Intangible Assets

Intangible assets consisted of the following as of June 30, 2025 and December 31, 2024, respectively (in thousands):

	June 30, 2025			
	Gross Carrying Amount	Accumulated Amortization	Net Intangibles	Amortization Period (In Years)
Customer relationships	\$ 222,157	\$ (135,571)	\$ 86,586	2 - 15
Patents and technology	30,197	(19,377)	10,820	10 - 19
Trade names and other	29,776	(23,497)	6,279	8 - 19
Total intangible assets	<u>\$ 282,130</u>	<u>\$ (178,445)</u>	<u>\$ 103,685</u>	

	December 31, 2024			
	Gross Carrying Amount	Accumulated Amortization	Net Intangibles	Amortization Period (In Years)
Customer relationships	\$ 212,990	\$ (121,405)	\$ 91,585	2 - 15
Patents and technology	29,166	(17,867)	11,299	10 - 19
Trade names and other	28,913	(22,567)	6,346	8 - 19
Total intangible assets	<u>\$ 271,069</u>	<u>\$ (161,839)</u>	<u>\$ 109,230</u>	

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

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

6. Debt

Debt as of June 30, 2025 and December 31, 2024 consisted of the following (in thousands):

	June 30, 2025	December 31, 2024
2029 Bonds	\$ 100,000	\$ 100,000
Credit Facility	62,358	90,392
Other debt	2,833	3,373
Long-term debt, principal amount	165,191	193,765
Debt issuance cost	(5,866)	(5,374)
Long-term debt, carrying value	159,325	188,391
Less: current portion	(1,661)	(1,866)
Long-term debt, net of current portion	\$ 157,664	\$ 186,525

2029 Bonds

The 10.5% senior secured bonds due 2029 (“2029 Bonds”) were issued pursuant to the Bond Terms, dated as of November 5, 2024 (“Bond Terms”), between the Company and Nordic Trustee AS, as bond trustee and security agent (“Bond Trustee”). The 2029 Bonds are the Company’s senior secured obligations and are jointly and severally guaranteed on a senior secured basis by each of the Company’s direct and indirect domestic subsidiaries that guarantees its Credit Facility and certain of the Company’s foreign subsidiaries.

The 2029 Bonds will mature on November 7, 2029. Interest on the 2029 Bonds will accrue at a rate of 10.5% per annum payable semi-annually in arrears on May 7 and November 7 of each year in cash, beginning May 7, 2025. Prepayment of the 2029 Bonds prior to May 7, 2027 requires the payment of make-whole amounts, and prepayments on or after that date are subject to prepayment premiums that decline over time.

The 2029 Bonds contain the following financial covenants: (i) a maximum leverage ratio of 4.0x; and (ii) a minimum liquidity test equal to \$25.0 million, in each case, for the Company and its consolidated subsidiaries. The Bond Terms also contain certain equity cure rights with respect to such financial covenants. The 2029 Bonds are also subject to negative covenants as set forth in the Bond Terms. As of June 30, 2025, the Company was in compliance with all of its 2029 Bonds financial covenants.

Upon the occurrence of certain change of control events, as specified in the Bond Terms, each holder of the 2029 Bonds will have the right to require that the Company repurchase all or some of such holder’s 2029 Bonds in cash at a purchase price equal to 101% of the aggregate principal amount thereof.

The Bond Terms contain certain customary events of default, including, among other things: (i) default in the payment of any amount when due; (ii) default in the performance or breach of any other covenant in the Finance Documents, as defined in the Bond Terms, which default continues uncured for a period of 20 business days after the earlier of (1) the Company’s actual knowledge of such event or (2) the Company’s receipt of notice from the Bond Trustee; and (iii) certain voluntary or involuntary events of bankruptcy, insolvency or reorganization of the Company.

Credit Facility

Our senior secured asset-based lending facility (“Credit Facility”) matures on the earliest of (a) September 8, 2028 and (b) the date that is 91 days prior to the maturity of the 2029 Bonds (which will not apply if the 2029 Bonds are repaid prior to such 91st day). The Credit Facility provides revolving credit commitments of \$250.0 million (with a sublimit of up to \$70.0 million available for the issuance of letters of credit for the account of the Company and certain of its domestic subsidiaries) (the “U.S. Line”), of which up to \$50.0 million is available to certain of our Canadian subsidiaries for loans in U.S. or Canadian dollars (with a sublimit of up to \$10.0 million available for the issuance of letters of credit for the account of our Canadian subsidiaries) (the “Canadian Line”). Lender commitments under the Credit Facility, subject to certain limitations, may be increased by an additional \$100.0 million.

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

Availability under the Credit Facility is subject to a borrowing base calculated by reference to eligible accounts receivable in the U.S., Canada and certain other jurisdictions (subject to a cap) and eligible inventory in the U.S. and Canada. Our borrowing capacity under the Credit Facility could be reduced or eliminated, depending on future fluctuations in our receivables and inventory. As of June 30, 2025, our total borrowing base was \$171.8 million, of which \$62.4 million amount was drawn and \$16.3 million was used as security for outstanding letters of credit, resulting in remaining availability of \$93.1 million.

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

Borrowings under the Canadian Line bear interest at a rate equal to, at our Canadian borrowers' option, either (a) Canadian Overnight Repo Rate Average ("CORRA"), subject to a floor of 0.00%, plus a margin of 2.25% to 2.75%, or (b) a base rate plus a margin of 1.25% to 1.75%, in each case based upon the Company's quarterly net leverage ratio. The Canadian Line base rate is determined by reference to the greater of (i) the one-month CORRA plus 1.00% per annum and (ii) the prime rate for Canadian dollar commercial loans made in Canada as reported by Thomson Reuters, subject to a floor of 0.00%.

The weighted average interest rate under the Credit Facility was approximately 7.42% and 8.45% for the six months ended June 30, 2025 and 2024, respectively.

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

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

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

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

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

As of June 30, 2025, the Company was in compliance with all of its Credit Facility financial covenants.

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

Other Debt

Other debt consists of various finance leases of equipment.

Letters of Credit and Guarantees

We execute letters of credit in the normal course of business to secure the delivery of product from specific vendors and also to guarantee our fulfillment of performance obligations relating to certain large contracts. The Company had \$16.3 million and \$17.8 million in total outstanding letters of credit as of June 30, 2025 and December 31, 2024, respectively.

7. Income Taxes

For interim periods, our income tax expense or benefit is computed based on our estimated annual effective tax rate and any discrete items that impact the interim periods. For the three and six months ended June 30, 2025, the Company recorded a tax expense of \$6.2 million and \$10.0 million, respectively. For the three and six months ended June 30, 2024, the Company recorded tax expense of \$2.5 million and \$6.0 million, respectively. The estimated annual effective tax rates for all periods were impacted by losses in jurisdictions where the recording of a tax benefit is not available. Furthermore, the tax expense or benefit recorded can vary from period to period depending on the Company's relative mix of earnings and losses by jurisdiction. Finally, the Company believes that it is reasonably possible that a decrease of approximately \$1.8 million of noncurrent unrecognized tax benefits may occur by the end of 2025 as a result of a lapse of the statute of limitations.

The Organization for Economic Co-operation and Development introduced Base Erosion and Profit Shifting ("BEPS") Pillar 2 rules that impose a global minimum tax rate of 15%. Numerous countries, including European Union member states, have enacted a global minimum tax and more countries are expected to enact similar minimum tax regimes in 2025. Based on current enacted legislation, we do not expect a material impact on our future effective tax rate.

We have deferred tax assets related to net operating loss and other tax carryforwards in the U.S. and in certain states and foreign jurisdictions. We recognize deferred tax assets to the extent that we believe these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including, but not limited to, our recent history of pretax losses over the prior three year period, the goodwill and intangible asset impairments for various reporting units, the future reversals of existing taxable temporary differences, the projected future taxable income or loss and tax-planning. As of June 30, 2025, we do not anticipate being able to fully utilize all of the losses prior to their expiration in the following jurisdictions: the U.S., the U.K., Singapore and China. As a result, we have certain valuation allowances against our deferred tax assets as of June 30, 2025.

On July 4, 2025, President Trump signed into law the One Big Beautiful Bill Act ("OBBBA"). The OBBBA includes various provisions, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The Company is currently evaluating the impact of this legislation on its consolidated financial statements.

8. Fair Value Measurements

The Company had \$62.4 million and \$100.0 million borrowings outstanding under the Credit Facility and 2029 Bonds as of June 30, 2025, respectively. The Credit Facility incurs interest at a variable interest rate and therefore, the carrying amount approximates fair value. The fair value of the debt is classified as a Level 2 measurement because interest rates charged are similar to other financial instruments with similar terms and maturities.

The fair value of our 2029 Bonds is estimated using Level 2 inputs in the fair value hierarchy and is based on quoted prices for those or similar instruments. At June 30, 2025, the fair value and the carrying value of our 2029 Bonds approximated \$102.0 million and \$94.1 million, respectively. At December 31, 2024, the fair value and the carrying value of our 2029 Bonds approximated \$99.5 million and \$94.6 million, respectively.

There were no other significant outstanding financial instruments as of June 30, 2025 and December 31, 2024 that required measuring the amounts at fair value on a recurring basis. We did not change our valuation techniques associated with recurring fair value measurements from prior periods, and there were no transfers between levels of the fair value hierarchy during the six months ended June 30, 2025.

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

9. Business Segments

The Company operates in the following two reportable segments: (1) Drilling and Completions and (2) Artificial Lift and Downhole. The Drilling and Completions segment designs, manufactures and supplies products and solutions to the drilling, subsea, coiled tubing, well stimulation and intervention markets, including applications in oil and natural gas, renewable energy, defense and communications. The Artificial Lift and Downhole segment designs, manufactures and supplies products and solutions for the artificial lift, production and infrastructure markets.

The Company's reportable segments are strategic units that offer distinct products and services. They are managed separately since each business segment requires different marketing strategies. Operating segments have not been aggregated as part of a reportable segment. This segmentation is representative of the manner in which our Chief Operating Decision Maker ("CODM") and our board of directors make decisions on how to allocate resources and assess performance. We consider the CODM to be the Chief Executive Officer.

The CODM evaluates segment performance based on operating income through monitoring actual results compared to strategic plans and forecasts on a quarterly basis. This analysis guides our CODM's decision-making processes, particularly in evaluating segment profitability, optimizing resource allocation, and managing costs effectively.

Summary financial data by segment follows (in thousands):

	Three Months Ended June 30, 2025			Six Months Ended June 30, 2025		
	Drilling and Completions	Artificial Lift and Downhole	Total	Drilling and Completions	Artificial Lift and Downhole	Total
Revenue from external customers	\$ 117,217	\$ 82,547	\$ 199,764	\$ 232,700	\$ 160,343	\$ 393,043
Intersegment revenue	20	—	20	106	—	106
Segment revenue	117,237	82,547	199,784	232,806	160,343	393,149
Elimination of intersegment revenue			(20)			(106)
Total consolidated revenue			199,764			393,043

Less:

Cost of sales	88,211	52,217	140,428	172,565	102,867	275,432
Selling, general and administrative expenses	21,755	19,939	41,694	43,591	39,788	83,379
Segment operating income	\$ 7,271	\$ 10,391	\$ 17,662	\$ 16,650	\$ 17,688	\$ 34,338

	Three Months Ended June 30, 2024			Six Months Ended June 30, 2024		
	Drilling and Completions	Artificial Lift and Downhole	Total	Drilling and Completions	Artificial Lift and Downhole	Total
Revenue from external customers	\$ 117,040	\$ 88,169	\$ 205,209	\$ 236,090	\$ 171,511	\$ 407,601
Intersegment revenue	(15)	—	(15)	6	—	6
Segment revenue	117,025	88,169	205,194	236,096	171,511	407,607
Elimination of intersegment revenue			15			(6)
Total consolidated revenue			205,209			407,601

Less:

Cost of sales	87,757	54,364	142,121	175,793	104,982	280,775
Selling, general and administrative expenses	26,393	20,344	46,737	52,869	41,282	94,151
Segment operating income	\$ 2,875	\$ 13,461	\$ 16,336	\$ 7,434	\$ 25,247	\$ 32,681

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

A reconciliation of segment operating income to income (loss) before income taxes is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Segment operating income	\$ 17,662	\$ 16,336	\$ 34,338	\$ 32,681
Less:				
Other corporate expenses	9,491	6,954	17,189	14,206
Transaction expenses	184	1,228	235	7,149
Gain on sale-leaseback transactions	(6,903)	—	(6,903)	—
Loss on disposal of assets and other	207	220	330	192
Interest expense	4,706	8,659	9,689	17,419
Foreign exchange losses (gains) and other, net	(3,942)	3,006	(5,010)	4,233
Loss on extinguishment of debt	—	463	—	463
Income (loss) before income taxes	<u>\$ 13,919</u>	<u>\$ (4,194)</u>	<u>\$ 18,808</u>	<u>\$ (10,981)</u>

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

	June 30, 2025	December 31, 2024
Drilling and Completions	\$ 423,953	\$ 418,583
Artificial Lift and Downhole	365,939	371,178
Corporate	20,241	26,193
Total assets	<u>\$ 810,133</u>	<u>\$ 815,954</u>

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

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Drilling	\$ 32,846	\$ 35,501	\$ 64,959	\$ 71,973
Subsea	22,389	16,799	44,529	38,634
Stimulation and Intervention	32,856	37,226	70,284	75,786
Coiled Tubing	29,146	27,499	53,034	49,703
Downhole	51,284	53,078	98,952	105,321
Production Equipment	20,662	18,058	39,721	36,540
Valve Solutions	10,601	17,033	21,670	29,650
Eliminations	(20)	15	(106)	(6)
Total revenue	<u>\$ 199,764</u>	<u>\$ 205,209</u>	<u>\$ 393,043</u>	<u>\$ 407,601</u>

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
United States	\$ 107,276	\$ 102,552	\$ 211,179	\$ 213,869
Canada	31,021	36,336	62,458	71,975
Middle East	21,931	25,378	41,576	42,733
Europe & Africa	18,605	21,053	38,393	42,655
Asia-Pacific	10,065	10,150	20,508	20,318
Latin America	10,866	9,740	18,929	16,051
Total revenue	\$ 199,764	\$ 205,209	\$ 393,043	\$ 407,601

10. Commitments and Contingencies

In the ordinary course of business, the Company is, and in the future could be, involved in various pending or threatened legal actions, some of which may or may not be covered by insurance. Management has reviewed such pending judicial and legal proceedings, the reasonably anticipated costs and expenses in connection with such proceedings, and the availability and limits of insurance coverage, and has established reserves that are believed to be appropriate in light of those outcomes that are believed to be probable and can be estimated. The reserves accrued at June 30, 2025 and December 31, 2024, respectively, are immaterial. In the opinion of management, the Company's ultimate liability, if any, with respect to these actions is not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.

For further disclosure regarding certain litigation matters, refer to Note 12 of the notes to the consolidated financial statements included in Item 8 of the Company's 2024 Annual Report on Form 10-K filed with the SEC on March 3, 2025.

11. Earnings (Loss) Per Share

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income (loss)	\$ 7,700	\$ (6,696)	\$ 8,822	\$ (17,011)
Weighted average shares outstanding - basic	12,350	12,330	12,327	12,266
Dilutive effect of stock options and restricted stock	204	—	215	—
Weighted average shares outstanding - diluted	12,554	12,330	12,542	12,266
Earnings (loss) per share				
Basic	\$ 0.62	\$ (0.54)	\$ 0.72	\$ (1.39)
Diluted	\$ 0.61	\$ (0.54)	\$ 0.70	\$ (1.39)

Forum Energy Technologies, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

For the three and six months ended June 30, 2025, the diluted earnings per share excludes approximately 28 thousand and 19 thousand shares, respectively, because they were anti-dilutive. For the three and six months ended June 30, 2024, we excluded all potentially dilutive stock options and restricted stock in calculating diluted earnings per share as the effect was anti-dilutive due to net losses incurred for these periods. Diluted earnings per share was calculated using treasury stock method for the stock options and restricted stock.

12. Stock-based Compensation

Restricted Stock and Time-Based Restricted Stock Units

During the six months ended June 30, 2025, the Company granted 190,392 time-based restricted stock units to employees that vest after three years. Also, during the six months ended June 30, 2025, the Company granted 41,938 time-based restricted stock and 8,557 time-based restricted stock units to non-employee members of the Board of Directors that vest after one year.

Performance Share Awards

During the six months ended June 30, 2025, the Company granted 95,197 performance restricted stock units (assuming target performance) to employees that vest based upon the Company's total shareholder return compared to the total shareholder return of a group of peer companies over three different performance periods. The performance periods run from January 1, 2025 through December 31, 2025, January 1, 2025 through December 31, 2026 and January 1, 2025 through December 31, 2027, and one-third of each award is allocated to each performance period. The performance restricted stock units may settle for between 0% and 200% of the target units granted.

During the six months ended June 30, 2025, the Company granted 95,197 performance restricted stock units (assuming target performance) to employees that vest based upon the Company's free cash flow over three different performance periods. The performance periods run from January 1, 2025 through December 31, 2025, January 1, 2025 through December 31, 2026 and January 1, 2025 through December 31, 2027, and one-third of each award is allocated to each performance period. The performance restricted stock units may settle for between 0% and 200% of the target units granted.

During the six months ended June 30, 2025, the Company granted 114,000 performance restricted stock units (assuming target performance) to employees that vest based upon the Company's minimum stock price threshold of \$21.91 per share, for 20 consecutive trading days during the period commencing on grant date of March 5, 2025 and ending on the third anniversary thereof.

13. Related Party Transactions

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

14. Leases

Sale-leaseback transactions

In June 2025, the Company sold and leased back land and buildings with a net book value of approximately \$1.9 million and received net proceeds of \$8.8 million, of which \$0.8 million is receivable with a due date of June 2027. The initial annual rent for the assets is \$0.7 million with an initial term of 15 years, subject to annual increases. The transactions met the requirements of sale-leaseback accounting. The related assets were removed from property and equipment and the appropriate operating lease assets and liabilities of approximately \$7.6 million were recorded in the consolidated balance sheets.

Item 2. Management's discussion and analysis of financial condition and results of operations

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control. All statements, other than statements of historical fact, included in this Quarterly Report on Form 10-Q regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this Quarterly Report on Form 10-Q, the words "will," "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. We disclaim any obligation to update or revise these statements unless required by law, and you should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this Quarterly Report on Form 10-Q are reasonable, forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause actual results to differ materially from our plans, intentions or expectations. This may be the result of various factors, including, but not limited to, those factors discussed in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K filed with the SEC on March 3, 2025, and elsewhere in this Quarterly Report on Form 10-Q. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

Overview

We are a global manufacturing company serving the oil, natural gas, defense and renewable energy industries. With headquarters in Houston, Texas, FET provides value added solutions aimed at improving the safety, efficiency, and environmental impact of our customers' operations. Our highly engineered products include capital equipment and consumable products. FET's customers include oil and natural gas operators, oilfield service companies, pipeline and refinery operators, defense contractors and renewable energy companies. Consumable products are used by our customers in drilling, well construction and completion activities and at processing centers and refineries. Our capital products are directed at drilling rig equipment for constructing new or upgrading existing rigs, subsea construction and development projects, pressure pumping equipment, the placement of production equipment on new producing wells, downstream capital projects and capital equipment for renewable energy projects. For the six months ended June 30, 2025, approximately 80% of our revenue was derived from consumable products and activity-based equipment, while the balance was primarily derived from capital products with a small amount from rental and other services.

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

The Company operates in the following two reportable segments: (1) Drilling and Completions and (2) Artificial Lift and Downhole. Refer to Note 9 *Business Segments* for the product lines making up each segment.

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

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

Market Conditions

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

Average oil prices were lower in the second quarter 2025 compared to the second quarter 2024, while average natural gas prices were higher. The decline in average oil prices is attributable to a faster than expected return of the Organization of Petroleum Exporting Countries and its allies ("OPEC+") production combined with global recessionary fears triggered by the expected imposition of broad based trade policy changes by the Trump Administration. The increase in average natural gas prices is attributable to strong demand, tightening supply and geopolitical uncertainty.

Our revenues, over the long-term, are highly correlated to the global drilling rig count, which decreased 6.2% during the second quarter 2025 compared to average global rig count during second quarter 2024. The decrease in rig count is driven by the lower average oil prices, increased production efficiencies and continued capital spending discipline by publicly owned exploration and production companies. We expect rig count in the second half of 2025 to remain below the 2024 rig count with some areas of resilience in certain international markets. Given the current macroeconomic uncertainty, trade policy fluctuations, oil price volatility, and changing regulations we are monitoring market conditions and assessing potential impacts on our business.

The table below shows average crude oil and natural gas prices for Average West Texas Intermediate ("WTI"), Brent, and Henry Hub:

	Three Months Ended		
	June 30, 2025	March 31, 2025	June 30, 2024
Average global oil, \$/bbl			
WTI	\$ 64.57	\$ 71.78	\$ 82.79
Brent	\$ 68.07	\$ 75.87	\$ 84.68
Average North American Natural Gas, \$/Mcf			
Henry Hub	\$ 3.19	\$ 4.14	\$ 2.07

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

	Three Months Ended		
	June 30, 2025	March 31, 2025	June 30, 2024
Active Rigs by Location			
United States	571	588	603
Canada	128	216	136
International	897	902	962
Global Active Rigs	1,596	1,706	1,701
Land vs. Offshore Rigs			
Land	1,397	1,498	1,458
Offshore	199	208	243
Global Active Rigs	1,596	1,706	1,701
U.S. Commodity Target			
Oil	459	482	497
Gas	108	101	102
Unclassified	4	5	4
Total U.S. Active Rigs	571	588	603
U.S. Well Path			
Horizontal	515	525	541
Vertical	13	13	17
Directional	43	50	45
Total U.S. Active Rigs	571	588	603

The table below shows the amount of total inbound orders by segment:

	Three Months Ended			Six Months Ended	
	June 30, 2025	March 31, 2025	June 30, 2024	June 30, 2025	June 30, 2024
(in millions of dollars)					
Drilling and Completions	\$ 177.8	\$ 132.1	\$ 110.1	\$ 309.9	\$ 226.7
Artificial Lift and Downhole	85.3	68.6	70.0	153.9	157.8
Total Orders	\$ 263.1	\$ 200.7	\$ 180.1	\$ 463.8	\$ 384.5

Results of operations

Three months ended June 30, 2025 compared with three months ended June 30, 2024

(in thousands of dollars, except per share information)	Three Months Ended June 30,		Change	
	2025	2024	\$	%
Revenue				
Drilling and Completions	\$ 117,237	\$ 117,025	\$ 212	0.2 %
Artificial Lift and Downhole	82,547	88,169	(5,622)	(6.4)%
Eliminations	(20)	15	(35)	*
Total revenue	199,764	205,209	(5,445)	(2.7)%
Segment operating income				
Drilling and Completions	7,271	2,875	4,396	152.9 %
Operating margin %	6.2 %	2.5 %		
Artificial Lift and Downhole	10,391	13,461	(3,070)	(22.8)%
Operating margin %	12.6 %	15.3 %		
Corporate	(9,491)	(6,954)	(2,537)	(36.5)%
Total segment operating income	8,171	9,382	(1,211)	(12.9)%
Operating margin %	4.1 %	4.6 %		
Transaction expenses	184	1,228	(1,044)	*
Gain on sale-leaseback transactions	(6,903)	—	(6,903)	*
Loss on disposal of assets and other	207	220	(13)	*
Operating income	14,683	7,934	6,749	85.1 %
Interest expense	4,706	8,659	(3,953)	(45.7)%
Foreign exchange losses (gains) and other, net	(3,942)	3,006	(6,948)	*
Loss on extinguishment of debt	—	463	(463)	*
Total other expense	764	12,128	(11,364)	(93.7)%
Income (loss) before income taxes	13,919	(4,194)	18,113	431.9 %
Income tax expense	6,219	2,502	3,717	148.6 %
Net income (loss)	\$ 7,700	\$ (6,696)	\$ 14,396	215.0 %
Weighted average shares outstanding				
Basic	12,350	12,330		
Diluted	12,554	12,330		
Earnings (loss) per share				
Basic	\$ 0.62	\$ (0.54)		
Diluted	\$ 0.61	\$ (0.54)		

* not meaningful

Revenue

Our revenue for the three months ended June 30, 2025 was \$199.8 million, a decrease of \$5.4 million, or 2.7%, compared to the three months ended June 30, 2024. For the three months ended June 30, 2025, our Drilling and Completions and our Artificial Lift and Downhole segments comprised 58.7% and 41.3% of our total revenue, respectively, compared to 57.0% and 43.0% of our total revenue, respectively, for the three months ended June 30, 2024. The overall decrease was primarily related to the decline in global drilling and completions activity, as well as tariff impacts mainly in our Valve Solutions product line, in the second quarter 2025 compared to the second quarter 2024. The changes in revenue by operating segment consisted of the following:

Drilling and Completions segment — Revenue was \$117.2 million for the three months ended June 30, 2025, an increase of \$0.2 million, or 0.2%, compared to the three months ended June 30, 2024. The increase was primarily due to higher project revenue recognized for ROVs and Launch and Recovery Systems ("LARS"), and increased coiled line pipe sales due to growing demand in the U.S. and a large offshore project. Offsetting these increases were lower sales of capital and consumable products due to the decline in global drilling and completion activity.

Artificial Lift and Downhole segment — Revenue was \$82.5 million for the three months ended June 30, 2025, a decrease of \$5.6 million, or 6.4%, compared to the three months ended June 30, 2024. The decline in revenue was driven by tariff-related impacts on sales volumes for valve products. Partially offsetting this decline were higher sales of downstream processing equipment and technologies.

Segment operating income (loss) and segment operating margin percentage

Segment operating income for the three months ended June 30, 2025 was \$8.2 million, a \$1.2 million decrease compared to \$9.4 million for the three months ended June 30, 2024. For the three months ended June 30, 2025, segment operating margin percentage was 4.1% compared to 4.6% for the three months ended June 30, 2024. Segment operating margin percentage is calculated by dividing segment operating income (loss) by revenue for the period. The change in operating income (loss) for each segment is explained as follows:

Drilling and Completions segment — Segment operating income was \$7.3 million, or 6.2%, for the three months ended June 30, 2025 compared to \$2.9 million, or 2.5%, for the three months ended June 30, 2024. The \$4.4 million increase in segment operating results was primarily due to reduction in amortization expense following intangible asset impairments recognized in the fourth quarter of 2024.

Artificial Lift and Downhole segment — Segment operating income was \$10.4 million, or 12.6%, for the three months ended June 30, 2025 compared to \$13.5 million, or 15.3%, for the three months ended June 30, 2024. The \$3.1 million decrease was primarily driven by lower market activity and unfavorable customer and product mix.

Corporate — Selling, general and administrative expenses for Corporate were \$9.5 million for the three months ended June 30, 2025 compared to \$7.0 million for the three months ended June 30, 2024. This increase was primarily related to higher performance-based incentive compensation costs and one-time professional fees.

Other items not included in segment operating income (loss)

Transaction expenses, gain on sale-leaseback transactions, and gain (loss) on the disposal of assets and other are not included in segment operating income, but are included in total operating income.

Other income and expense

Other income and expense includes interest expense, foreign exchange gains (losses) and other, and loss on extinguishment of debt. We incurred \$4.7 million of interest expense during the three months ended June 30, 2025, a decrease of \$4.0 million compared to the three months ended June 30, 2024, due to decreased borrowings. See Note 6 *Debt* for further details related to debt.

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

Taxes

We recorded tax expense of \$6.2 million and \$2.5 million for the three months ended June 30, 2025 and 2024, respectively. The estimated annual effective tax rates for the three months ended June 30, 2025 and 2024 were impacted by losses in jurisdictions where the recording of a tax benefit is not available. Furthermore, the tax expense or benefit recorded can vary from period to period depending on the Company's relative mix of earnings and losses by jurisdiction.

Results of operations

Six months ended June 30, 2025 compared with six months ended June 30, 2024

(in thousands of dollars, except per share information)	Six Months Ended June 30,		Change	
	2025	2024	\$	%
Revenue				
Drilling and Completions	\$ 232,806	\$ 236,096	\$ (3,290)	(1.4)%
Artificial Lift and Downhole	160,343	171,511	(11,168)	(6.5)%
Eliminations	(106)	(6)	(100)	*
Total revenue	393,043	407,601	(14,558)	(3.6)%
Segment operating income				
Drilling and Completions	16,650	7,434	9,216	124.0 %
Operating margin %	7.2 %	3.1 %		
Artificial Lift and Downhole	17,688	25,247	(7,559)	(29.9)%
Operating margin %	11.0 %	14.7 %		
Corporate	(17,189)	(14,206)	(2,983)	(21.0)%
Total segment operating income	17,149	18,475	(1,326)	(7.2)%
Operating margin %	4.4 %	4.5 %		
Transaction expenses	235	7,149	(6,914)	*
Gain on sale-leaseback transactions	(6,903)	—	(6,903)	*
Loss on disposal of assets and other	330	192	138	*
Operating income	23,487	11,134	12,353	110.9 %
Interest expense	9,689	17,419	(7,730)	(44.4)%
Foreign exchange losses (gains) and other, net	(5,010)	4,233	(9,243)	*
Loss on extinguishment of debt	—	463	(463)	*
Total other expense	4,679	22,115	(17,436)	(78.8)%
Income (loss) before income taxes	18,808	(10,981)	29,789	271.3 %
Income tax expense	9,986	6,030	3,956	65.6 %
Net income (loss)	\$ 8,822	\$ (17,011)	\$ 25,833	151.9 %
Weighted average shares outstanding				
Basic	12,327	12,266		
Diluted	12,542	12,266		
Earnings (loss) per share				
Basic	\$ 0.72	\$ (1.39)		
Diluted	\$ 0.70	\$ (1.39)		

* not meaningful

Revenue

Our revenue for the six months ended June 30, 2025 was \$393.0 million, a decrease of \$14.6 million, or 3.6%, compared to the six months ended June 30, 2024. For the six months ended June 30, 2025, our Drilling and Completions and our Artificial Lift and Downhole segments comprised 59.2% and 40.8% of our total revenue, respectively, compared to 57.9% and 42.1% of our total revenue, respectively, for the six months ended June 30, 2024. The overall decrease in revenue is primarily related to the decline in global drilling and completions activity, as well as tariff impacts mainly in our Valve Solutions product line, in 2025 compared to 2024. The changes in revenue by operating segment consisted of the following:

Drilling and Completions segment — Revenue was \$232.8 million for the six months ended June 30, 2025, a decrease of \$3.3 million, or 1.4%, compared to the six months ended June 30, 2024. The decrease was primarily due to lower sales of capital and consumable products due to the decline in global drilling and completion activity. Partially offsetting the decrease was higher project revenue recognized for ROVs and LARS, and increased coiled line pipe sales due to growing demand in the U.S. and a large offshore project.

Artificial Lift and Downhole segment — Revenue was \$160.3 million for the six months ended June 30, 2025, a decrease of \$11.2 million, or 6.5%, compared to the six months ended June 30, 2024. The decline in revenue was driven by tariff-related impacts on sales volumes for valve products and overall lower market activity. Partially offsetting this decline were higher sales of casing equipment and, downstream processing equipment and technologies.

Segment operating income (loss) and segment operating margin percentage

Segment operating income for the six months ended June 30, 2025 was \$17.1 million, a \$1.3 million decrease, compared to \$18.5 million for the six months ended June 30, 2024. For the six months ended June 30, 2025, segment operating margin percentage was 4.4%, compared to 4.5%, for the six months ended June 30, 2024. Segment operating margin percentage is calculated by dividing segment operating income by revenue for the period. The change in operating income for each segment is explained as follows:

Drilling and Completions segment — Segment operating income was \$16.7 million, or 7.2%, for the six months ended June 30, 2025 compared to \$7.4 million, or 3.1%, for the six months ended June 30, 2024. The \$9.2 million increase in segment operating results was primarily due to reduction in amortization expense following intangible asset impairments recognized in the fourth quarter of 2024.

Artificial Lift and Downhole segment — Segment operating income was \$17.7 million, or 11.0%, for the six months ended June 30, 2025 compared to \$25.2 million, or 14.7%, for the six months ended June 30, 2024. The \$7.6 million decrease in segment operating results was primarily driven by lower market activity and unfavorable customer and product mix.

Corporate — Selling, general and administrative expenses for Corporate were \$17.2 million for the six months ended June 30, 2025 compared to \$14.2 million for the six months ended June 30, 2024. This increase was primarily related to higher performance-based incentive compensation costs and one-time professional fees.

Other items not included in segment operating income (loss)

Transaction expenses, gain on sale-leaseback transactions, and gain (loss) on the disposal of assets and other are not included in segment operating income, but are included in total operating income.

Other income and expense

Other income and expense includes interest expense, foreign exchange gains (losses) and other, and loss on extinguishment of debt. We incurred \$9.7 million of interest expense during the six months ended June 30, 2025, a decrease of \$7.7 million compared to the six months ended June 30, 2024, due to decreased borrowings. See Note 6 *Debt* for further details related to debt.

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

Taxes

We recorded tax expense of \$10.0 million and \$6.0 million for the six months ended June 30, 2025 and 2024, respectively. The estimated annual effective tax rates for the six months ended June 30, 2025 and 2024 were impacted by losses in jurisdictions where the recording of a tax benefit is not available. Furthermore, the tax expense or benefit recorded can vary from period to period depending on the Company's relative mix of earnings and losses by jurisdiction.

Liquidity and capital resources

Sources and uses of liquidity

Our internal sources of liquidity are cash on hand and cash flows from operations, while our primary external sources include trade credit, the Credit Facility, and 2029 Bonds. Our primary uses of capital have been for inventory, sales on credit to our customers, maintenance and growth capital expenditures, repurchases of stock and debt repayments. We continually monitor other potential capital sources, including equity and debt financing, to meet our investment and target liquidity requirements. Our future success and growth will be highly dependent on our ability to generate positive operating cash flow and access outside sources of capital.

As of June 30, 2025, we had \$62.4 million of borrowings under our revolving Credit Facility and \$100.0 million principal amount of the 2029 Bonds outstanding. See Note 6 *Debt* for further details related to the terms for our debt arrangements.

As of June 30, 2025, we had cash and cash equivalents of \$39.0 million and \$93.1 million of availability under the Credit Facility. We anticipate that our future working capital requirements for our operations will fluctuate directionally with revenues. Furthermore, availability under the Credit Facility will fluctuate directionally based on the level of our eligible accounts receivable and inventory subject to applicable sublimits. In addition, we expect total 2025 capital expenditures to be approximately \$10.0 million, primarily for replacement of end of life machinery and equipment.

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

In December 2024, our board of directors approved a program for the repurchase of outstanding shares of our common stock with an aggregate purchase amount of up to \$75.0 million. Shares may be repurchased under the program from time to time, in amounts and at prices that the company deems appropriate, subject to market and business conditions, applicable legal requirements and other considerations. During the six months ended June 30, 2025, we repurchased 331 thousand shares of our common stock for approximately \$6.3 million and the remaining authorization under this program is \$68.7 million. Subsequent to June 30, 2025, we repurchased approximately 249 thousand shares of our common stock for aggregate consideration of \$5.0 million.

Our cash flows for the six months ended June 30, 2025 and 2024 are presented below (in millions):

	Six Months Ended June 30,	
	2025	2024
Net cash provided by operating activities	\$ 25.1	\$ 28.1
Net cash provided by (used in) investing activities	5.0	(154.5)
Net cash provided by (used in) financing activities	(37.3)	114.9
Effect of exchange rate changes on cash	1.5	(2.8)
Net decrease in cash, cash equivalents and restricted cash	\$ (5.7)	\$ (14.3)

Net cash provided by operating activities

Net cash provided by operating activities was \$25.1 million for the six months ended June 30, 2025 compared to net cash provided by operating activities of \$28.1 million for the six months ended June 30, 2024. During the six months ended June 30, 2025, net working capital provided cash of \$3.4 million, compared to providing cash of \$10.7 million during the six months ended June 30, 2024. This decline in operating cash flow was offset by the increase in net income adjusted for non-cash items which provided \$21.7 million of cash for the six months ended June 30, 2025 compared to \$17.4 million for the six months ended June 30, 2024.

Net cash provided by (used in) investing activities

Net cash provided by investing activities was \$5.0 million for the six months ended June 30, 2025, primarily from \$8.0 million proceeds from a sale-leaseback, offset by capital expenditures of \$3.1 million. Net cash used in investing activities was \$154.5 million for the six months ended June 30, 2024, mainly related to the acquisition of Variperm Holdings Ltd. ("Variperm") of \$150.1 million and \$4.4 million of capital expenditures.

Net cash provided by (used in) financing activities

Net cash used in financing activities was \$37.3 million for the six months ended June 30, 2025 compared to \$114.9 million of cash provided by financing activities for the six months ended June 30, 2024. The change in net cash used in financing activities primarily resulted from \$28.0 million in net repayments of the revolving Credit Facility and repurchases of stock of \$6.3 million during the six months ended June 30, 2025. This is compared to \$72.8 million in net borrowings on the revolving Credit Facility and \$59.7 million proceeds from the second lien seller term loan related to the Variperm acquisition, partially offset by repurchases of our 9.00% Senior Convertible Secured Notes due 2025 ("2025 Notes") of \$13.0 million, during the six months ended June 30, 2024.

Critical accounting policies and estimates

There have been no material changes in our critical accounting policies and estimates during the six months ended June 30, 2025. For a detailed discussion of our critical accounting policies and estimates, refer to our 2024 Annual Report on Form 10-K. For recent accounting pronouncements, refer to Note 2 *Recent Accounting Pronouncements*.

Item 3. Quantitative and qualitative disclosures about market risk

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

Item 4. Controls and Procedures**Evaluation of Disclosure Controls and Procedures**

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

Our management, under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of June 30, 2025. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2025.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Information related to Item 1. Legal Proceedings is included in Note 10 *Commitments and Contingencies*, which is incorporated herein by reference.

Item 1A. Risk Factors

For additional information about our risk factors, see “Risk Factors” in Item 1A of our 2024 Annual Report on Form 10-K.

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

Our board of directors approved programs for the repurchase of outstanding shares of our common stock with an aggregate purchase amount of up to \$10.0 million (the “November 2021 Program”) and \$75.0 million (the “December 2024 Program”), in November 2021 and December 2024, respectively. The December 2024 Program replaced the authority granted under the November 2021 Program. Shares may be repurchased under the December 2024 Program from time to time, in amounts and at prices that the Company deems appropriate, subject to market and business conditions, applicable legal requirements and other considerations. The December 2024 Program may be executed using open market purchases pursuant to Rule 10b-18 under the Securities Exchange Act of 1934 (the “Exchange Act”), in privately negotiated agreements or by way of issuer tender offers, Rule 10b5-1 plans or other transactions. From the inception of the November 2021 Program through June 30, 2025, we have repurchased approximately 629 thousand shares of our common stock for aggregate consideration of approximately \$13.9 million. Remaining authorization under the December 2024 Program is \$68.7 million.

The following table is a summary of our repurchases of our common stock during the three months ended June 30, 2025.

Period	Total number of shares purchased (a)	Average price paid per share	Total number of shares purchased as part of publicly announced plan or programs (a)	Maximum value of shares that may yet be purchased under the plan or program (in thousands) (a)
April 1, 2025 - April 30, 2025	—	\$ —	—	\$ 73,003
May 1, 2025 - May 31, 2025	—	\$ —	—	73,003
June 1, 2025 - June 30, 2025	225,470	\$ 19.06	4,298,209	68,705
Total	<u>225,470</u>	<u>\$ 19.06</u>	<u>4,298,209</u>	

Subsequent to June 30, 2025, we repurchased approximately 249 thousand shares of our common stock for aggregate consideration of \$5.0 million.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Rule 10b5-1 Trading Plan

During the quarter ended June 30, 2025, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements.

Item 6. Exhibits

Exhibit Number	DESCRIPTION
3.1	— <u>Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc. dated March 28, 2011 (incorporated by reference to Exhibit 3.2 to Amendment No. 5 to Forum's Registration Statement, filed on March 29, 2012).</u>
3.2	— <u>Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc., effective November 9, 2020 (incorporated by reference to Exhibit 3.1 to Forum's Current Report on Form 8-K, filed on November 9, 2020).</u>
3.3	— <u>Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc. (incorporated by reference to Exhibit 3.1 to Forum's Current Report on Form 8-K filed on May 13, 2025).</u>
4.1*	— <u>Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.</u>
101.#	— <u>Second Amended and Restated 2016 Stock and Incentive Plan, as amended through May 9, 2025 (incorporated by reference to Exhibit 10.1 to Forum's Current Report on Form 8-K filed on May 13, 2025).</u>
31.1*	— <u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	— <u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1**	— <u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2**	— <u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS*	— Inline XBRL Instance Document.
101.SCH*	— Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	— Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB*	— Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	— Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF*	— Inline XBRL Taxonomy Extension Definition Linkbase Document.
104*	— Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

*Filed herewith.

**Furnished herewith.

#Identifies management contracts and compensatory plans or arrangements.

SIGNATURES

As required by Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned authorized individuals.

FORUM ENERGY TECHNOLOGIES, INC.

Date: August 8, 2025

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

D. Lyle Williams, Jr.

Executive Vice President and Chief Financial Officer

(As Duly Authorized Officer and Principal Financial Officer)

By: /s/ Katherine C. Keller

Katherine C. Keller

Senior Vice President and Chief Accounting Officer

(As Duly Authorized Officer and Principal Accounting Officer)

Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934

The following description of the common stock, preferred stock, certificate of incorporation and by-laws of Forum Energy Technologies, Inc. (“Forum”) is a summary only and is subject to the complete text of Forum’s certificate of incorporation and by-laws. You should read Forum’s certificate of incorporation and by-laws as currently in effect for more details regarding the provisions described below. This section also summarizes relevant provisions of the Delaware General Corporation Law (“DGCL”). The terms of the DGCL are more detailed than the general information provided below. Therefore, you should carefully consider the actual provisions of these laws.

Forum has one class of securities registered under Section 12 of the Securities Exchange Act, as amended: common stock, par value \$0.01 per share (“common stock”). Forum’s authorized capital stock consists of 29,600,000 shares of common stock and 3,700,000 shares of preferred stock, par value \$0.01 per share (“preferred stock”).

References to “we,” “our” and “us” refer to Forum, unless the context otherwise requires. References to “stockholders” refer to holders of our common stock, unless the context otherwise requires.

Common Stock

Except as provided by law or in a preferred stock designation, holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. Because holders of our common stock have the exclusive right to vote for the election of directors and do not have cumulative voting rights, the holders of a majority of the shares of our common stock can elect all of the members of the board of directors standing for election, subject to the rights, powers and preferences of any outstanding series of preferred stock that we may issue in the future, the holders of our common stock are entitled to receive:

- dividends as may be declared by our board of directors from time to time out of funds legally available for the payment of dividends; and
- if Forum is liquidated, dissolved or wound up, all of our assets available for distribution to holders of our common stock after satisfaction of all of our liabilities and the prior rights of any outstanding class of preferred stock, pro rata, based on the number of shares held.

Forum’s common stock carries no preemptive or other subscription rights to purchase shares of Forum common stock and is not convertible, redeemable or assessable or entitled to the benefits of any sinking fund.

Preferred Stock

Subject to the provisions of our certificate of incorporation and legal limitations, our board of directors will have the authority, without further vote or action by our stockholders to issue shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions of our preferred stock, including provisions related to dividends, conversion, voting, redemption, liquidation and the number of shares constituting the series or the designation of that series, which may be superior to those of our common stock.

The issuance of shares of preferred stock by our board of directors as described above, while providing desired flexibility in connection with possible acquisitions and other corporate purposes, may adversely affect the rights of the holders of our common stock. For example, preferred stock may rank prior to our

common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of our common stock. The issuance of shares of preferred stock may discourage third-party bids for our common stock or may otherwise adversely affect the market price of our common stock. In addition, preferred stock may enable our board of directors to make it more difficult or to discourage attempts to obtain control of us through a hostile tender offer, proxy contest, merger or otherwise, or to make changes in our management. Shares of preferred stock may be offered either separately or represented by depositary shares.

Anti-takeover Effects of Delaware Law, Our Certificate of Incorporation and Our Bylaws

Some provisions of Delaware law, our certificate of incorporation and our bylaws could make certain change of control transactions more difficult, including acquisitions of us by means of a tender offer, a proxy contest or otherwise, as well as removal of our incumbent directors. These provisions may also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interest or in his or her best interests, including transactions that might result in a premium over the market price for our common stock.

Business Combinations under Delaware Law

In our certificate of incorporation, we are subject to the provisions of Section 203 of the DGCL regulating corporate takeovers. In general, those provisions prohibit a Delaware corporation, including those whose securities are listed for trading on the NYSE, from engaging in any business combination with any interested stockholder for a period of three years following the date that the stockholder became an interested stockholder, unless:

- before the person became an interested stockholder, our board of directors approved either the business combination or the transaction in which the interested stockholder became an interested stockholder;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced (other than statutorily excluded shares); or
- on or after the date the interested stockholder attained that status, the business combination is approved by the board of directors and authorized at a meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

An interested stockholder is defined as a person who, together with any affiliates or associates of such person, beneficially owns, directly or indirectly, 15% or more of the outstanding voting shares of a Delaware corporation. The term “business combination” is broadly defined to include a broad array of transactions, including mergers, consolidations, sales or other dispositions of assets having a total value in excess of 10% of the consolidated assets of the corporation or all of the outstanding stock of the corporation, and some other transactions that would increase the interested stockholder’s proportionate share ownership in the corporation.

Certificate of Incorporation and Bylaws

Among other things, our certificate of incorporation and bylaws:

- establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders.

These procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be delivered to our secretary at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary date of the annual meeting for the preceding year. Our bylaws specify the requirements as to form and content of all stockholders' notices. These requirements may preclude stockholders from bringing matters before the stockholders at an annual or special meeting to the extent they do not comply with the requirements in these advance notice procedures;

- provide our board of directors the ability to authorize the issuance of undesignated preferred stock. This makes it possible for our board of directors to issue, without stockholder approval, preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us;
- provide that the authorized number of directors may be changed only by resolution of the board of directors;
- provide that all vacancies, including newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
- provide that any action required or permitted to be taken by the stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by any consent in writing in lieu of a meeting of such stockholders, subject to the rights of the holders of any series of preferred stock;
- provide that our certificate of incorporation and bylaws may be amended by the affirmative vote of the holders of at least two-thirds of our then outstanding common stock;
- provide that special meetings of our stockholders may only be called by the board of directors, the chief executive officer, the president, the secretary, the chairman of the board or by stockholders holding a majority of the outstanding shares entitled to vote generally in the election of directors;
- provide for our board of directors to be divided into three classes of directors, with each class as nearly equal in number as possible, serving staggered three year terms, other than directors who may be elected by holders of preferred stock, if any. This system of electing and removing directors may tend to discourage a third party from making a tender offer or otherwise attempting to obtain control of us, because it generally makes it more difficult for stockholders to replace a majority of the directors; and
- provide that a member of our board of directors may only be removed for cause and only by the affirmative vote of the holders of at least two-thirds of our then outstanding common stock.

Amendment of the Bylaws

Our board of directors may amend or repeal the bylaws and adopt new bylaws by the affirmative vote of the board of directors. The stockholders may amend or repeal the bylaws and adopt new bylaws by the affirmative vote of the holders of at least two-thirds of our then outstanding common stock at any annual meeting or special meeting for which notice of the proposed amendment, repeal or adoption was contained in the notice for such special meeting.

Limitation of Liability and Indemnification of Officers and Directors

Our directors will not be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except, if required by Delaware law, for liability:

- for any breach of the duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law;
- for unlawful payment of a dividend or unlawful stock purchases or redemptions; or
- for any transaction from which the director derived an improper personal benefit.

As a result, neither we nor our stockholders have the right, through stockholders' derivative suits on our behalf, to recover monetary damages against a director for breach of fiduciary duty as a director, including breaches resulting from grossly negligent behavior, except in the situations described above. We have entered into indemnification agreements with each of our other current directors and officers.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, LLC.

Market Information

Our common stock is listed on the New York Stock Exchange under the symbol "FET."

**Forum Energy Technologies, Inc.
Certification**

I, Neal A. Lux, certify that:

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

Date: August 8, 2025

By: /s/ Neal A. Lux

Neal A. Lux

President and Chief Executive Officer

**Forum Energy Technologies, Inc.
Certification**

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

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

Date: August 8, 2025

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

D. Lyle Williams, Jr.

Executive Vice President and Chief Financial Officer

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

In connection with the Quarterly Report on Form 10-Q of Forum Energy Technologies, Inc. (the "Company") for the quarter ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Neal A. Lux, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

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

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

Date: August 8, 2025

By: /s/ Neal A. Lux

Neal A. Lux

President and Chief Executive Officer

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

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

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

In connection with the Quarterly Report on Form 10-Q of Forum Energy Technologies, Inc. (the "Company") for the quarter ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), D. Lyle Williams, Jr., as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

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

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

Date: August 8, 2025

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

D. Lyle Williams, Jr.

Executive Vice President and Chief Financial Officer

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

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