

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 22, 2024

**NEWPARK**

Newpark Resources, Inc.

(Exact name of registrant as specified in its charter)

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

**001-02960**  
(Commission File Number)

**72-1123385**  
(I.R.S. Employer Identification No.)

**9320 Lakeside Boulevard, Suite 100**  
**The Woodlands, Texas**  
(Address of principal executive offices)

**77381**  
(Zip Code)

Registrant's telephone number, including area code: **(281) 362-6800**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

**Title of each class**  
Common Stock, \$0.01 par value

**Trading Symbol(s)**  
NR

**Name of each exchange on which registered**  
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

**Item 7.01 Regulation FD Disclosure.**

Newpark Resources, Inc. (the “Company”) has prepared presentation materials (the “Presentation Materials”) that management intends to use from time to time, on February 22, 2024, and thereafter, in presentations about the Company’s operations and performance. The Company may use the Presentation Materials, possibly with modifications, in presentations to current and potential investors, lenders, creditors, insurers, vendors, customers, employees, and others with an interest in the Company and its business.

The information contained in the Presentation Materials is summary information that should be considered in the context of the Company’s filings with the Securities and Exchange Commission and other public announcements that the Company may make by press release or otherwise from time to time. The Presentation Materials speak as of the date of this Current Report on Form 8-K. While the Company may elect to update the Presentation Materials in the future or reflect events and circumstances occurring or existing after the date of this Current Report on Form 8-K, the Company specifically disclaims any obligation to do so. The Presentation Materials are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference. The Presentation Materials will also be posted in the Investors section of the Company’s website, <http://www.newpark.com> for up to 90 days.

The information referenced under Item 7.01 (including Exhibit 99.1 referenced in Item 9.01 below) of this Current Report on Form 8-K is being “furnished” under “Item 7.01. Regulation FD Disclosure” and, as such, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information set forth in this Current Report on Form 8-K (including Exhibit 99.1 referenced in Item 9.01 below) shall not be incorporated by reference into any registration statement, report or other document filed by the Company pursuant to the Securities Act of 1933, as amended (the “Securities Act”), except as shall be expressly set forth by specific reference in such filing.

**Use of Non-GAAP Financial Information**

To help understand the Company’s financial performance, the Company has supplemented its financial results that it provides in accordance with generally accepted accounting principles (“GAAP”) with non-GAAP financial measures. Such financial measures include earnings before interest, taxes, depreciation and amortization (“EBITDA”), Adjusted EBITDA, Free Cash Flow, Adjusted EBITDA Margin, Net Debt, and Net Leverage.

We believe these non-GAAP financial measures are frequently used by investors, securities analysts and other parties in the evaluation of our performance and liquidity with that of other companies in our industry. Management uses these measures to evaluate our operating performance, liquidity and capital structure. In addition, our incentive compensation plan measures performance based on our consolidated EBITDA, along with other factors. The methods we use to produce these non-GAAP financial measures may differ from methods used by other companies. These measures should be considered in addition to, not as a substitute for, financial measures prepared in accordance with GAAP. Applicable reconciliations to the nearest GAAP financial measure of each non-GAAP financial measure are included in the attached Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Q4 2023 Presentation Materials</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

**SIGNATURES**

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

NEWPARK RESOURCES, INC.  
(Registrant)

Date: February 22, 2024

By: /s/ Gregg S. Piontek  
Gregg S. Piontek  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

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**NEWPARK**

**February 2024  
Investor Presentation**

Positioned for Sustainable Growth



# Notice to Investors

## Disclaimers

### Forward Looking Statements

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. All statements other than statements of historical facts are forward-looking statements. Words such as "will," "may," "could," "would," "should," "anticipates," "believes," "estimates," "expects," "plans," "intends," and similar expressions are intended to identify these forward-looking statements but are not the exclusive means of identifying them. These statements are not guarantees that our expectations will prove to be correct and involve a number of risks, uncertainties, and assumptions. Many factors, including those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Newpark, particularly its Annual Report on Form 10-K, and its Quarterly Reports on Form 10-Q, as well as others, could cause actual plans or results to differ materially from those expressed in, or implied by, these statements. These risk factors include, but are not limited to, risks related to our exploration of strategic alternatives for the long-term positioning of our Fluids Systems division; divestitures; the worldwide oil and natural gas industry; our ability to generate internal growth; economic and market conditions that may impact our customers' future spending; our customer concentration and reliance on the U.S. exploration and production market; our international operations; the ongoing conflicts in Europe and the Middle East; operating hazards present in the oil and natural gas and utilities industries and substantial liability claims, including catastrophic well incidents; our contracts that can be terminated or downsized by our customers without penalty; our product offering and market expansion; our ability to attract, retain, and develop qualified leaders, key employees, and skilled personnel; expanding our services in the utilities sector, which may require unionized labor; the price and availability of raw materials; inflation; capital investments and business acquisitions; market competition; technological developments and intellectual property; severe weather, natural disasters, and seasonality; public health crises, epidemics, and pandemics; our cost and continued availability of borrowed funds; including noncompliance with debt covenants; environmental laws and regulations; legal compliance; the inherent limitations of insurance coverage; income taxes; cybersecurity incidents or business system disruptions; activist stockholders that may attempt to effect changes at our Company or acquire control over our Company; share repurchases; and our amended and restated bylaws, which could limit our stockholders' ability to obtain what such stockholders believe to be a favorable judicial forum for disputes with us or our directors, officers or other employees. We assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities laws. Newpark's filings with the Securities and Exchange Commission can be obtained at no charge at [www.sec.gov](http://www.sec.gov), as well as through our website at [www.newpark.com](http://www.newpark.com).

### Non-GAAP Financial Measures

This presentation includes references to financial measurements that are supplemental to the Company's financial performance as calculated in accordance with generally accepted accounting principles ("GAAP"). These non-GAAP financial measures include earnings before interest, taxes, depreciation and amortization ("EBITDA"), Adjusted EBITDA, Adjusted EBITDA Margin, Free Cash Flow, Net Debt, and Net Leverage. We believe these non-GAAP financial measures are frequently used by investors, securities analysts and other parties in the evaluation of our performance and liquidity with that of other companies in our industry. Management uses these measures to evaluate our operating performance, liquidity and capital structure. In addition, our incentive compensation plan measures performance based on our consolidated EBITDA, along with other factors. The methods we use to produce these non-GAAP financial measures may differ from methods used by other companies. These measures should be considered in addition to, not as a substitute for, financial measures prepared in accordance with GAAP.



## Agenda

- 1 Introduction
- 2 End-Market Overview
- 3 Summary of Key Financial Data



# 1 Introduction

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**Transformation Strategy Aligning Portfolio  
to Maximize Value Creation Through  
Accelerated Growth in Power &  
Infrastructure Markets**

Disciplined Strategy Aligned with Long-Term Global Megatrends

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# Company Overview

## Specialty Rental & Services Company Supporting Power and Infrastructure Markets

Newpark Resources, Inc. headquartered in The Woodlands, TX, is a global company operating **two independent business units**, Industrial Solutions and Fluids Systems, supporting energy and infrastructure markets. We built a reputation for innovating and adapting to the changing needs of our customers, **delivering sustainable technologies** that enable society to prosper.

- NYSE Stock Symbol: NR
- Operating in more than 20 countries worldwide; ~55% of 2023 revenues derived from U.S.
- Earnings primarily driven by utilities and industrial end-markets, while exposure to O&G reduced through recent divestitures
- Strong financial profile with modest debt burden and no significant near-term maturities

NEWPARK RESOURCES GLOBAL FOOTPRINT



### Diverse End-Market Coverage



Renewable Generation



Transmission & Distribution



Infrastructure Construction



Petrochemical



Midstream



O&G Exploration & Production

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*Launched sale process for Fluids Systems in Q3 2023; expect substantial completion by mid-2024*

# Leader in Power and Energy Infrastructure Solutions

Providing Innovative Product & Service Solutions for Power T&D and O&G Infrastructure

<b>70%</b> OF SEGMENT ADJ. EBITDA (2023)*	<b>INDUSTRIAL SOLUTIONS</b> Power Infrastructure, O&G, Construction and Renewables	<b>92%</b> OF SEGMENT CAPEX (2023)
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Leading provider of specialty rental and services, redefining safety & efficiency standards

Unique business model includes integrated manufacturing of 100% recyclable DURA-BASE® composite matting, which offers economic and ESG benefits vs. traditional access products

Longstanding, blue-chip customer relationships across T&D utility owners and infrastructure contractors



Consistent FCF generation, strong EBITDA margin, and solid ROI

<b>30%</b> OF SEGMENT ADJ. EBITDA (2023)*	<b>FLUID SYSTEMS</b> Oil, Natural Gas, and Geothermal	<b>8%</b> OF SEGMENT CAPEX (2023)
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#1 rated\*\* drilling and reservoir fluids solutions provider in overall performance globally

Leading portfolio of sustainable water-based technologies delivering outstanding performance and reducing carbon footprint\*\*\*

Globally positioned in long-term markets with established customers supported by current O&G global demand tailwinds

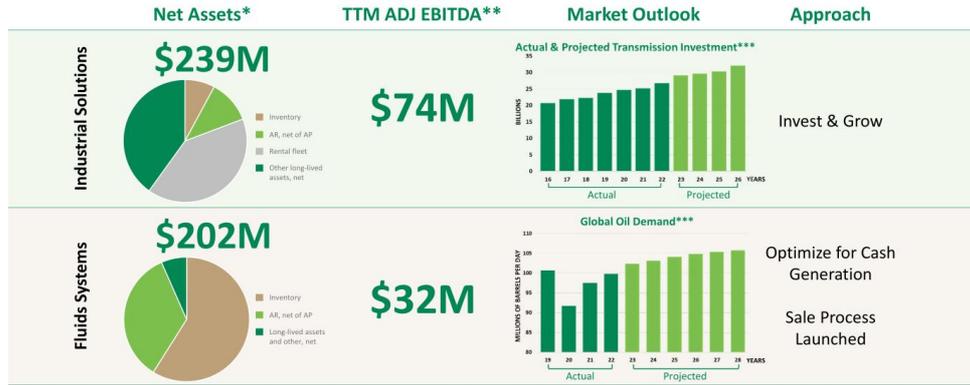


Improved margin and FCF generation profile through recent divestitures and focused asset-light operating model

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\* Adjusted EBITDA is a non-GAAP financial measure. See earnings release and reconciliation to the most comparable GAAP measure in "Non-GAAP Financial Measures" slides within this presentation  
 \*\* 2022 Drilling Fluids Supplier Performance Report, Kimberlite International Oilfield Research  
 \*\*\* Relative to hydrocarbon-based fluids

# Segment Approach Supports Growth & Shareholder Return

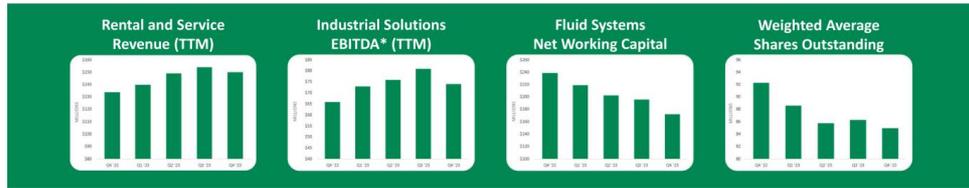


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\* Net Assets represents segment net assets, excluding cash and debt, as of December 31, 2023.  
 \*\* Adjusted EBITDA is a non-GAAP financial measure. See earnings release and reconciliation to the most comparable GAAP measure in "Non-GAAP Financial Measures" slides within this presentation.  
 \*\*\* Transmission Investment - Edison Electric Institute Business Analytics Group, Jan 2024; Global Oil Demand - IEA, June 2023.

# Key Operational Highlights Aligned with Strategy

Disciplined Execution Delivering Shareholder Value Creation



**12%**

YoY growth from Industrial Solutions Rental and Services revenues (TTM)

**13%**

YoY growth in Industrial Solutions EBITDA (TTM)

**29%**

YoY reduction in Fluids Systems net working capital

**8%**

YoY reduction in weighted average shares outstanding

# Well Positioned in Substantial Energy Megatrends

Multi-Trillion Dollar Markets Provide Long-Term Opportunities



**\$14T+**  
Electrification

Investment in global electrical grid to enable “electrification of everything”



**\$1T+**  
Renewables

Renewable Generation tie-ins and grid hardening driving long-term infrastructure development



**\$12T+**  
Global Oil & Gas

O&G Investment is projected to meet demand in Sustainable Development Scenario over next 30 years

## Differentiated Model Exploiting Competitive Advantages

Over 50 Years of Technology & Service Innovation Positioning Us for Tomorrow's Opportunities

- Self-funding organic expansion in **high-growth, high-returning** infrastructure markets
- Focused capital light Fluid Systems positioned to **generate cash** through cycles
- **Technology, scale, and service** drive customer loyalty and productivity
- Global presence in **diversified end markets** with blue-chip customers
- **Modest leverage** provides stability and potential inorganic growth funding
- Capable of balancing growth, returns, and FCF to **maximize long-term value creation** for our shareholders



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## Meaningful Progress in our Transformation

Strategic Focus on Growth in More Stable, Higher-Margin Industrial Markets Key to Long-Term Value Creation

	2019	2023	Change
✓ Maintaining Adjusted EBITDA as we reposition the Company	<b>\$82M</b> Adjusted EBITDA*	<b>\$80M</b> Adjusted EBITDA*	<b>-2%</b>
✓ Increasing Adjusted EBITDA generation from more stable Industrial Solutions segment	<b>61%</b> % of Segment Adj. EBITDA* generated from Industrial Solutions	<b>70%</b> % of Segment Adj. EBITDA* generated from Industrial Solutions	<b>+15%</b>
✓ Reducing capital employed to drive agility in cyclical O&G focused operations	<b>\$675M</b> Net Assets** (BOY)	<b>\$452M</b> Net Assets** (EOY)	<b>-33%</b>
✓ Redeploying capital toward higher-returning segment	<b>35%</b> % of Segment Net Assets** deployed in Industrial Solutions	<b>54%</b> % of Segment Net Assets** deployed in Industrial Solutions	<b>+50%</b>
✓ Returning value to shareholders through share repurchases	<b>90M</b> Shares Outstanding (Average)	<b>85M</b> Shares Outstanding (Average)	<b>-6%</b>
✓ Reducing total debt and eliminated equity-linked debt	<b>\$172M (\$100M)</b> Total Principal Outstanding (Equity-Linked)	<b>\$75M (\$0)</b> Total Principal Outstanding (Equity-Linked)	<b>-56% (-100%)</b>



## 2 End-Market Overview

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# Utilities Infrastructure Megatrend Powering Growth

Significant Long-term Capital Investment in Innovation & Infrastructure Enhanced by Legislation

The **\$1.2 trillion Infrastructure Investment and Jobs Act (IIJA)** is investing significantly over next decade, including **~ \$70B for electric grid and hardened energy infrastructure**

**\$300B** federal clean energy tax package over next 10 years from **Inflation Reduction Act (IRA)**

**Aging infrastructure, system hardening, grid reliability, and renewable energy** projects are key drivers for approximately **\$30B** transmission infrastructure spend

**\$1.2T+**

Infrastructure Investment and Jobs Act (IIJA) is investing significantly over next decade

**\$140B+**

U.S. investor-owned utilities are expected to make about **\$140B+ annual capital investments with ~8% CAGR** for clean energy technologies and decarbonization

**\$30B+**

Projected annual U.S. utility transmission investment with **~10% of spend on temporary access specialty rental & services**

# Positioned for Growth in Multi-Billion Dollar Temporary Access Market

Specialty Rental and Services Supporting Infrastructure Megatrends

## What We Do

Leading manufacturer and rental provider of **composite temporary worksite access solutions** with a diversified customer base, which primarily compete against access alternatives such as wood, gravel, or permanent surfaces

## Our Footprint



## Industries We Serve



Utilities



O&G



Construction



Pipeline



Rail & Other

**12%**  
YoY growth in Rental & Service Revenue (TTM)

**13%**  
YoY growth in Industrial Solutions EBITDA (TTM)

**34%**  
Average Adjusted Industrial Solutions EBITDA Margin 2021 – 2023

**53%**  
2023 rental revenue as % of avg. fleet cost

**12 year**  
Estimated useful life of mat deployed into rental fleet

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# Industrial Solutions End-to-End Operating Model

Differentiated by Optimizing Across the Value Chain Providing Strong Results



## Belief in Innovation

- High performance, safety, and service-centric culture
- Introduced DURA-BASE® to the world over 25 years ago as the 100% recyclable composite matting solution
- Committed R&D, Project Technical Support team with industry-leading experience
- Strategically located in Carencro, LA, close to suppliers using proprietary compounds of resins, with expanding use of alternative and recycled material inputs
- 50,000 sq ft automated manufacturing plant with over half a million 8' x 14' mats manufactured
- Quality management compliant with ISO 9001:2015

## Scaled to Succeed With Proven Record of Delivering

- Supplying small- and large-scale requests domestically and abroad
- Most experienced composite matting industry sales and operations team
- Dedicated to new and longstanding customer relationships
- Long asset life with low maintenance leveraging technology, and large scalable operating footprint
- Operate the largest composite DURA-BASE® matting fleet in the world

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# Industrial Solutions



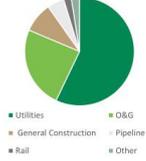
## Strategic Progress Supported by Strong Infrastructure Trends

- Strategic investments in technology, scale, and service to drive specialty rental differentiation
- Expansion of specialty rental fleet to meet long-term infrastructure build-out in multiple industries
- 15% average revenue CAGR from Utilities & Industrial end-markets since 2016; contribute ~75% of 2023 segment revenues
- Leverage R&D to launch higher-margin products focused on driving operating efficiency and sustainability
- Robust rental unit economics drive strong EBITDA margin and ROIC profile

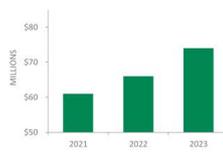
2023 REVENUE MIX



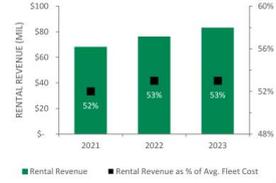
2023 REVENUE BY INDUSTRY



ADJUSTED EBITDA\*



RENTAL REV AS % AVG FLEET COST



# Global Demand for Oil and Gas Remains Resilient

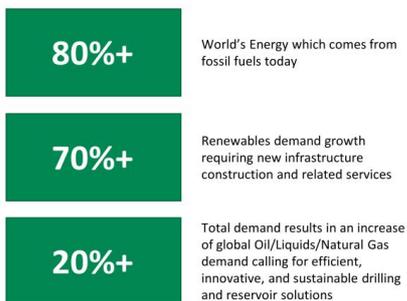
Emergence of Alternative Energy Lags Global Demand

**\$12T+** Investment in Oil & Gas projected to meet global demand in Sustainable Development Scenario over next 30 years

**Access to affordable and reliable energy** critical for developing economies

**Geopolitical instability** heightens global focus on energy security during the transition to alternative energy sources

## OUTLOOK BY 2050



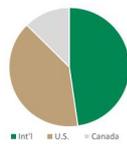
# Fluids Systems



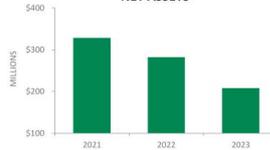
Agile, Capital-Light Technology & Services Capable of Cash Generation Through Cycles

- Recent divestitures driving shift to international markets; 60% of 2023 revenues generated outside of U.S.
- Global footprint aligned to long-term, strategic markets
- Reshaping balance sheet to drive “Capital-Light” model, and reduce return cyclicality
- FCF generation to support higher-returning growth and return to shareholders
- In September 2023, sale process launched for Fluids Systems; anticipate substantial completion by mid-2024

2023 REVENUE MIX



NET ASSETS\*



2023 CASH GENERATION FROM RECENT DIVESTITURES

**\$34M**

\* Net Assets represents segment net assets, excluding cash and debt, as of December 31.

# Long-Term Capital Allocation Strategy

Disciplined Approach Balances Growth Investments with Return of Capital



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\* Net leverage ratio calculated as Net Debt divided by Q4 2023 TTM Adjusted EBITDA.  
 \*\* Reflects ABL Facility availability plus cash and cash equivalents as of December 31, 2023.

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# Sustainability Embedded in Our DNA

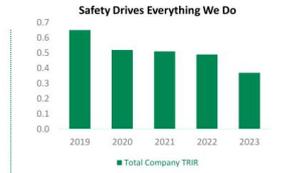


2022 Sustainability Report Including SASB & TCFD Disclosures Available on Website

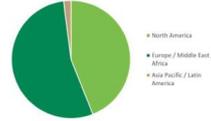
## Environmental      Social      Governance



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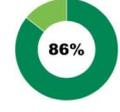


Committed to Local Personnel Across Our Operations

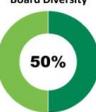


\* Reflects internal estimates of impact of DURA-BASE® Composite Matting System.

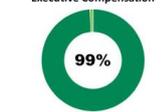
Board Independence



Independent Board Diversity



Shareholder Approval Rate of Executive Compensation



## Why Invest in Newpark Resources?

Leading Provider of Sustainable Technologies and Services



Meaningful growth opportunity tied to the energy transition and critical infrastructure



Global presence in large-scale energy markets



Proven technologies with economic and ESG benefits



Demonstrated ability to adapt and grow



Balancing investment in growth with return of capital



Capital structure to support growth plans

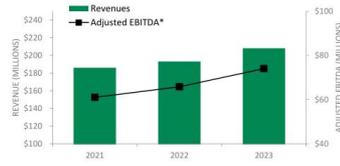


### 3 Summary of Key Financial Data

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# Business Segment Overview

## Industrial Solutions

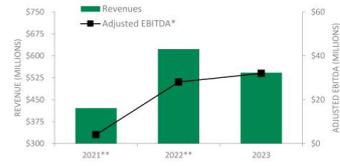


2023 REVENUES

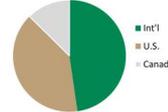


- Delivering double-digit annual revenue growth
- Strong Energy Transition market tailwinds
- Consistent cash flow and solid ROI

## Fluids Systems



2023 REVENUES



- Reshaping portfolio to monetize working capital and improve returns
- ~80% of asset base comprised of receivables, inventory, and other working capital

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\* Adjusted EBITDA is a non-GAAP financial measure. See reconciliation to the most comparable GAAP measure in "Non-GAAP Financial Measures" slides within this presentation.  
 \*\* Includes operations of Gulf of Mexico and U.S. Mineral Grinding operations, both of which were exited in Q4 2022. Divested units contributed \$83 million of revenues, \$5 million of depreciation expense, and a \$40 million operating loss in 2022, including \$29 million impairment charge, and \$62 million of revenues, \$7 million of depreciation expense and \$7 million operating loss in 2021.

## Consolidated Statements of Operations (unaudited)

	Three Months Ended			Twelve Months Ended	
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022
<i>(In thousands, except per share data)</i>					
Revenues	\$ 167,816	\$ 198,498	\$ 225,159	\$ 749,600	\$ 815,594
Cost of revenues	137,020	159,433	186,990	611,061	694,058
Selling, general and administrative expenses	23,329	26,821	24,648	101,136	97,618
Other operating (income) loss, net	(435)	(703)	(3,995)	(2,583)	(4,370)
Impairments and other charges	3,540	-	-	6,356	37,322
Operating income (loss)	4,362	13,247	17,526	33,630	(9,034)
Foreign currency exchange (gain) loss	495	(445)	2,332	267	389
Interest expense, net	1,919	2,027	2,321	8,181	7,040
Income (loss) before income taxes	1,948	11,665	12,873	25,182	(16,463)
Provision for income taxes	2,424	3,995	3,881	10,666	4,371
Net income (loss)	\$ (476)	\$ 7,670	\$ 8,992	\$ 14,516	\$ (20,834)
<b>Calculation of EPS:</b>					
Net income (loss) - basic and diluted	\$ (476)	\$ 7,670	\$ 8,992	\$ 14,516	\$ (20,834)
Weighted average common shares outstanding - basic	85,003	86,310	92,324	86,401	92,712
Dilutive effect of stock options and restricted stock awards	-	1,724	1,156	3,914	-
Weighted average common shares outstanding - diluted	85,003	88,034	93,480	88,315	92,712
Net income (loss) per common share - basic:	\$ (0.01)	\$ 0.09	\$ 0.10	\$ 0.17	\$ (0.22)
Net income (loss) per common share - diluted:	\$ (0.01)	\$ 0.09	\$ 0.10	\$ 0.16	\$ (0.22)

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## Operating Segment Results (unaudited)

(in thousands)	Three Months Ended			Twelve Months Ended	
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022
<b>Revenues</b>					
Fluids Systems	\$ 121,361	\$ 141,236	\$ 167,705	\$ 541,952	\$ 622,601
Industrial Solutions	46,455	57,262	57,454	207,648	192,993
Industrial Blending	-	-	-	-	-
<b>Total revenues</b>	<b>\$ 167,816</b>	<b>\$ 198,498</b>	<b>\$ 225,159</b>	<b>\$ 749,600</b>	<b>\$ 815,594</b>
<b>Operating income (loss)</b>					
Fluids Systems	\$ (1,147)	\$ 7,573	\$ 4,828	\$ 11,857	\$ (15,566)
Industrial Solutions	11,415	14,336	17,751	53,008	43,899
Industrial Blending	-	-	2,322	-	(8,002)
Corporate office	(5,906)	(8,662)	(7,375)	(31,235)	(29,365)
<b>Total operating income (loss)</b>	<b>\$ 4,362</b>	<b>\$ 13,247</b>	<b>\$ 17,526</b>	<b>\$ 33,630</b>	<b>\$ (9,034)</b>
<b>Segment operating margin</b>					
Fluids Systems	-0.9%	5.4%	2.9%	2.2%	-2.5%
Industrial Solutions	24.6%	25.0%	30.9%	25.5%	22.7%

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## Impact of 2022 Divestitures (unaudited)

Summarized operating results (including impairments and other charges) of our Excalibar business and Gulf of Mexico operations, both included in the Fluids Systems segment historical results, are shown in the following tables:

(In thousands)	Three Months Ended			Twelve Months Ended	
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022
<b>Revenues</b>					
Excalibar	\$ -	\$ -	\$ 11,922	\$ -	\$ 55,990
Gulf of Mexico	-	-	8,011	-	26,708
<b>Total revenues</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 19,933</u>	<u>\$ -</u>	<u>\$ 82,698</u>
<b>Operating income (loss)</b>					
Excalibar	\$ -	\$ -	\$ 1,127	\$ -	\$ 3,665
Gulf of Mexico	-	(358)	(4,023)	(4,776)	(43,215)
<b>Total operating income (loss)</b>	<u>\$ -</u>	<u>\$ (358)</u>	<u>\$ (2,896)</u>	<u>\$ (4,776)</u>	<u>\$ (39,550)</u>

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## Consolidated Balance Sheets (unaudited)

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(In thousands, except share data)	December 31, 2023	December 31, 2022
<b>ASSETS</b>		
Cash and cash equivalents	\$ 38,594	\$ 23,182
Receivables, net	168,457	242,247
Inventories	141,079	149,571
Prepaid expenses and other current assets	9,094	10,966
Total current assets	<u>357,224</u>	<u>425,966</u>
Property, plant and equipment, net	195,289	193,099
Operating lease assets	20,731	23,769
Goodwill	47,283	47,110
Other intangible assets, net	17,114	20,215
Deferred tax assets	2,628	2,275
Other assets	2,067	2,441
Total assets	<u>\$ 642,336</u>	<u>\$ 714,875</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current debt	\$ 16,916	\$ 22,438
Accounts payable	70,087	93,633
Accrued liabilities	49,281	46,871
Total current liabilities	<u>136,284</u>	<u>162,942</u>
Long-term debt, less current portion	58,117	91,677
Noncurrent operating lease liabilities	17,404	19,816
Deferred tax liabilities	8,307	8,121
Other noncurrent liabilities	6,860	9,291
Total liabilities	<u>226,972</u>	<u>291,847</u>
Common stock, \$0.01 par value (100,000,000 shares authorized and 111,669,464 and 111,451,999 shares issued, respectively)	1,117	1,115
Paid-in capital	639,645	641,266
Accumulated other comprehensive loss	(62,839)	(67,186)
Retained earnings	10,773	2,489
Treasury stock, at cost (26,471,738 and 21,751,232 shares, respectively)	<u>(173,332)</u>	<u>(154,656)</u>
Total stockholders' equity	<u>415,364</u>	<u>423,028</u>
Total liabilities and stockholders' equity	<u>\$ 642,336</u>	<u>\$ 714,875</u>

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## Consolidated Statements of Cash Flows (unaudited)

(In thousands)	Twelve Months Ended December 31,		(In thousands)	Twelve Months Ended December 31,	
	2023	2022		2023	2022
<b>Cash flows from operating activities:</b>			<b>Cash flows from investing activities:</b>		
Net income (loss)	\$ 14,516	\$ (20,834)	Capital expenditures	(29,232)	(28,273)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operations:			Proceeds from divestitures	19,833	71,286
Impairments and other non-cash charges	6,356	37,322	Proceeds from sale of property, plant and equipment	3,709	3,217
Depreciation and amortization	31,372	38,610	<b>Net cash provided by (used in) investing activities</b>	<b>(5,690)</b>	<b>46,230</b>
Stock-based compensation expense	6,638	6,861	<b>Cash flows from financing activities:</b>		
Provision for deferred income taxes	(482)	(3,384)	Borrowings on lines of credit	241,873	287,276
Credit loss expense	1,209	1,039	Payments on lines of credit	(277,591)	(290,886)
Gain on divestitures	-	(3,596)	Proceeds from term loan	-	3,754
Gain on sale of assets	(2,904)	(2,809)	Debt issuance costs	-	(1,499)
Amortization of original issue discount and debt issuance costs	541	871	Purchases of treasury stock	(34,265)	(20,248)
Change in assets and liabilities:			Proceeds from employee stock plans	606	-
(Increase) decrease in receivables	64,812	(42,452)	Other financing activities	(11,670)	(3,327)
(Increase) decrease in inventories	2,256	(46,909)	<b>Net cash provided by (used in) financing activities</b>	<b>(81,047)</b>	<b>(24,930)</b>
(Increase) decrease in other assets	307	(855)	Effect of exchange rate changes on cash	576	(707)
Increase (decrease) in accounts payable	(25,065)	10,781	Net increase (decrease) in cash, cash equivalents, and restricted cash	13,840	(4,438)
Increase in accrued liabilities and other	445	334	Cash, cash equivalents, and restricted cash at beginning of period	25,061	29,489
<b>Net cash provided by (used in) operating activities</b>	<b>100,001</b>	<b>(25,021)</b>	Cash, cash equivalents, and restricted cash at end of period	<b>\$ 38,901</b>	<b>\$ 25,061</b>

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## Non-GAAP Financial Measures (unaudited)

The following tables reconcile the Company's net income (loss) calculated in accordance with GAAP to the non-GAAP financial measures of EBITDA and Adjusted EBITDA:

Consolidated (In thousands)	Twelve Months Ended				
	2019	2020	2021	2022	2023
<b>Net income (loss) (GAAP)</b>	\$ (12,946)	\$ (80,696)	\$ (25,526)	\$ (20,834)	\$ 14,516
Interest expense, net	14,369	10,986	8,805	7,040	8,181
Provision (benefit) for income taxes	9,788	(11,883)	7,293	4,371	10,666
Depreciation and amortization	47,144	45,314	42,225	38,610	31,372
<b>EBITDA (non-GAAP)</b>	58,355	(36,279)	32,797	29,187	64,735
Impairments and other charges	11,422	14,727	-	37,322	6,356
Fluids sale process transaction expenses	-	-	-	-	1,786
Gain on divestitures	-	-	-	(3,596)	-
Fourchon, Louisiana hurricane-related costs	-	-	2,596	-	-
Facility exit costs and other, net	2,631	(201)	2,399	2,452	4,594
Severance costs	3,814	4,773	1,898	736	2,659
Inventory write-downs	1,881	10,345	-	-	-
Gain on legal settlement	-	-	(1,000)	-	-
(Gain) loss on extinguishment of debt	-	(419)	1,000	-	-
Other	3,955	-	(849)	-	-
<b>Adjusted EBITDA (non-GAAP)</b>	<u>\$ 82,058</u>	<u>\$ (7,054)</u>	<u>\$ 38,841</u>	<u>\$ 66,101</u>	<u>\$ 80,130</u>

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## Non-GAAP Financial Measures (unaudited)

The following tables reconcile the Company's net income (loss) calculated in accordance with GAAP to the non-GAAP financial measures of EBITDA and Adjusted EBITDA:

Consolidated (In thousands)	Three Months Ended				
	December 31, 2022	March 31, 2023	June 30, 2023	September 30, 2023	December 31, 2023
<b>Net income (loss) (GAAP)</b>	\$ 8,992	\$ 5,620	\$ 1,702	\$ 7,670	\$ (476)
Interest expense, net	2,321	2,089	2,146	2,027	1,919
Provision for income taxes	3,881	2,115	2,132	3,995	2,424
Depreciation and amortization	8,351	7,895	7,908	7,704	7,865
<b>EBITDA (non-GAAP)</b>	23,545	17,719	13,888	21,396	11,732
Impairments and other charges	-	-	2,816	-	3,540
Fluids sale process transaction expenses	-	-	-	892	894
Facility exit costs and other, net	1,303	2,292	1,944	358	-
Severance costs	216	955	1,169	506	29
Gain on divestiture	(3,596)	-	-	-	-
<b>Adjusted EBITDA (non-GAAP)</b>	\$ 21,468	\$ 20,966	\$ 19,817	\$ 23,152	\$ 16,195

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## Non-GAAP Financial Measures (unaudited)

The following tables reconcile the Company's segment operating income (loss) calculated in accordance with GAAP to the non-GAAP financial measures of EBITDA, Adjusted EBITDA, and Adjusted EBITDA Margin:

Fluids Systems (In thousands)	Twelve Months Ended				
	2019	2020	2021	2022	2023
Revenues	\$ 620,317	\$ 354,608	\$ 420,789	\$ 622,601	\$ 541,952
Operating income (loss) (GAAP)	\$ 3,814	\$ (66,403)	\$ (19,012)	\$ (15,566)	\$ 11,857
Depreciation and amortization	21,202	20,555	17,877	13,875	7,776
EBITDA (non-GAAP)	25,016	(45,848)	(1,135)	(1,691)	19,633
Impairments and other charges	11,422	14,727	-	29,417	6,356
Fluids sale process transaction expenses	-	-	-	-	619
Gain on divestiture	-	-	-	(971)	-
Fourchon, Louisiana hurricane-related costs	-	-	2,596	-	-
Facility exit costs and other, net	2,631	(201)	2,399	1,000	4,594
Inventory write-downs	1,881	10,345	-	-	-
Severance costs	2,264	3,729	1,329	398	1,172
Other	605	-	(849)	-	-
Adjusted EBITDA (non-GAAP)	\$ 43,819	\$ (17,248)	\$ 4,340	\$ 28,153	\$ 32,374
Operating Margin (GAAP)	0.6%	-18.7%	-4.5%	-2.5%	2.2%
Adjusted EBITDA Margin (non-GAAP)	7.1%	-4.9%	1.0%	4.5%	6.0%

Industrial Solutions (In thousands)	Twelve Months Ended				
	2019	2020	2021	2022	2023
Revenues	\$ 199,802	\$ 130,469	\$ 185,171	\$ 192,993	\$ 207,648
Operating income (GAAP)	\$ 47,466	\$ 13,030	\$ 42,117	\$ 43,899	\$ 53,008
Depreciation and amortization	21,763	20,127	19,304	21,653	21,108
EBITDA (non-GAAP)	69,229	33,157	61,421	65,552	74,116
Severance costs	434	437	302	214	254
Gain on legal settlement	-	-	(1,000)	-	-
Adjusted EBITDA (non-GAAP)	\$ 69,663	\$ 33,594	\$ 60,723	\$ 65,766	\$ 74,370
Operating Margin (GAAP)	23.8%	10.0%	22.7%	22.7%	25.5%
Adjusted EBITDA Margin (non-GAAP)	34.9%	25.7%	32.8%	34.1%	35.8%

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## Non-GAAP Financial Measures (unaudited)

The following table reconciles the Company's net cash provided by (used in) operating activities calculated in accordance with GAAP to the non-GAAP financial measure of Free Cash Flow:

Consolidated (In thousands)	Twelve Months Ended				
	2019	2020	2021	2022	2023
<b>Net cash provided by (used in) operating activities (GAAP)</b>	\$ 72,286	\$ 55,791	\$ (3,013)	\$ (25,021)	\$ 100,001
Capital expenditures	(44,806)	(15,794)	(21,793)	(28,273)	(29,232)
Proceeds from sale of property, plant and equipment	13,734	12,399	15,999	3,217	3,709
<b>Free Cash Flow (non-GAAP)</b>	<u>\$ 41,214</u>	<u>\$ 52,396</u>	<u>\$ (8,807)</u>	<u>\$ (50,077)</u>	<u>\$ 74,478</u>

## Non-GAAP Financial Measures (unaudited)

The following table reconciles the Company's total debt calculated in accordance with GAAP to the non-GAAP financial measures of Net Debt and Net Leverage:

Consolidated (In thousands)	December 31,				
	2019	2020	2021	2022	2023
Current debt	\$ 6,335	\$ 67,472	\$ 19,210	\$ 22,438	\$ 16,916
Long-term debt, less current portion	153,538	19,690	95,593	91,677	58,117
<b>Total Debt</b>	<b>159,873</b>	<b>87,162</b>	<b>114,803</b>	<b>114,115</b>	<b>75,033</b>
Less: cash and cash equivalents	(48,672)	(24,197)	(24,088)	(23,182)	(38,594)
<b>Net Debt</b>	<b>\$ 111,201</b>	<b>\$ 62,965</b>	<b>\$ 90,715</b>	<b>\$ 90,933</b>	<b>\$ 36,439</b>
<b>Adjusted EBITDA (non-GAAP) - TTM</b>	<b>\$ 82,058</b>	<b>\$ (7,054)</b>	<b>\$ 38,841</b>	<b>\$ 66,101</b>	<b>\$ 80,130</b>
<b>Net Leverage</b>	<b>1.4</b>	<b>(8.9)</b>	<b>2.3</b>	<b>1.4</b>	<b>0.5</b>

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