

**FORUM ENERGY TECHNOLOGIES, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(Amended and Restated as of May 10, 2024)**

**I. The Board of Directors**

**A. *Size of Board***

The number of directors that constitutes the Board of Directors (the “Board”) of Forum Energy Technologies, Inc. (the “Company”) shall be fixed from time to time pursuant to the Company’s certificate of incorporation and bylaws (as amended from time to time). The Nominating, Governance and Sustainability Committee (the “Committee”) annually reviews and makes recommendations to the Board regarding the size of the Board and its committees.

**B. *Qualification Standards***

The Board will have a majority of directors who are “Independent” as defined by the listing requirements of the New York Stock Exchange (the “NYSE”), and as determined by the Board. The standards set forth in Attachment A to these Corporate Governance Guidelines (the “Guidelines”) are adopted to assist the Board in assessing the independence of directors. Each year, the Committee will review the relationships between the Company and each director and will report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.

The Committee considers and makes recommendations to the Board regarding the Board’s structure, composition and functioning.

The Committee is also responsible for establishing processes for the selection and nomination of directors, and for identifying individuals qualified to become Board members. Nominees for directorship will be selected by the Committee in accordance with the policies and principles in its charter. The Committee reviews and recommends to the Board the skills, experience, characteristics and other criteria for identifying and evaluating directors. In addition, the Committee evaluates the Board’s structure to assess whether the skills, experience, characteristics and other criteria established by the Board are represented on the Board as a whole, and in individual directors, and to assess the skills, experience, characteristics, ability and willingness to devote the time and effort necessary to be an effective board member, and other criteria that may be needed in the future in light of the Company’s anticipated needs. The Board and Committee also actively seek to achieve a diversity of personal and professional experiences on the Board, and when assessing qualifications of prospective nominees to the Board, considers diversity in the broadest sense, including persons diverse in perspectives, personal and professional experiences, geography, gender, race and ethnicity. As part of the search

process for each new director, the Committee actively seeks out women and minority candidates to include in the pool from which Board nominees are chosen (and affirmatively instructs any search firm the Committee engages to do so). When considering the appointment of new directors, and while professional skills will be of paramount importance, the Board will seek to obtain gender, race and ethnic diversity among at least 30% of its members. When appropriate and at its discretion, the Committee may retain a search firm to assist in identifying candidates for the Board. In such instance, such search firm will be affirmatively instructed to include qualified women and minority candidates for the Board and Committee's consideration.

The Committee reviews the qualifications of director candidates and incumbent directors in light of the criteria approved by the Board and recommends candidates for election by the Company's stockholders at the annual meeting. The Committee also considers director candidates recommended by Company stockholders in accordance with the procedures set forth in the proxy statement. An invitation to join the Board should be extended by the Board itself, by the Chairman of the Committee or by the Chairman of the Board.

**C. *Director Responsibilities***

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging this obligation, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors as to matters the director reasonably believes are within such person's professional or expert competence.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Attendance at Board and committee meetings shall be considered by the Committee in assessing each director's performance.

**D. *Change in Principal Occupation***

When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must submit an offer of resignation for consideration by the Committee. The Committee recommends to the Board the action, if any, to be taken with respect to the resignation offer.

**E. Service on Other Boards and Audit Committees**

In advance of accepting an invitation to serve on another public company board, or a board whose company could potentially compete with the Company, directors and officers should advise the Chairman of the Board and the Chairman of the Committee to allow an assessment to be made of, among other things, the potential impact of such service on the director's or officer's, as applicable, time and availability, potential conflict of interest issues and the director's status as an independent director.

Directors are encouraged to limit the number of other boards on which they serve so as to not interfere with their service as a director of the Company. Ordinarily, directors may not serve on the boards of more than five public companies (including the Company's Board). Directors who are executive officers of public companies may not serve on the board of more than one other public company, in addition to the Company's Board. Service on the boards of subsidiary companies with no publicly traded stock (or that issue only debt), non-profit organizations and private companies is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation.

Members of the Audit Committee may not serve on the audit committees of more than two other public companies.

**F. Retirement Age**

Each Company director shall retire from the Board prior to the annual meeting immediately following their 75<sup>th</sup> birthday.

**G. Director Resignation**

In accordance with the Company's bylaws, if none of the Company's stockholders provides the Company with notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the Company's stockholders have withdrawn all such nominations by the 10<sup>th</sup> day before the Company mails its notice of meeting to stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board requires that a director tender his or her resignation if he or she fails to receive the required number of votes for re-election.

If an incumbent director fails to receive the required vote for re-election, the Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit its recommendation for prompt consideration by the Board. The director whose resignation is under consideration shall abstain from participating in any decision regarding his or her resignation. The Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

The Board shall nominate for election or re-election as a director only those candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (1) the director's failure to receive the required vote at the next annual meeting at which they face re-election and (2) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with those candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the above practice.

#### ***H. Board Leadership***

The Board annually reviews its leadership structure to evaluate whether the structure remains appropriate for the Company. Upon the election of a new Chief Executive Officer, and at such other times as the Board deems appropriate, the Board shall make a determination regarding the separation of the offices of Chairman and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination in this manner.

During any period in which the offices of Chairman and Chief Executive Officer are combined, or the Board so elects, there shall be a lead independent director (the "Lead Director"). The Lead Director will be chosen on an annual basis by the Board at the recommendation of the Committee. The Lead Director is responsible for preparing an agenda for the meetings of the independent directors in executive session, serving as a liaison between the Board's Chairman and the independent directors, approving meeting schedules and, if requested by a major stockholder, ensuring that he or she is available for consultation and direct communication with such stockholder. The name of the Lead Director will be disclosed in the Company's proxy statement for its annual meeting of stockholders or, if the Company does not file an annual proxy statement, in its Annual Report on Form 10-K.

#### ***I. Executive Sessions of Non-Management Directors***

The non-management directors will have meetings in executive session that will normally be held immediately following each regularly scheduled Board meeting. In the event that the non-management directors include directors who are not independent under the listing requirements of the NYSE, then at least once a year, there should be an executive session including only independent directors. The Lead Director will preside at these executive sessions, and has the authority to call executive sessions of non-management directors.

#### ***J. Director Compensation***

The Compensation & Human Capital Committee will conduct an annual review of director compensation and make a recommendation to the Board regarding the form and amount

of director compensation. Directors who are employees of the Company shall not receive any additional compensation for service on the Board.

***K. Annual Performance Evaluation of the Board***

Each year, the Committee will lead an annual performance review of the Board. As part of this process, the Committee will receive comments from all directors and report to the full Board with an assessment of annual performance. The ability of individual directors to contribute to the Board is considered in connection with the re-nomination process.

***L. Strategic Planning***

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

***M. Meetings of the Board***

The Chairman of the Board will establish the agenda for each Board meeting. At the beginning of the year, the Chairman of the Board will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

***N. Director Orientation and Continuing Education***

The Committee is responsible for developing and annually evaluating an orientation and continuing education program for directors, and for making appropriate recommendations for final Board action regarding this program.

***O. Board Member Attendance at the Annual Meetings of Stockholders***

Directors are encouraged to attend the Company's annual meeting of stockholders.

***P. Stockholder Communications with Directors***

The Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairman of the Board, the Lead Director or any other director in particular to:

**Forum Energy Technologies, Inc.  
10344 Sam Houston Park Drive, Suite 300  
Houston, Texas 77064**

Stockholders and any other interested parties should mark the envelope containing each communication as "Stockholder Communication with Directors" and clearly identify the

intended recipient(s) of the communication. The Company's General Counsel will review each communication received from stockholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Company, then the Company's General Counsel may forward the communication to the executive officer or chairman of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

## **II. Committees of the Board of Directors**

### **A. *Committees***

The Board will have at all times an Audit Committee; a Nominating, Governance and Sustainability Committee; and a Compensation Committee. However, the Board may, from time to time, establish and maintain additional committees as necessary or appropriate. Committee members will be appointed by the Board upon recommendation of the Committee, with consideration given to the desires of individual directors.

All of the members of the Audit Committee, Committee and Compensation & Human Capital Committee must satisfy the independence and experience requirements detailed in their respective committee charters. Each year, the Committee will determine whether or not each director is independent, disinterested, and a non-employee or outside director under the standards applicable to the committees on which such director is serving or may serve, and will report the results of its review to the Board. The Board will then determine which directors qualify as independent, disinterested, non-employee or outside directors under applicable standards.

### **B. *Committee Charters***

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

### **C. *Committee Meetings***

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any

requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year, the Chairman of each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). Committee members are free to suggest the inclusion of items on the agenda. Committee members are free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

#### ***D. Annual Performance Evaluation of the Committees***

Each year, the Committee will lead the Board in the annual performance review of the Board's committees. As part of this process, the Committee will request that the Chairman of each committee report to the full Board about the committee's annual evaluation of its performance and evaluation of its charter following the end of each fiscal year.

### **III. Director Access to Independent Advisors and Management**

The Board and each committee has the power to hire independent legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company, subject to reasonable efforts to avoid disruption to the Company's business and operations. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Company's executive officers are welcome to attend each Board meeting.

### **IV. Management Evaluation and Succession Planning**

Each year, the Committee will establish the structure of the Board's annual performance review of the Company's Chief Executive Officer.

The Board will meet annually on succession planning for the Chief Executive Officer and certain key management positions. The Chief Executive Officer should make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The succession planning process includes consideration of both ordinary course succession as well as planning for situations where the Chief Executive Officer or another member of senior management unexpectedly become unable to perform the duties of their positions. In addition, the Committee structures the succession planning process in respect of key leadership roles on the Board, the Board's committees and executive management.

## **V. Stock Ownership Requirements**

To further align the interests of our directors and executive officers with the long-term interests of stockholders, our Board has adopted a Stock Ownership Requirements Policy that requires our named executive officers and non-executive directors to own shares equal to specified amounts of our common stock, set at a multiple of the directors' base annual cash retainer or the officers' base annual salary, in each case, in effect as of January 1 of each applicable year, as disclosed in the annual proxy statement.

## **VI. Stockholder Engagement**

To enable the Company to speak with a single voice, as a general matter, senior management serves as the primary spokesperson for the Company and is responsible for communicating with various constituencies, including stockholders, on behalf of the Company. Directors may participate in discussions with stockholders and other constituencies on issues where Board-level involvement is appropriate. In addition, the Board oversees the Company's stockholder engagement efforts, with assistance from the Committee and the Compensation Committee, which oversees stockholder engagement on the subject of executive compensation.

## **VII. Political Contributions**

As a matter of policy, the Company does not use corporate funds for the purpose of political advocacy or campaign contributions. Company funds shall also not be directed for the purpose of influencing legislation without specific Board approval.

## **VIII. Review of Committee Policies**

At least annually, the Committee will review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval. In addition, the Committee will consider any other corporate governance issues that arise from time to time and will develop appropriate recommendations for the Board. The Audit Committee will review management's monitoring of the Company's compliance programs, Code of Conduct and other ethics policies, including a report of violations and waivers of the various ethics policies.

## **IX. Posting Requirement**

The Company shall post these Guidelines, the charters of each Board committee and the Company's Code of Conduct, Anti-Corruption Policy and Financial Code of Ethics on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders or, if the Company does not file a proxy statement, in its Annual Report on Form 10-K, that a

copy of each document is available on the Company's website and provide the website address.

## Appendix A

An “independent” director is a director whom the Board has determined has no material relationship with Forum Energy Technologies, Inc. or any of its consolidated subsidiaries (collectively, the “Company”), either directly, or as a partner, stockholder or officer of an organization that has a relationship with the Company. For purposes of this definition, the Board has determined that a director is not independent if:

1. The director is, or has been within the last three years, an employee of the Company, or an immediate family member of the director is, or has been within the last three years, an executive officer of the Company.
2. The director has received, or has an immediate family member who has received, during any 12-month period during the last three years, more than \$120,000 in direct compensation from the Company (other than Board and committee fees, and pension or other forms of deferred compensation for prior service). Compensation received by an immediate family member for service as an employee (other than an executive officer) of the Company is not considered for purposes of this standard.
3. (a) The director, or an immediate family member of the director, is a current partner of the Company’s internal or external auditor; (b) the director is a current employee of the Company’s internal or external auditor; (c) an immediate family member of the director is a current employee of the Company’s internal or external auditor who personally works on the Company’s audit; or (d) the director, or an immediate family member of the director, was within the last three years (but is no longer) a partner or employee of the Company’s internal or external auditor and personally worked on the Company’s audit within that time.
4. The director, or an immediate family member of the director, is, or has been within the last three years, employed as an executive officer of another company where any of the Company’s present executive officers serves or served at the same time on that company’s compensation committee.
5. The director is a current employee, or an immediate family member of the director is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount that, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the other company’s consolidated gross revenues; or
6. The director, or the director’s spouse, is an executive officer of a non-profit organization to which the Company makes, or in the past three years has made, payments that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the non-profit organization’s consolidated gross revenues.

An “immediate family member” includes a director’s spouse, parents, children, siblings, mother- and father-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than a domestic employee) who shares the director’s home.