



# Annual Report 2023



An aerial, top-down perspective of a large crowd of people walking on a blue surface. The crowd is dense on the right side and more sparse on the left. The people are wearing various colored clothing, and their shadows are cast onto the blue surface. There are faint, white, wavy lines on the blue background.

# Stay Well. Work Well.

**Civeo (NYSE: CVEO) is a workforce accommodations specialist dedicated to helping people maintain healthy, productive and connected lives while living and working away from home.**

Our belief is that a well-rested employee with a balanced lifestyle will be more productive at work – making Civeo a key partner in the success of our clients' operations.





**2023**  
Hospitality  
that draws  
attention.

**8.0M**

Guest Days Served

**25.9M**

Meals Served

**36.8K**

Rooms Operated



# Dear Civeo Shareholders,

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**Bradley J. Dodson**  
President and CEO

2023 was a pivotal year for Civeo and represents the culmination of several years of work to position the company for its next phase of growth. With our team's continued focus on delivering value to our guests and clients, we are winning work in our North American and Australian markets, returning capital to shareholders, and maintaining the flexibility to enable us to execute on attractive growth opportunities.

## **Progress in 2023**

Civeo's strong reputation and our team's commitment to quality, service, and continuous improvement have set us apart from competitors and led to exciting new contract wins. This has enabled us to successfully diversify our revenue streams, manage macroeconomic headwinds and build greater resiliency into our business.

Our Australian operations performed particularly well in 2023 as we were able to mitigate inflation and achieve material margin improvement in our integrated service business. High commodity prices are supporting increased customer spending across our integrated services business and our owned-villages business. We take particular pride in being the established partner of choice for our customers in this robust market, as evidenced by the A\$738 million of multi-year contracts signed in 2023.

While our Canadian operations entered 2023 with the expectation of a challenging macroeconomic environment, we continued to identify and execute opportunities to position the company for growth. We successfully completed multiple mobile camp contracts for the Coastal GasLink Pipeline Project, which delivered C\$266 million in revenues since 2019. The sale of McClelland Lake Lodge, which we announced in 2023 and finalized in January 2024, demonstrates the growing demand for existing modular accommodations assets across North America. In addition to the sale proceeds, we secured revenue associated with the transportation of these assets and look to capitalize on additional associated revenue opportunities in the future. We are well-positioned operationally and financially to pursue new end markets in North America despite the projected headwinds continuing in 2024.

## **Updated Framework**

As we have communicated to our shareholders over the last several years, reducing leverage has been our top priority. Our differentiated offerings and disciplined approach, combined with the strength of our free cash flow generation profile, have enabled us to consistently reduce debt.

By following a disciplined strategy to deliver the highest quality of customer care, and correctly anticipating shifts in our markets, we surpassed our leverage target ratio of 1.0 times in 2023. This significant debt reduction allows us to return capital to shareholders and pursue attractive opportunities to create additional value while maintaining a strong balance sheet.

Demonstrating resiliency and a commitment to delivering steady shareholder returns, we have built a strong financial and operational foundation that serves as a platform for strategic value creation. This allowed us to introduce an updated capital allocation strategy in September 2023 that reflects the evolution of our business, its capacity for steady cash flow generation and the health of our balance sheet.

Under our updated framework, we have several near-term objectives. First, we will use our strong cash flow generation to support our existing operations, prioritizing excellence in everything we do. Second, subject to the discretion of our board, we plan to return capital to shareholders through a dividend of \$0.25 per quarter which we initiated in September 2023. When we have cash flow in excess of these priorities and when they present a compelling expected return, we plan to continue to execute share repurchases opportunistically. In 2023, we repurchased 3.7% of outstanding shares. Finally, we plan to use additional excess cash flow to accelerate organic growth and pursue inorganic growth opportunities while maintaining a prudent leverage ratio based on the returns profile of growth initiatives.

Notably, we returned 23% of 2023 free cash flow to shareholders through dividends and buybacks in 2023. We are well-positioned to execute on our updated framework and compete effectively in 2024 and beyond.

#### **Advancing our ESG Initiatives**

We remain committed to caring for our people, our communities and our environment through every business decision. Significant progress was made advancing our ESG initiatives in 2023, and as we enter our next phase of growth, maintaining our track record of conducting business responsibly will remain a priority.

In 2023, we successfully completed Phase One of our five-year ESG roadmap, which was developed by a global Steering Committee of the executive team at the direction of the Board's Environmental, Social, Governance and Nominating Committee. In accordance with this roadmap, we began efforts to measure greenhouse gas emissions across our operations with the support of a third-party consultant. We also continued to engage with our employees to evolve feedback mechanisms based on the results of our recent employee engagement survey. Safety is always at the heart of what we do, and we continuously assess ways to enhance safety for our employees and customers, as evidenced by our 2023 Total Recordable Incident Rate of 0.45.

#### **Looking Ahead to 2024**

Despite the expected wind-down of LNG-related activity in Canada, we entered 2024 with the financial strength and flexibility to accelerate momentum across the business. Our work to date has us well-positioned for excellent shareholder returns as well as organic and inorganic growth which we will pursue as our cash flow and market conditions allow.

I want to thank our team for their hard work and dedication. I look forward to building upon our success, strengthening customer relationships, and continuing to provide excellent service to thousands of people every day.

Sincerely,



Bradley J. Dodson  
President & CEO  
March 28, 2024

“

Significant progress was made advancing our ESG initiatives in 2023, and as we enter our next phase of growth, maintaining our track record of conducting business responsibly will remain a priority.

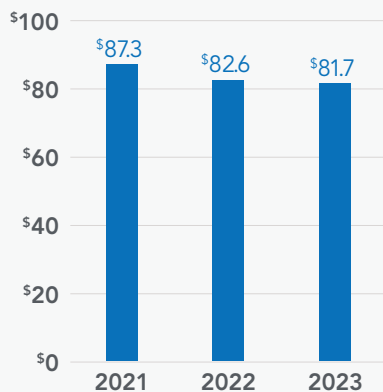
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2023

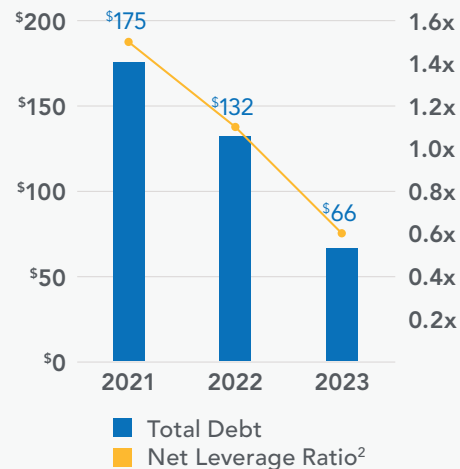
# Laying the Foundation for Our Next Chapter

In 2023, Civeo solidified its foundation for future success through strong free cash flow generation, debt reduction, and return of capital to shareholders while continuing to produce an exemplary safety record.

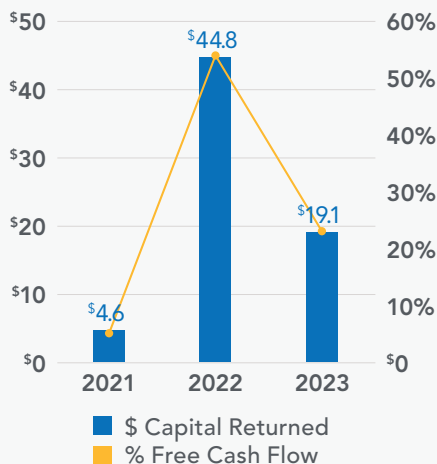
Free Cash Flow<sup>1</sup> (in \$Millions)



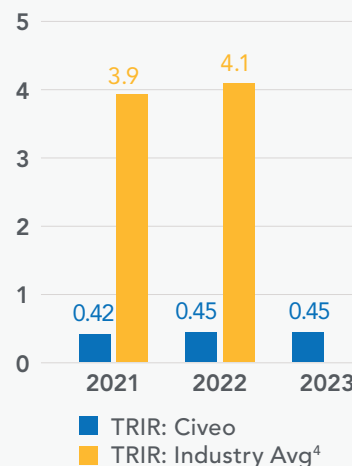
Total Debt (in \$Millions)



Return of Capital to Shareholders<sup>3</sup> (in \$Millions)



Total Recordable Incident Rate (Incidents per 100 workers/yr)



<sup>1</sup> Free Cash Flow is a non-GAAP financial measure and is reconciled to the nearest GAAP financial measure in the Appendix.

<sup>2</sup> Net Leverage Ratio is a non-GAAP financial measure and is reconciled to the nearest GAAP financial measure in the Appendix.

<sup>3</sup> Capital returned through quarterly dividends and share repurchases.

<sup>4</sup> U.S. accommodations industry average. 2023 data is not available at the publishing date of this report.

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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2023

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-36246

**Civeo Corporation**

(Exact name of registrant as specified in its charter)

British Columbia, Canada

98-1253716

(State or other jurisdiction of  
incorporation or organization)

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

Three Allen Center, 333 Clay Street, Suite  
4980,

Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

713 510-2400

(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered</u>
Common Shares, no par value	CVEO	New York Stock Exchange

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

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐

No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐

No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒

No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒

No ☐

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

(Check one):

Large Accelerated Filer ☐ Accelerated Filer ☒ Emerging Growth Company ☐  
Non-Accelerated Filer ☐ Smaller Reporting 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐

No ☒

The aggregate market value of common shares held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2023, was \$254,992,411.

The Registrant had 14,669,767 common shares outstanding as of February 23, 2024.

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

Portions of the registrant's Definitive Proxy Statement for the 2024 Annual General Meeting of Shareholders, which the registrant intends to file with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference into Part III of this Annual Report on Form 10-K.



# CIVEO CORPORATION

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## PART I

*This annual report on Form 10-K (annual report) contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 (the Securities Act) and Section 21E of the Securities Exchange Act of 1934 (the Exchange Act). Actual results could differ materially from those projected in the forward-looking statements as a result of a number of important factors. For a discussion of known material factors that could affect our results, refer to "Cautionary Statement Regarding Forward-Looking Statements" below and "Part I, Item 1. Business," "Part I, Item 1A. Risk Factors," "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk" of this annual report.*

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

### Cautionary Statement Regarding Forward-Looking Statements

We include the following cautionary statement to take advantage of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 for any "forward-looking statement" made by us or on our behalf. All statements other than statements of historical facts included in this annual report are forward-looking statements. The forward-looking statements can be identified by the use of forward-looking terminology including "may," "expect," "anticipate," "estimate," "continue," "believe" or other similar words. Such statements may include statements regarding our future financial position, budgets, capital expenditures, projected costs, plans and objectives of management for future operations and possible future strategic transactions. Where any such forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while we believe such assumptions or bases to be reasonable and make them in good faith, assumed facts or bases almost always vary from actual results. The differences between assumed facts or bases and actual results can be material, depending upon the circumstances. The factors identified in this cautionary statement are important factors (but not necessarily all of the important factors) that could cause actual results to differ materially from those expressed in any forward-looking statement made by us, or on our behalf.

In any forward-looking statement where we, or our management, express an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Taking this into account, the following are identified as important factors that could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, us:

- the level of supply and demand for oil, metallurgical coal, natural gas, iron ore and other minerals;
- the level of activity, spending and natural resource development in Canada and Australia;
- the level of demand, particularly from China, for coal and other natural resources from Australia;
- the availability of attractive natural resource projects and assets, which may be affected by governmental actions, including changes in royalty or tax regimes, or environmental activists which may restrict drilling or development;
- fluctuations in the current and future prices of oil, coal, natural gas, iron ore and other minerals;
- failure by our customers to reach positive final investment decisions on, or otherwise not complete, projects with respect to which we have been awarded contracts to provide related hospitality services, which may cause those customers to terminate or postpone the contracts;
- fluctuations in currency exchange rates;
- general global economic conditions, such as the pace of global economic growth, a general slowdown in the global economy, supply chain disruptions, inflationary pressures and geopolitical events such as the ongoing Russia/Ukraine and Israel/Hamas conflicts;

- changes in tax laws, tax treaties or tax regulations or the interpretation or enforcement thereof, including taxing authorities not agreeing with our assessment of the effects of such laws, treaties and regulations;
- changes to government and environmental regulations, including climate change legislation and clean energy policies;
- global weather conditions, natural disasters, global health concerns, and security threats, including cybersecurity incidents;
- our ability to hire and retain skilled personnel;
- the availability and cost of capital, including the ability to access the debt and equity markets;
- our capital structure and our ability to return cash to shareholders through dividends or common share repurchases;
- our ability to integrate acquisitions;
- the development of new projects, including whether such projects will continue in the future; and
- other factors identified in Item 1A. - "Risk Factors" of this annual report.

Such risks and uncertainties are beyond our ability to control, and in many cases, we cannot predict the risks and uncertainties that could cause our actual results to differ materially from those indicated by the forward-looking statements.

All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we do not undertake any obligation to publicly update or revise any forward-looking statements except as required by law.



## **ITEM 1. Business**

### **Available Information**

We maintain a website with the address of [www.civeo.com](http://www.civeo.com). We are not including the information contained on our website as a part of, or incorporating it by reference into, this annual report. We file or furnish annual, quarterly and current reports, proxy statements and other documents with the Securities and Exchange Commission (the SEC). We make available free of charge through our website our Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the SEC. Also, the SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us, and our filings are available on the Internet at [www.sec.gov](http://www.sec.gov) and free of charge upon written request to our corporate secretary at the address shown on the cover page of this annual report.

### **Our Company**

We provide a suite of hospitality services for our guests in the natural resources industry, including lodging, catering and food service, housekeeping and maintenance at accommodation facilities that we or our customers own. In many cases, we provide services that support the day-to-day operations of these facilities, such as laundry, facility management and maintenance, water and wastewater treatment, power generation, communication systems, security and logistics. We also manage development activities for workforce accommodation facilities, including site selection, permitting, engineering and design, manufacturing management and site construction, along with providing hospitality services once the facility is constructed.

We primarily operate in some of the world's most active oil, metallurgical (met) coal, liquefied natural gas (LNG) and iron ore producing regions, where, in many cases, traditional accommodations and related infrastructure often are not accessible, sufficient or cost effective. Our customers include major and independent oil companies, mining companies, engineering companies and oilfield and mining service companies. Our extensive suite of services enables us to meet the unique needs of each of our customers, while providing comfortable accommodations for their employees. Our customers are able to outsource their accommodations needs to a single supplier, maintaining employee welfare and satisfaction while focusing their investment on their core resource production efforts.

Our Company is built on the foundation of the following core values: Safety, Respect, Care, Excellence, Integrity and Collaboration. We put the safety of our employees and guests above all other concerns. We care about our people, guests, customers, communities and the environment, and we deliver excellent service with passion and pride. We act with integrity and collaborate with our people, communities, customers and partners. We take an active role working to minimize the environmental impact of our operations through a number of sustainable initiatives. We also have a focus on water conservation and utilize alternative water supply options such as recycling and rainwater collection and use. By building infrastructure such as wastewater treatment and water treatment facilities to recycle gray and black water on some of our sites, we are able to gain cost efficiencies as well as reduce the use of trucks related to water and wastewater hauling, which in turn, reduces our carbon footprint. In our Australian villages, we utilize passive-solar-design principles and smart-switching systems to reduce the need for electricity related to heating and cooling.

Our hospitality services span the lifecycle of customer projects, from the initial exploration and resource delineation to long-term production. Initially, as customers assess the resource potential and determine how they will develop it, they typically need our hospitality services for a limited number of employees for an uncertain duration of time. Our fleet of mobile assets is well-suited to support this initial exploratory stage as customers evaluate their development and construction plans. As development of the resource begins, we are able to serve their needs through either: (i) our fleet of mobile assets, particularly for shorter term projects such as pipeline construction and seasonal drilling programs, (ii) our scalable lodge or village model, or (iii) our integrated services model in customer-owned facilities. As projects grow and headcount needs increase, we are able to meet our customers growing needs at our accommodation facilities or with our hospitality services. By providing infrastructure support and hospitality services early in the project lifecycle, we are well positioned to continue to service our customers throughout the production phase, which typically lasts decades.

We own and operate 24 lodges and villages with approximately 26,000 rooms. We operate approximately 14,200 rooms owned by our customers. Additionally, in Canada, we also offer a fleet of mobile assets which serve shorter term projects, such as pipeline construction. We have long-standing relationships with many of our customers, many of whom are, or are affiliates of, large, investment-grade energy and mining companies.

For the years ended December 31, 2023, 2022 and 2021, we generated \$700.8 million, \$697.1 million and \$594.5 million in revenues and \$39.5 million, \$17.0 million and \$6.1 million in operating income, respectively. The majority of our operations, assets and income are derived from the hospitality services provided at lodges and villages we own that have historically been contracted by our customers under multi-year, take-or-pay or exclusivity contracts. The hospitality services we provide at these facilities generated 63% of our revenue for the year ended December 31, 2023. Important performance metrics include revenue related to our major properties, average daily rates and aggregate billed rooms. The table below summarizes these key statistics for the periods presented in this annual report.

	Year Ended December 31,		
	2023	2022	2021
	(In thousands, except for room counts and average daily rate)		
Accommodation Revenue <sup>(1)</sup>			
Canada	\$ 266,926	\$ 279,455	\$ 239,526
Australia	177,834	152,714	145,335
Other	11,205	3,058	5,437
Total Accommodation Revenue	\$ 455,965	\$ 435,227	\$ 390,298
Mobile Facility Rental Revenue <sup>(2)</sup>			
Canada	\$ 61,899	\$ 96,400	\$ 62,856
Other	—	18,367	14,486
Total Mobile Facility Rental Revenue	\$ 61,899	\$ 114,767	\$ 77,342
Food Service and Other Services Revenue <sup>(3)</sup>			
Canada	\$ 23,970	\$ 20,142	\$ 18,996
Australia	158,929	125,538	105,739
Other	42	90	50
Total Food Service and Other Services Revenue	\$ 182,941	\$ 145,770	\$ 124,785
Manufacturing Revenue <sup>(4)</sup>			
Other	\$ —	\$ 1,288	\$ 2,038
Total Manufacturing Revenue	\$ —	\$ 1,288	\$ 2,038
Total Revenue	\$ 700,805	\$ 697,052	\$ 594,463
Average Daily Rates for Lodges and Villages <sup>(5)</sup>			
Canada	\$ 97	\$ 100	\$ 99
Australia	\$ 75	\$ 75	\$ 79
Total Billed Rooms for Lodges and Villages <sup>(6)</sup>			
Canada	2,710,784	2,759,521	2,404,880
Australia	2,371,763	2,024,068	1,846,882
Average Exchange Rate			
Canadian dollar to U.S. dollar	\$ 0.74	\$ 0.77	\$ 0.80
Australian dollar to U.S. dollar	\$ 0.66	\$ 0.69	\$ 0.75

(1) Includes revenues related to lodge and village rooms and hospitality services for Civeo owned rooms for the periods presented.

(2) Includes revenues related to mobile assets for the periods presented.

(3) Includes revenues related to food service, laundry and water and wastewater treatment services, and facilities management for the periods presented.

(4) Includes revenues related to modular construction and manufacturing services for the periods presented. Civeo's remaining manufacturing operations in Louisiana were sold in the fourth quarter of 2022.

(5) Average daily rate is based on billed rooms and accommodation revenue for Civeo owned rooms during the periods presented.

(6) Billed rooms represents total billed days for Civeo owned rooms for the periods presented.



## **Our History**

Our history is one of identifying customer and market needs and developing economic solutions. Our historical experience in Canada began in small, mobile camps and evolved into owning and managing large scale remote accommodations. In Australia, our operations originated with a similar build-own-operate model as we operate in our Canadian lodges, growing up to our current eight owned villages. Since then and with the addition of an acquisition, we have evolved our service delivery to include operating customer-owned locations with the same hospitality services that we provide at our owned villages.

Our Canadian operations, founded in 1977, began by providing modular rental housing to energy customers, primarily supporting drilling rig crews in the Western Canadian Sedimentary Basin. Over the next decade, we acquired a food service operation, enabling us to provide a more comprehensive accommodation solution. Through our experience with Syncrude's Mildred Lake Village, a 2,100 bed facility that we operated and managed for them for nearly 20 years, we recognized the need for a premium, and more permanent, solution for workforce accommodations and hospitality services in the Canadian oil sands region. Pursuing this strategy, we opened PTI Lodge in 1998, one of the first independent lodging facilities in the region.

In 2018, we acquired Noralta Lodge Ltd. (Noralta), which provided remote hospitality services in Alberta, Canada (the Noralta Acquisition) through eleven lodges comprising over 5,700 owned rooms and 7,900 total rooms. Over time, we have developed into Canada's largest third-party provider of accommodations and hospitality services in the Canadian oil sands region.

During 2015, we entered the Canadian LNG market with the construction of our Sitka Lodge. LNG Canada (LNGC), a joint venture among Shell Canada Energy, an affiliate of Shell plc (40 percent), and affiliates of PETRONAS, through its wholly-owned entity, North Montney LNG Limited Partnership (25 percent), PetroChina (15 percent), Mitsubishi Corporation (15 percent) and Korea Gas Corporation (5 percent), is currently constructing a liquefaction and export facility in Kitimat, British Columbia (Kitimat LNG Facility). The Kitimat LNG Facility is nearing completion and expected to be operational in 2024. Our Sitka Lodge is well positioned to serve construction activity at the Kitimat LNG facility, as well as portions of the related pipeline construction activity.

With the acquisition of our Australian business in December 2010, we began providing hospitality services to support the Australian natural resources industry through our villages located in Queensland, New South Wales and Western Australia. Like Canada, our Australian business has a long-history of taking care of customers in remote regions, beginning with our initial Moranbah Village in 1996, and has grown to become Australia's largest independent provider of hospitality services for people working in remote locations. Our Australian business was the first to introduce resort-style accommodations to the mining sector, adding landscaping, outdoor kitchens, pools, fitness centers and, in some cases, taverns.

In 2019, we acquired Action Industrial Catering (Action), a provider of catering and managed services (which we refer to as our integrated services business) to the mining industry in Western Australia. The Action acquisition enhanced our service offering, expanded our geographic footprint, added exposure to new commodities in Australia and underlines our focus on pursuing growth opportunities that fit within our core competencies and strategic direction.

## **Our Customers**

We provide our hospitality services to customers in the natural resources industry. Our scalable facilities provide long-term and temporary workforce accommodations where, in many cases, traditional accommodations and related infrastructure often are not accessible, sufficient or cost effective.

Through our wide range of hospitality services offerings, we are able to identify, solve and implement solutions and services that enhance the guest experience and reduce the customer's total cost of housing a workforce in a remote operating location. In addition to lodging, catering and food service, housekeeping and maintenance at accommodation facilities that we or our customers own, our hospitality services have evolved to include fitness centers, water and wastewater treatment, laundry service and many other enhancements.

Our customers either own their accommodations assets or outsource them. Customers may choose to own their accommodations assets because (i) their natural resource project is the only source of demand for rooms in the region; (ii) they believe in the long-term nature of their resource project; and/or (iii) they desire to maintain control over the supply of rooms for their project. Where customers have chosen to own their accommodations assets, customers usually subcontract the

management of the facility and the provision of the hospitality services to a third-party provider, such as Civeo through our integrated services model in customer-owned facilities.

Historically, Canadian oil sands developers and Australian mining companies built and owned the accommodations necessary to house their personnel in these remote regions because local labor and third-party owned rooms were not available. Over the past 20 years, and increasingly over the past 10 years, some customers have moved away from the insourcing business model for a portion of their accommodation needs as they recognize that owning accommodations and providing the related hospitality services are non-core investments for their business.

The accommodations outsourcing model is effective in regions in which multiple customers have on-going or prospective projects where third-party owned and operated accommodations assets can service multiple customers. This allows those customers to share some of the costs associated with their peak accommodations needs, including infrastructure (power, water, sewer and information technology) and central dining and recreation facilities. The Canadian oil sands region and the Queensland Bowen Basin region are two geographic areas that fit this market dynamic.

Initial demand for our hospitality services has historically been driven by our customers' capital spending programs related to the construction and development of natural resource projects and associated infrastructure, as well as the exploration for oil and natural gas. Long-term demand for our services has been driven by natural resource production, maintenance and operation of those facilities as well as expansion of those sites. In general, industry capital spending programs are based on the outlook for commodity prices, production costs, economic growth, global commodity supply/demand, estimates of resource production and the expectations of our customers' shareholders. As a result, demand for our hospitality services is largely sensitive to expected commodity prices, principally related to oil, met coal, LNG and iron ore, and the resultant impact of these commodity price expectations on our customers' spending. Other factors that can affect our business and financial results include the general global economic environment, including inflationary pressures, supply chain disruptions and labor shortages, volatility affecting the banking system and financial markets, availability of capital to the natural resource industry and regulatory changes in Canada, Australia and other markets, including governmental measures introduced to fight climate change.

We believe that our existing industry divides accommodations into two primary types: (i) lodges and villages and (ii) mobile assets. Civeo is principally focused on hospitality services at lodges and villages. Lodges and villages typically contain a larger number of rooms and require more time and capital to develop. These facilities typically have dining areas, meeting rooms, recreational facilities, pubs and taverns and landscaped grounds where weather permits. Lodges and villages are generally supported by multi-year, take-or-pay or exclusivity contracts. These facilities are designed to serve the long-term needs of customers in developing and producing their natural resource developments. Mobile assets are designed to follow customers' activities and can be deployed rapidly to scale. They are often used to support conventional and in-situ drilling crews, as well as pipeline and seismic crews, and are contracted on a project-by-project, well-by-well or short-term basis. Oftentimes, customers will initially require mobile assets as they evaluate or initially develop a field or mine. Mobile asset projects can be dedicated and committed to a single customer or project or can serve multiple customers.

## **Our Competitors**

The accommodation facilities market supporting the natural resource industry is segmented into competitors that serve components of the overall value chain, but very few offer the entire suite of hospitality services to customers. We estimate that customer-owned rooms represent over 50% of the market. Engineering firms such as Bechtel and Fluor often design accommodations facilities. Many public and private firms, such as ATCO Structures & Logistics Ltd. (ATCO), Dexterra Group Inc. (Dexterra), Alta-Fab Structures Ltd. (Alta-Fab) and Northgate Industries Ltd. (Northgate), build modular accommodations for sale. Dexterra, Black Diamond Group Limited (Black Diamond), ATCO, Royal Camp Services Ltd. and Target Hospitality primarily own and lease units to customers and, in some cases, provide facility management services, usually on a shorter-term basis with a more limited number of rooms, similar to our mobile assets business. Facility service companies, such as Aramark Corporation (Aramark), Sodexo Inc. (Sodexo), Compass Group PLC (Compass Group) and Cater Care, typically do not invest in and own the accommodations assets, but will provide hospitality services at third-party or customer-owned facilities.

## **Canada**

### ***Overview***

During the year ended December 31, 2023, we generated approximately 50% of our revenue from our Canadian operations. We are western Canada's largest provider of hospitality services for people working in remote locations. We provide our services through our lodges and mobile assets and at customer-owned locations. Our hospitality services support

workforces in the Canadian LNG and oil sands markets and in a variety of oil and natural gas drilling, mining, pipeline and related natural resource applications.

### ***Canadian Market***

Demand for our hospitality services in the Canadian market is largely driven by customer capital spending, which is greatly influenced by current and future commodity prices.

In the Canadian oil sands region, demand is primarily influenced by the longer-term outlook for oil prices rather than current energy prices, given the multi-year production life of oil sands projects and the capital investment associated with development of such large-scale projects. Demand for our Canadian lodges is secondarily impacted by oil takeaway capacity which influences the net price our customers receive for their oil production.

Spending on the construction and development of new projects generally decreases as the outlook for oil prices decreases. However, spending on current operations and maintenance has historically reacted less quickly and less severely to changes in oil prices, as customers consider their cash operating costs, rather than overall full-cycle returns. Likewise, construction and expansion projects already underway have also been less sensitive to commodity price decreases, as customers generally focus on completion and incremental costs. Natural gas prices also influence oil sands activity as an input cost: as natural gas prices fluctuate, a significant component of our customers' operating costs fluctuate as well.

Another factor that influences demand for our hospitality services in the Canadian oil sands region is the type of customer project we are supporting. Generally, Canadian customers require larger workforces during construction and expansionary periods, and therefore have higher demand for our rooms and services. Operational and maintenance headcounts are typically a fraction, 20% to 25%, of the headcounts experienced during construction.

In addition, proximity to customer activity and availability of customer-owned and competitor-owned rooms influences the rental demand of our rooms in the Canadian oil sands region. Typically, customers prefer to first utilize their own rooms on location, and if such customer-owned rooms are insufficient, customers prefer to avoid busing their workforces to housing more than 45 kilometers away.

The Athabasca oil sands are located in northern Alberta, an area that is very remote, with a limited local labor supply. Of Canada's approximately 40 million residents, approximately half of the population lives in ten cities, while approximately 12% of the population lives in Alberta and less than 1% of the population lives within 100 kilometers of the oil sands activity. The local municipalities, of which Fort McMurray is the largest, have limited infrastructure to respond to workforce accommodation demands and are a significant driving distance from many of the oil sands projects. As such, the workforce accommodations market provides a cost-effective solution to the challenge of staffing large oil sands projects by sourcing labor largely throughout Canada to work on a rotational basis.

With respect to LNG and related pipeline activity in Canada, a number of multinational energy companies believe there is a potential to export LNG from Canada to meet the increasing global LNG demand, particularly in Asia. Currently, Western Canada does not have any operational LNG export facilities. The Kitimat LNG Facility is nearing completion and expected to be operational in 2024. The population of Kitimat and the surrounding area is approximately 9,000 people, whereas the LNGC project had almost 7,500 workers at its peak to construct the Kitimat LNG Facility. Accordingly, British Columbia LNG activity and related pipeline projects are a material driver of activity for our Sitka Lodge, as well as for our mobile assets, which are contracted to serve designated portions of the related pipeline construction activity. The majority of our contracted commitments associated with the Coastal GasLink Pipeline (CGL), the pipeline constructed to transport natural gas feedstock to LNGC, were completed in the fourth quarter of 2023. See "Canada-Canadian British Columbia Lodge" for more information.

LNG investment and activity in Western Canada, and related demand for hospitality services, is influenced by the global prices for LNG, which are largely tied to global oil prices, global supply/demand dynamics for LNG and Western Canadian wellhead prices for natural gas. Utilization of our existing Canadian capacity and any future expansions will largely depend on continued LNG and oil sands spending related to existing production, maintenance activities and potential future expansion of existing projects.

## ***Canadian Oil Sands Lodges***

During the year ended December 31, 2023, activity in the Athabasca oil sands region generated approximately 67% of our Canadian revenue, or 34% of our consolidated revenue. The oil sands region continues to represent one of the world's largest reserves for heavy oil. Our Wapasu Creek, Athabasca, Beaver River, Fort McMurray Village, Grey Wolf, Hudson, and Borealis lodges are focused on the northern region of the Athabasca oil sands, where customers primarily utilize surface mining to extract bitumen. Oil sands mining operations are characterized by large capital requirements, large reserves, larger personnel requirements, long-term reserve lives, very low exploration or reserve risk and relatively lower cash operating costs per barrel of bitumen produced. Our Conklin, Anzac, Red Earth and Wabasca lodges are focused in the southern portion of the region where we primarily serve in-situ operations and pipeline expansion and maintenance activity. In-situ methods are used on reserves that are too deep for traditional mining methods. In-situ technology typically injects steam or solvents into the deep oil sands in place to separate the bitumen from the sand and pumps it to the surface where it undergoes the same upgrading treatment as the mined bitumen. Reserves requiring in-situ techniques of extraction represent 80% of the established recoverable reserves in Alberta. In comparison to surface mining operations, in-situ operations generally require lower initial capital investment, fewer personnel but produce lower volumes of bitumen per development, with higher ongoing operating expense per barrel of bitumen produced.

Our oil sands lodges primarily support personnel for ongoing operations associated with surface mining and in-situ oil sands projects, as well as maintenance, turnaround and expansionary personnel, generally under short- and medium-term contracts. Most of our oil sands lodges are located on land with leases obtained from the province of Alberta, with initial terms of ten years, or subleased from the resource developer. Our leases have expiration dates that range from 2024 to 2030. In recent years, we have successfully renewed or extended all expiring land leases which we have requested to renew or extend. We did not renew an expiring land lease associated with our McClelland Lake Lodge in Alberta, Canada, which expired in June 2023, in order to support our customer's intent to mine the land where the lodge was located. Two of our oil sands properties are located on land which we own.

In order to operate a lodge in Canada, we are required to obtain a development permit from the regional municipality in which the lodge is located. The development permits are granted for a term of five years. Our development permits have expiration dates that range from 2024 to 2028. In recent years, we have successfully renewed or extended all expiring development permits. See "Item 1A. Risk Factors - Risks Related to Our Operations - The majority of our major Canadian lodges are located on land subject to leases. If we are unable to renew a lease or obtain permits necessary to operate on such leased land, we could be materially and adversely affected." of this annual report for further information.

We provide a range of hospitality services at our lodges, including reservation management, check in and check out, food service, housekeeping and facilities management. Our lodge guests receive amenities similar to a full-service, urban hotel with our service offering a room and three meals a day. Our Wapasu Creek Lodge, with more than 5,000 rooms, is equivalent in size to the largest hotels in North America.

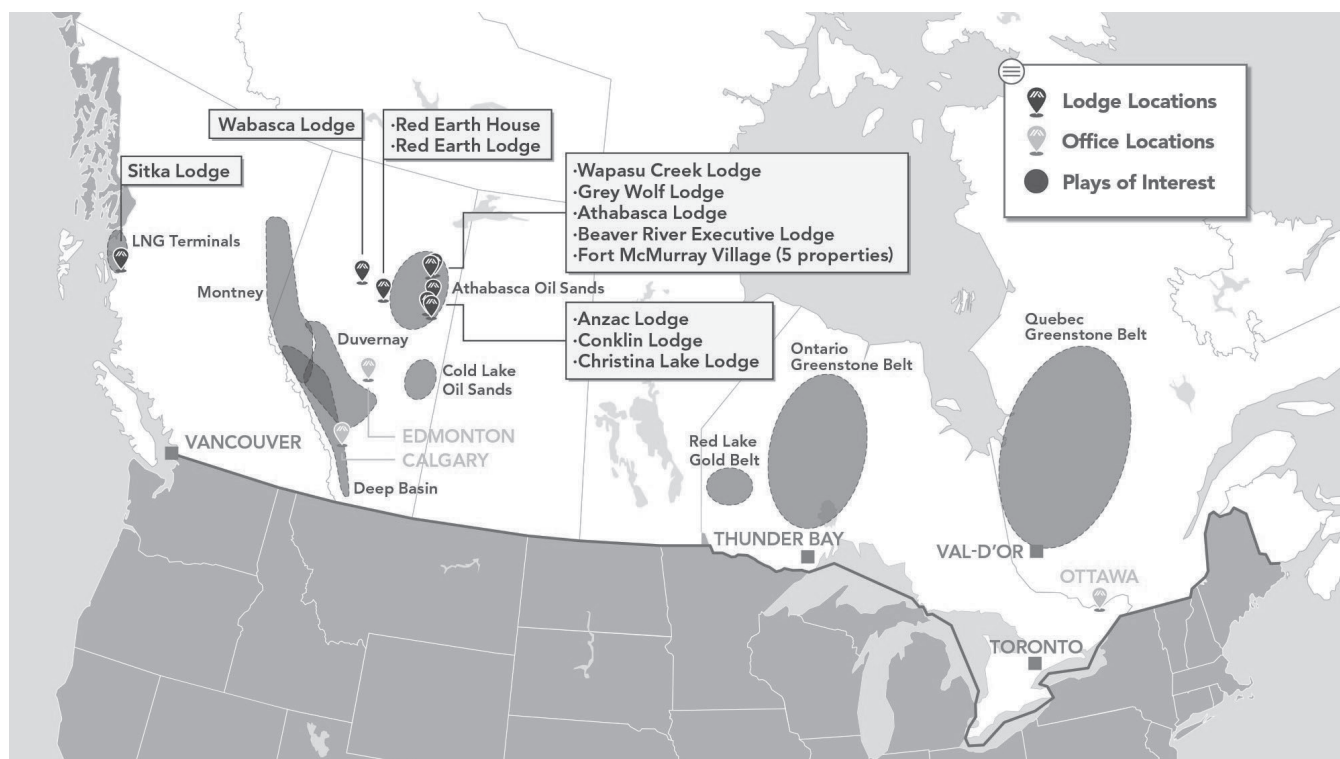
We provide our hospitality services at the lodges we own on a day rate or monthly rental basis, and our customers typically commit for short to long-term contracts (from several months up to several years). Most customers make a minimum nightly or monthly room commitment or an aggregate total room night commitment for the term of the contract, and the multi-year contracts typically provide for inflationary escalations in rates for increased food, labor and utilities costs.

## ***Canadian British Columbia Lodge***

As previously discussed, LNGC is currently constructing the Kitimat LNG Facility. British Columbia LNG activity and related pipeline projects are a material driver of activity for our Sitka Lodge, as well as for our mobile assets, which are contracted to serve designated portions of the related CGL pipeline construction activity. The majority of our contracted commitments associated with the CGL pipeline project were completed in the fourth quarter of 2023.



## Canadian Lodge Locations



## Rooms in our Canadian Lodges

As of December 31,

Lodges	Region	Extraction Technique	2023	2022	2021
Wapasu Creek	N. Athabasca	mining/in-situ	5,174	5,174	5,174
Athabasca	N. Athabasca	mining	2,005	2,005	2,005
McClelland Lake <sup>(2)</sup>	N. Athabasca	mining	—	1,997	1,997
Beaver River	N. Athabasca	mining	1,094	1,094	1,094
Fort McMurray Village:					
Black Bear	N. Athabasca	mining	531	531	531
Bighorn	N. Athabasca	mining	763	763	763
Lynx	N. Athabasca	mining	855	855	855
Wolverine	N. Athabasca	mining	855	855	855
Borealis <sup>(1)</sup>	N. Athabasca	mining	1,504	1,504	1,504
Grey Wolf	N. Athabasca	mining	946	946	946
Hudson <sup>(1)</sup>	N. Athabasca	mining	624	624	624
Wabasca <sup>(1)</sup>	S. Athabasca	mining	288	288	288
Red Earth <sup>(1)</sup>	S. Athabasca	mining	216	216	216
Conklin <sup>(1)</sup>	S. Athabasca	mining/in-situ	610	610	610
Anzac <sup>(1)</sup>	S. Athabasca	in-situ	526	526	526
Subtotal – Oil Sands			15,991	17,988	17,988
Sitka Lodge	Kitimat, BC	LNG	961	961	959
<b>Total Rooms</b>			<b>16,952</b>	<b>18,949</b>	<b>18,947</b>

<sup>(1)</sup> Currently closed as of December 31, 2023, due to lodge loading strategy, seasonal activity fluctuations or low activity level in the region. All closed lodges are periodically assessed for impairment at an asset group level, in accordance with United States (U.S.) generally accepted accounting principles. See Note 4 - Impairment Charges to the notes to the consolidated financial statements in Item 8 of this annual report for further discussion.

<sup>(2)</sup> The land lease associated with the asset expired in June 2023 and was not renewed. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview and Macroeconomic Environment -McClelland Lake Lodge" of this annual report for additional information.

### ***Hospitality Services at Third-Party Owned Facilities***

We also provide hospitality services at customer-owned facilities. Historically, this has been focused around natural resource production-related housing facilities that are owned by oil production companies. The facilities we manage typically range anywhere from 500 to 1,500 rooms. We customize our service offerings depending on our customer's needs. Hospitality services can be performed on an end-to-end basis with food service, housekeeping, maintenance and utility services included or in segments such as food service only. Our focus on hospitality service contracts has allowed us to successfully pursue food service only opportunities. Due to our experience servicing customer-owned facilities, this business easily fits into our overall strategy.

### ***Canadian Mobile Assets***

Our mobile assets consist of modular, skid-mounted accommodations and central facilities that can be configured to serve a multitude of short- to medium-term accommodation needs. Dormitory, kitchen and ancillary assets can be rapidly mobilized and demobilized and are scalable to support 200 to 800 people in a single location. In addition to asset rental, we provide hospitality services such as food service and housekeeping, as well as other camp management services. Our mobile assets service the traditional oil and gas sector in Alberta and British Columbia and in-situ oil sands drilling and development operations in Alberta, as well as pipeline construction crews throughout Western Canada. These assets have also been used in the past in disaster relief efforts, the 2010 Vancouver Winter Olympic Games and a variety of other non-energy related projects.

Our mobile assets are rented on a per unit basis based on the number of days that a customer utilizes the asset, and, in some cases, involve standby rental arrangements. In cases where we provide food service or ancillary services, the contract can provide for per unit pricing or cost-plus pricing. Customers are also typically responsible for mobilization and demobilization costs. Our focus on hospitality service contracts has allowed us to successfully pursue food service only opportunities. Due to our experience servicing customer-owned facilities, this business easily fits into our overall strategy.

## **Australia**

### ***Overview***

During the year ended December 31, 2023, we generated 48% of our revenue from our Australian operations. As of December 31, 2023, we owned 8,910 rooms across eight villages, of which 7,488 rooms service the Bowen Basin of central Queensland, one of the premier met coal basins in the world. We provide hospitality services on a day rate basis to mining and related service companies (including construction contractors), typically under short- and medium-term contracts (one to five years) with minimum nightly room commitments. In addition, we provide integrated services to the mining industry in Western Australia and South Australia.

### ***Australian Market***

As the largest contributor to exports and a major contributor to the country's gross domestic product and government revenue, the Australian natural resources industry plays a vital role in the Australian economy. Australia has broad natural resources, including met and thermal coal, conventional and coal seam gas, base metals, iron ore, copper, lithium and precious metals such as gold. Australia is the largest exporter of met coal and iron ore in the world, in addition to being in close proximity to the largest steel producing countries in the world, primarily in Southeast Asia. The growth of Australian natural resource commodity exports over the last decade has been largely driven by strong Asian demand for met coal, iron ore and LNG. Australia's resources are primarily located in remote regions of the country that lack infrastructure and resident labor forces to produce these resources, as the majority of Australia's population is located on the east coast of the country. As a result, much of the natural resources labor force works on a rotational basis, which often requires a commute from a major city or the coast to a living arrangement near the resource projects. Consequently, there is substantial need for workforce accommodations and hospitality services to support resource production in the country. Workforce accommodations have historically been built and owned by the resource developer/owner, with third parties providing the hospitality and facility management services, typical of an insourcing business model.

Since 1996, our Australian business has sought to change the insourcing business model through its hospitality services offering, allowing customers to outsource their accommodations needs and focus their investments on resource production operations. Our Australian villages are strategically located in proximity to long-lived, low-cost mines operated by multiple investment-grade, international mining companies.

Our Australian villages support similar activities as our Canadian lodges for the natural resources industry in Australia. Our customers are typically developing and producing met coal, iron ore and other minerals which have resource lives that are measured in decades. As such, their spending levels tend to react similarly to commodity prices as the spending levels of our Canadian customers. Spending on producing assets is less sensitive to commodity price decreases in the short and medium term, assuming the projects remain cash flow positive. However, new construction projects and expansionary projects are typically canceled or deferred during periods of lower met coal and iron ore prices. New project construction activity typically requires larger workforces than day-to-day operations, where proximity and availability of customer-owned rooms influences the demand for our rooms and services. Demand for rooms at our Australian villages is primarily driven by production, maintenance and operational activities.

Our Australian operations primarily serve the Bowen Basin of Queensland and the Pilbara region in Western Australia. During the year ended December 31, 2023, our five villages in the Bowen Basin generated 47% of our Australian revenue, or 23% of our consolidated revenue. The Bowen Basin contains one of the largest coal deposits in Australia and is renowned for its premium met coal. In addition, we provide village operation and mine site cleaning services at eight customer locations in the Pilbara region, which is renowned for high grade iron ore production. Our villages and customer-owned locations are focused on the mines in the central portion of the Pilbara and Bowen Basins and are well positioned for the active mines in the region.

Beyond met coal and iron ore markets served in the Pilbara and Bowen Basins, we serve several other markets with three additional villages and ten customer-owned villages. At the end of 2023, we had two villages with over 1,000 combined rooms in the Gunnedah Basin, a thermal and met coal region in New South Wales. In Western Australia, we serve workforces related to LNG facilities operations on the Northwest Shelf through our Karratha village. In addition, we provide hospitality services in Western Australia and South Australia at ten customer-owned villages which support workforces related to nickel, copper, zinc, silver and gold production in the Goldfields-Esperance region, lithium production in the Pilbara region and copper, silver and gold in Western Australia and South Australia.

### *Australian Village Locations*



## Owned Rooms in our Australian Villages

As of December 31,

Villages	Resource Basin	Commodity	2023	2022	2021
Coppabella	Bowen	met coal	3,144	3,048	3,048
Dysart	Bowen	met coal	1,798	1,798	1,798
Moranbah	Bowen	met coal	1,240	1,240	1,240
Middlemount	Bowen	met coal	816	816	816
Boggabri	Gunnedah	met/thermal coal	622	622	622
Narrabri	Gunnedah	met/thermal coal	502	502	502
Nebo	Bowen	met coal	490	490	490
Karratha	Pilbara	LNG, iron ore	298	298	298
Kambalda <sup>(1)</sup>	-	gold, lithium	—	—	232
<b>Total Rooms</b>			<b>8,910</b>	<b>8,814</b>	<b>9,046</b>

<sup>(1)</sup> Sold in the third quarter of 2022.

Our Australian segment includes eight company-owned villages with 8,910 rooms as of December 31, 2023, which are strategically located near long-lived, low-cost mines operated by large mining companies. Our Australian business provides hospitality services to mining and related service companies under short- and medium-term contracts. Our growth plan for this part of our business continues to include enhanced occupancy and expansion of these properties where we believe there is durable long-term demand, as well as to provide hospitality services at customer-owned assets.

Our Coppabella, Dysart, Moranbah, Middlemount and Nebo villages are located in the Bowen Basin. Coppabella, at over 3,100 rooms, is our largest village and provides rooms and related hospitality services to a variety of customers. Each of these villages supports both operational workforce needs and contractor needs with resort style amenities, including swimming pools, gyms, a walking track and a tavern.

Our Narrabri and Boggabri villages in New South Wales provide rooms and related hospitality services to met and thermal coal mines and coal seam gas in the Gunnedah Basin. Our Karratha village, in Western Australia, services workforces related to LNG facilities operations on the Northwest Shelf.

### Hospitality Services at Third-Party Owned Facilities

We also provide hospitality services at customer-owned villages to the mining industry in Western Australia. Historically, this has been focused around natural resource production-related village facilities that are primarily owned by iron ore production companies. We provide village hospitality services at 18 customer-owned locations, which represent over 12,600 rooms, primarily in the Pilbara region of Western Australia, one of the premier iron ore bodies in the world, and in the Goldfields-Esperance region of Western Australia. The facilities we manage range anywhere from 200 to over 1,900 rooms. We work together with our customers to customize our service offerings depending on our customer's needs. Hospitality services can be performed on an end-to-end basis with catering and food service, housekeeping and site maintenance included or in segments such as food service only. Mine site cleaning services are also provided at some of our customer-owned locations.

### Other

In the first quarter of 2023, we sold our accommodation assets in Louisiana. In addition, in the second half of 2022, we sold both our U.S. wellsite services and offshore businesses. Our remaining U.S. business consists of 235 rooms at our Killdeer Lodge, which supports completion activity in the Bakken. U.S. oil completion activity will continue to be impacted by oil prices, pipeline capacity, federal energy policies and availability of capital to support exploration and production completion plans.

### Community Engagement

With a focus on long-term Indigenous community participation, our Canadian operations continue to work closely with a number of First Nations to develop mutually beneficial partnerships focused on revenue sharing, capacity building, employment and community investment and support. For over a decade, our Canadian operations supported Buffalo Metis Catering, a partnership with three Metis communities in the Regional Municipality of Wood Buffalo. Through this partnership, food and housekeeping services were delivered to three of our lodges. Beyond these services, this partnership provided a business incubator environment for a number of Metis business ventures. Our Canadian operations also procure services from a number



of other First Nations-owned, Metis-owned and member-owned businesses including water hauling, snow removal and security services. In 2023, we purchased more than C\$64.0 million in goods and services from the Indigenous business community, representing 27% of our total Canadian local spending, compared to C\$66.2 million in goods and services from the Indigenous business community, representing 30% of our total Canadian local spending in 2022.

In 2021, the Fort McKay Metis community awarded Civeo with the inaugural 2020 Fort McKay Metis National President's Award. This award recognizes people or organizations who make a positive contribution to the well-being of the Metis community. In 2023 and in 2019, our Indigenous partnership initiatives earned Civeo a Gold level Progressive Aboriginal Relations (PAR) certification, by a jury comprised of Indigenous business people, which was supported by an unbiased, independent, third-party verification of our performance. In 2016, Civeo was awarded a Silver level PAR certification by the Canadian Council for Aboriginal Business (CCAB), demonstrating our commitment to the principles and practices established by the CCAB. In addition, in 2011 and 2012, we were recognized with awards from the Alberta Chamber of Commerce.

In 2018, Civeo entered into three new Indigenous partnerships in the oil sands region and two new partnerships in British Columbia and, in 2021, Civeo entered into a new partnership in British Columbia. Our partnerships in British Columbia are tied to accommodations contracts secured by Civeo for the Kitimat LNG Facility, the CGL pipeline project that originates in the North Montney region of north-east British Columbia and the Trans Mountain expansion project that twins an existing pipeline between Edmonton, Alberta and Burnaby, British Columbia. Beyond revenue sharing, these arrangements provide procurement, employment, training, and ancillary business opportunities for Indigenous owned businesses.

In Australia, our community relations program also aims to build and maintain a positive social license to operate by consulting and engaging with local regional communities from project inception, through development, construction and operations. This is a major advantage for our business model, as it facilitates consistent communication, engenders trust and builds relationships to last throughout the resource lifecycle. There is an emphasis on developing partnerships that create a long-term sustainable outcome to address specific community needs. To that end, we partner with local municipalities to improve and expand municipal infrastructure. These improvements provide necessary infrastructure, allowing the local communities an opportunity to expand and improve. We also provide support to local community groups through sponsorship and in-kind contributions to local events and initiatives. In addition, all of our food suppliers are Australian companies and, where possible, are based locally. Through our membership with Supply Nation, a non-profit organization committed to supplier diversity and Indigenous business development, we directed approximately A\$12.3 million in 2023, compared to A\$9.5 million in 2022, into Indigenous-owned and operated companies, and we are always looking for more opportunities to partner with these businesses.

In addition, we have four unincorporated joint venture partnerships with Indigenous landowners in Western Australia. Under these agreements, we strive to develop the business capacity, project management skills and expertise of the Indigenous joint venture members and also provide local employment opportunities and training. One of the four unincorporated joint venture partnerships entitles Indigenous landowners to a profit distribution calculated in accordance with the unincorporated joint venture deeds. Additionally, three of the four remaining agreements incentivize the joint venture members via milestone payments for business objectives achieved.

## **Customers and Competitors**

Our customers primarily operate in oil sands mining and development, drilling, exploration and extraction of oil and natural gas and coal and other extractive industries. To a lesser extent, we also support other activities, including pipeline construction, forestry and humanitarian aid. Our largest customers in 2023 were Suncor Energy and Fortescue Metals Group Ltd., who each accounted for more than 10% of our 2023 revenues.

Our primary competitors in Canada in lodge and mobile asset hospitality services include ATCO, Black Diamond, Dexterra and Clean Harbors, Inc. Some of these competitors have one or two locations similar to our oil sands lodges; however, based on our estimates, these competitors do not have the breadth or scale of our lodge operations. In Canada, we also compete against Aramark, Sodexo, Compass Group and Royal Camp Services for third-party facility management and hospitality services.

Our primary competitors in Australia for our village hospitality services are customer-owned and operated villages as well as Ausco Modular (a subsidiary of Modulaire Group), Fleetwood Corporation and smaller independent village operators. We compete against ISS, Sodexo, Compass Group, Northern Rise (as a division of Sirrom Corporation) and Cater Care for third-party facility management services.

Historically, many customers have invested in their own accommodations. We estimate that our existing and potential customers own approximately 50% of the rooms available in both the Canadian oil sands and the Australian coal mining regions.

### **Our Lodge and Village Contracts**

During the year ended December 31, 2023, revenues from our lodges and villages represented over 63% of our consolidated revenues. Our contract terms generally provide for a daily rate for a reserved room and an occupied room rate that compensates us for hospitality services, including food service, housekeeping, utilities and maintenance for workers staying in the lodges and villages. In most multi-year contracts, our rates typically have annual escalation provisions to cover increases in labor and consumables costs over the contract term. In some contracts, customers have a contractual right to terminate, for reasons other than a breach, in exchange for a termination fee. Our customers typically contract for hospitality services under contracts with terms that most often range from several months to twelve years. The contracts expire throughout the year, and for many of the near-term expirations, we are in the process of negotiating extensions or new commitments. We cannot assure that we can renew existing contracts or obtain new business on the same or better terms, if at all.

**Long-Term Take-or-Pay Contracts.** Over the term of a take-or-pay contract, the customer commits to either a minimum number of rooms over a specified period or an aggregate number of room nights over the period, generally for terms greater than 12 months. During the year ended December 31, 2023, we billed approximately 2.6 million room nights under our long-term take-or-pay contracts, which included 0.6 million room nights in excess of the take-or-pay minimums. For the year ended December 31, 2024, we have commitments for 1.7 million room nights under our long-term take-or-pay contracts.

**Short-Term Take-or-Pay Contracts.** Customers may contract with us on a take-or-pay basis for less than 12 months, particularly for turnaround projects. Similar to long-term take-or-pay contracts, the customer commits to either a minimum number of rooms over a specified period or an aggregate number of room nights over the period. During the year ended December 31, 2023, we billed approximately 0.7 million room nights under our short-term take-or-pay contracts. For the year ended December 31, 2024, we have commitments for 0.1 million room nights under our short-term take-or-pay contracts.

**Exclusivity Contracts.** Over the term of an exclusivity contract, rather than receiving a minimum room commitment, we are the exclusive hospitality service provider for the customer's employees working on a specific project or projects. During the year ended December 31, 2023, we billed approximately 1.7 million room nights under our exclusivity contracts.

**Casual / Walk-ins.** Customers without long-term committed contracts may utilize lodge/village rooms via short-term bookings at lodge/village casual or agreed rates. During the year ended December 31, 2023, we billed approximately 0.1 million room nights to casual or walk-in customers.

### **Our Integrated Services Contracts**

During the year ended December 31, 2023, revenues from our customer-owned locations represented 26% of our consolidated revenues. Our contract terms generally provide for a per guest per day rate for hospitality services, including food service and housekeeping. Similar to our owned lodge and villages contracts, in most multi-year contracts, our rates typically have annual escalation provisions to cover increases in labor and consumables costs over the contract term. Our customers typically contract for hospitality services under exclusivity contracts with terms that most often range from several months to five years. During the year ended December 31, 2023, we billed approximately 2.6 million room nights under our integrated services exclusivity contracts.

### **Seasonality of Operations**

Our operations are directly affected by seasonal weather. A portion of our Canadian operations is conducted during the winter months when the winter freeze in remote regions is required for customers' activity to occur. The spring thaw in these frontier regions restricts operations in the second quarter and adversely affects our customers' operations and our ability to provide services. Customers' maintenance activities in the oil sands region, such as shutdown and turnaround activity, are typically performed in the second and third quarters annually. Our Canadian operations have also been impacted by forest fires and flooding in the past five years. During the Australian rainy season between November and April, our operations in Queensland and the northern parts of Western Australia can be affected by cyclones, monsoons and resultant flooding.

### **Human Capital Resources**

We believe that our employees are one of our greatest resources. As of December 31, 2023, we had approximately 1,600 full-time employees and approximately 1,000 hourly employees on a consolidated basis, 47% of whom are located in Canada,

52% of whom are located in Australia and 1% of whom are located in the U.S. We were party to collective bargaining agreements covering 798 employees located in Canada and 1,020 employees located in Australia as of December 31, 2023.

As a company, we acknowledge the significance of a diverse workforce composed of individuals from various backgrounds, experiences, and perspectives. As many of our projects in Canada and Australia operate in traditional territories, we work closely with Indigenous communities to actively explore mutually beneficial investment, employment, and business opportunities. Our ability to cultivate and strengthen relationships with Indigenous communities is vital to the success of our business. In Canada, we are committed to expanding our Indigenous workforce to 10%. In 2023, we reached 7% Indigenous employment in Canada, excluding corporate staff. Approximately 6% of our total new hires in Canada were of Indigenous background during 2023.

We strive to offer competitive compensation, benefits and services that meet the needs of our employees, including short- and long-term incentive packages, various defined contribution plans, healthcare benefits, and wellness and employee assistance programs. Management monitors market compensation and benefits in order to attract, retain, and promote employees and reduce turnover and its associated costs.

Safety is a foundational pillar of Civeo's corporate culture. We are committed to operating in a safe, secure and responsible manner for the benefit of our employees, customers and the communities we serve. Our commitment to safeguarding employees, contractors, and guests is demonstrated through our employee-named Making Zero Count initiative, which emphasizes the importance of eliminating harm and focuses on the processes required to achieve exceptional performance.

At Civeo, we believe that investing in our employees is fundamental to our success. Our commitment to training and career development enables employees to grow and advance in their careers while supporting our industry-leadership position. Committed to the continuous improvement of our team, we prioritize the development of our workforce's technical and managerial competencies, with an emphasis on safety, customer service, and leadership development. Our learning and development program encompasses a range of learning modalities, including e-learning modules, in-person training sessions, nationally certified programs and licensed training provided by external partners.

## **Government Regulation**

Our business is significantly affected by Canadian, Australian and U.S. laws and regulations at the federal, provincial, state and local levels relating to the oil, natural gas and mining industries, worker safety and environmental protection. Changes in these laws, including more stringent regulations and increased levels of enforcement of these laws and regulations, and the development of new laws and regulations could significantly affect our business and result in:

- increased difficulty securing required permits, approvals, licenses or other authorizations issued by federal, provincial and local authorities needed to carry out our operations or our customers' operations;
- increased compliance costs or additional operating restrictions associated with our operations or our customers' operations;
- other increased costs to our business or our customers' business;
- reduced demand for oil, natural gas, and other natural resources that our customers produce; and
- reduced demand for our services.

To the extent that these laws and regulations impose more stringent requirements or increased costs or delays upon our customers in the performance of their operations, the resulting demand for our services by those customers may be adversely affected, which impact could be significant and long-lasting. Moreover, climate change laws or regulations could increase the cost of consuming, and thereby reduce demand for, oil and natural gas, which could reduce our customers' demand for our services. We cannot predict changes in the level of enforcement of existing laws and regulations, how these laws and regulations may be interpreted or the effect changes in these laws and regulations may have on us or our customers or on our future operations or earnings. We also are not able to predict the extent to which new laws and regulations will be adopted or whether such new laws and regulations may impose more stringent or costly restrictions on our customers or our operations.

Our operations and the operations of our customers are subject to numerous stringent and comprehensive foreign, federal, provincial, state and local environmental laws and regulations governing the release or discharge of materials into the environment or otherwise relating to environmental protection. Numerous governmental agencies issue regulations to implement and enforce these laws, for which compliance is often costly yet critical. The violation of these laws and regulations may result in the denial or revocation of permits, issuance of corrective action orders, modification or cessation of operations,

assessment of administrative and civil penalties, and even criminal prosecution. Although we do not anticipate that future compliance with existing environmental laws and regulations will have a material effect on our financial condition, results of operations or cash flows over the short term, there can be no assurance that substantial costs for compliance or penalties for non-compliance with these existing requirements will not be incurred in the future by us or our customers. Moreover, it is possible that other developments, such as the adoption of stricter environmental laws, regulations and enforcement policies or more stringent enforcement of existing environmental laws and regulations, could result in additional costs or liabilities upon us or our customers that we cannot currently quantify.

### **Canadian Environmental Regulations**

In Canada, the federal and provincial governments both have jurisdiction to regulate environmental matters. The provincial governments may also devolve jurisdiction over environmental matters to local governments. Our activities, or those of our customers, may be subject to environmental regulations imposed by these three levels of government. The following addresses updates to Canadian federal and provincial environmental regulations in 2023 that may affect us or our customers.

#### ***Air Quality Management***

The Government of Canada (Canada), the Government of Alberta (Alberta), and the Government of British Columbia (British Columbia) each have frameworks for air quality management that may affect us and our customers.

At the federal level, the Reduction in the Release of Volatile Organic Compounds Regulations (Petroleum Sector) were published in 2020. Certain leak detection and repair provisions of the regulations took effect beginning in 2021 and the regulations set additional monitoring and requirements for operators in 2022 and 2023. These regulations require the implementation of comprehensive leak detection and repair (LDAR) programs as well as design and operating standards that prevent leaks at Canadian petroleum refineries, upgraders and certain petrochemical facilities and may affect our customers' operations.

In addition to federal requirements, emissions from facilities in Alberta are subject to provincial regulation. The Alberta Energy Regulator (AER), which is responsible for regulating upstream oil and gas activity in Alberta, oversees compliance with Directive 60: Upstream Petroleum Industry Flaring, Incinerating, and Venting (Directive 60). This Directive applies to all upstream petroleum industry wells, facilities and pipelines as well as all oil sands schemes and operations with the exception of oil sands mining. Directive 60 requires operators to eliminate or reduce flaring associated with a wide variety of energy development activities and operations. In December 2018, the AER finalized amendments to its Directive 60 and Directive 017: Measurement Requirements for Oil and Gas Operations (Directive 17) as part of its role in implementing commitments from the Alberta government to reduce methane emissions from upstream oil and gas operations by 45% by 2025. These requirements, among other things, set limits on methane emissions from various facilities and require annual reporting of such emissions to the AER. The methane reduction requirements in Directive 60 took effect in 2020, additional vent gas limits took effect on January 1, 2022 and additional vent gas limits took effect on January 1, 2023. Meeting these regulatory requirements may result in additional costs or liabilities for our customers' operations.

Similarly, emissions from facilities in British Columbia are also subject to provincial regulation. The British Columbia Energy Regulator (BCER) is responsible for regulating oil and gas activity in British Columbia. BCER oversees compliance with the Drilling and Production Regulation, which is one of British Columbia's primary regulatory instruments governing all aspects of oil and natural gas drilling and production. Effective January 1, 2020, that regulation was amended to require operators to eliminate or reduce natural gas leaking or venting associated with a wide variety of equipment and activities in energy development. Under this regulation, requirements are imposed for facilities detecting leaks and inspecting seals as well as restrictions or prohibitions on the types of equipment used for energy development. Some of these requirements took effect in 2022 and further requirements took effect on January 1, 2023. In addition, the BCER completed consultation in 2023 on proposed amendments to the Drilling and Production Regulation to maintain equivalency with federal requirements. Regulations designed to achieve a 45% reduction in methane emissions relative to 2014 levels are now in place. The BCER is currently conducting a regulatory review and engagement on the development of new regulations designed to achieve a 75% reduction in methane emissions from the oil and gas sector by 2030. Meeting these regulatory requirements may result in additional costs or liabilities for our customers' operations.



## ***Environmental Assessment of Major Projects***

In August 2019, the Canadian Environmental Impact Assessment Act, 2012 (CEAA 2012) was repealed and replaced with the federal Impact Assessment Act. The Impact Assessment Act and regulations made under that Act provide that certain new projects and expansions to existing projects – including oil sands mining and in situ projects, metallurgical mining projects, pipelines and other developments – will likely require a federal planning and assessment process to understand the environmental and social impacts of the project, as well as decision on whether those impacts are in the public interest.

One of the stated objectives of the Impact Assessment Act was to shorten review times for projects that are subject to review under that Act. However, concerns about lengthy reviews that require substantial information from project proponents remain even after the implementation of the Impact Assessment Act. Our customers operate in the aforementioned industries and could be considering future projects that would be subject to the Impact Assessment Act. To the extent our customers are required to comply with this legislation, it is possible that the uncertainty regarding cost and timelines for navigating the planning, assessment, and decision-making processes may negatively impact our customers' decisions on whether to proceed with those projects.

The Government of Alberta, supported by the governments of Ontario and Saskatchewan, has challenged the constitutionality of the Impact Assessment Act. In October of 2023, a majority of the Supreme Court of Canada (Court) concluded that a large portion of the regime created by the Impact Assessment Act was unconstitutional. The federal government subsequently issued interim guidance on the administration of the Impact Assessment Act and advised that it intended to amend the Impact Assessment Act to align with the Court's ruling. The federal government is expected to introduce legislation amending the Impact Assessment Act in 2024. As a result, there is significant uncertainty about the future application of Canada's federal environmental assessment legislation to our customers.

## ***Climate Change Regulation***

Scientific studies have suggested that emissions of greenhouse gases (GHG), including carbon dioxide and methane, may be contributing to warming of the Earth's atmosphere and other climatic changes. In December 2015, 195 nations, including Canada, Australia, and the U.S., adopted the Paris Agreement at the 21st "Conference of the Parties" to the United Nations Convention on Climate Change (COP 21). The Paris Agreement does not set legally binding emission reduction targets but does set a goal of limiting global temperature increases to less than 2° Celsius. Canada announced that it is in favor of the decision of the COP 21 to endeavor to take action to further limit global temperature increases to less than 1.5° Celsius. The Paris Agreement also requires parties to submit Intended Nationally Determined Contributions (INDCs) which set out their emission reduction targets and to renew these INDCs, with the goal of increasing the reductions, every five years. The Paris Agreement does not legally bind the parties to reach their INDCs, nor does it prescribe the measures that must take to achieve them. These measures are left to each participating nation. In September 2016, Canada's new federal government confirmed that it would not commit to a more ambitious INDC than the preceding Conservative federal government. The government maintained this approach in 2017 revisions to Canada's INDC submission taking into account the federal Pan-Canadian Framework on Clean Growth and Climate Change (PCF) adopted in 2016.

In March 2016, Canada and the Government of the U.S. jointly announced their intention to take action to reduce methane emissions from the oil and gas sector in an effort to meet their respective INDCs pursuant to the Paris Agreement. For its part, Canada announced its intention to reduce methane emissions from the oil and gas sector by 40-45 percent below 2012 levels by 2025. In 2018, the government introduced the *Regulations Respecting Reduction in the Release of Methane and Certain Volatile Organic Compounds (Upstream Oil and Gas Sector)* (Federal Methane Regulations) to implement its methane commitment. The Federal Methane Regulations impose various quantity-based limits on the venting of natural gas (or in the case of well completions involving hydraulic fracturing, a ban on such venting) and include associated conservation, measurement, inspection and corrective action requirements. Certain requirements of the Federal Methane Regulations came into effect January 1, 2020, and other emissions limits are now in place for certain equipment installed on or after January 1, 2023.

In March 2022, the federal government began consultation on a proposed strategy to expand coverage and increase stringency of methane reduction obligations in the oil and gas sector specifically, and is expected to issue draft regulations in 2023. In December 2023, the federal government published proposed amendments to the Federal Methane Regulations for public comment. The proposed amendments are intended to reduce methane emissions in Canada's upstream oil and gas sector by at least 75% below 2012 levels by 2030. To achieve that objective, the proposed amendments would prohibit venting natural gas to the environment, subject to limited exceptions. They would also impose requirements on hydrocarbon combustion systems and measures to reduce fugitive methane emissions. Draft regulations are expected to be published in 2024. These requirements may result in additional costs or liabilities for our customers' operations.

In 2018, the federal government enacted the Greenhouse Gas Pollution Pricing Act (GGPPA), which came into force on January 1, 2019. This regime has two parts: an output-based pricing system for large industry and a regulatory fuel charge. This system serves as a "backstop" and applies in provinces and territories that request it and in those that do not have their own emissions pricing systems in place that meet the federal standards. This ensures that there is a uniform price on emissions across the country. The backstop price under the GGPPA increased to \$50 per tonne of CO<sub>2</sub>e in 2022. As of January 1, 2024, the backstop price is \$65 per tonne of CO<sub>2</sub>e. That price will increase to \$80 in April 2024 and the current government plan is to continue increasing that price by \$15 each year until it reaches \$170/tonne of CO<sub>2</sub>e in 2030.

On November 19, 2020, the federal government introduced the Canadian Net-Zero Emissions Accountability Act in Parliament. That Act was passed by Parliament and received Royal Assent on June 29, 2021 and binds the Government of Canada to a process intended to help Canada achieve net-zero emissions by 2050. It also establishes rolling five-year emissions-reduction targets and requires the government to develop plans to reach each target. The federal government is required to support those efforts by creating a Net-Zero Advisory Body and by publishing annual reports that describe how departments and Crown corporations are considering the financial risks and opportunities of climate change in their decision-making.

At the 26th Conference of the Parties to the UNFCCC (COP 26), held in Glasgow between October 31 and November 13, 2021, Canada presented a strengthened climate plan and committed to an enhanced emissions reduction target of between 40 and 45 percent below 2005 levels by 2030. Following a 2021 federal election, the Government of Canada delivered a new Throne Speech in November 2021 which reiterated its intent to take action that would "go further, faster" to fight climate change. Among other things, the federal government pledged to cap and cut oil and gas sector emissions while accelerating on the path to 100 percent net zero electricity. In December 2023, the federal government announced that it intended to implement a national cap-and-trade system for oil and gas emissions in Canada and published a draft regulatory framework for public comment. Draft regulations are expected to be published in 2024. As currently proposed, the cap-and-trade system would apply to liquified natural gas producers as well as producers in the conventional oil, offshore, oil sands and natural gas production and processing subsectors. The proposed cap-and-trade system would set oil and gas sector emissions limits, to be phased in between 2026 and 2030. Producers would be required to reduce their emissions or purchase "allowances" from other facilities that have reduced their emissions. These requirements, if implemented, may result in additional costs or liabilities for our customers' operations.

In addition, the federal government amended the Canadian Environmental Protection Act, 1999 ("CEPA") in 2023. In particular, the preamble to CEPA now recognizes that every individual in Canada has a right to a healthy environment. The Government of Canada must now take into consideration this right, including the principles of environmental justice, when making decisions under CEPA, including its regulation of greenhouse gas emissions in Canada. Within two years, the Government of Canada must develop an implementation framework on how this right will be upheld while administering CEPA. Until that framework is developed, there is significant uncertainty regarding how these changes to CEPA will be implemented, and their potential to affect our customers' operations.

In Alberta, GHGs are regulated pursuant to the Emissions Management and Climate Resilience Act and the Technology Innovation and Emissions Reduction Regulation (TIER Regulation). In December 2019, the TIER Regulation was deemed equivalent to the backstop prescribed by the federal GGPPA, meaning that facilities within Alberta subject to the TIER Regulation are not subject to the full costs of complying with the GGPPA. The TIER Regulation generally applies to Alberta-based facilities that emit over 100,000 tonnes of CO<sub>2</sub>e per year. Under the TIER Regulation, emissions from each facility are compared to either an industry-wide benchmark or a facility-specific benchmark which effectively permits facilities to emit GHGs up to a certain amount without being subject to the provincial carbon price. Those benchmarks "tighten" resulting in more onerous compliance costs, every year. Facilities with emissions that exceed the industry-wide benchmark or facility-specific benchmark, as applicable, must rely on one or more of the compliance options established by the TIER Regulation, such as purchase credits or offsets for each tonne of CO<sub>2</sub>e in excess of their limits. The Alberta government issues an order every year setting the price to acquire credits, which effectively dictates compliance costs. In January 2023, the Alberta government published amendments to the TIER Regulation, including increases to the carbon price and increases to annual benchmark tightening rates. These changes were implemented in order to ensure that the TIER Regulation maintains equivalency with the framework established by GGPPA. Increases to the cost of TIER Regulation credits and annual benchmark tightening rates may result in additional costs or liabilities for our customers' operations. In addition, similar increases in stringency of provincial GHG regulatory frameworks within British Columbia and Saskatchewan may result in additional costs or liabilities for our customers' operations.

The Canadian Species at Risk Act is intended to prevent wildlife species in Canada from disappearing and to provide for the recovery of wildlife species that no longer exist in the wild in Canada, or that are endangered or threatened as a result of human activity, and to manage species of special concern to prevent them from becoming endangered or threatened. The designation of previously unprotected species as threatened or endangered in areas of Canada where our customers' oil and natural gas exploration and production operations are conducted could cause them to incur increased costs arising from species

protection measures or could result in limitations on their exploration and production activities, which could have an adverse impact on demand for our services.

Woodland caribou habitat covers large portions of several Canadian provinces including British Columbia, Alberta, and Saskatchewan. Many of our customers have existing or proposed developments in or near woodland caribou habitat. Conservation measures imposed by the federal or provincial governments could affect the business of our customers with operations near caribou habitat.

### ***Abandonment and Remediation of Oil and Gas Infrastructure***

As the lifecycle regulator for energy resource activities, the AER oversees closure requirements, including the abandonment and reclamation of wells, well sites, facilities, facility sites, and pipelines. Historically, the AER discharged this role through its Liability Management Rating Program (AB LMR Program). The AB LMR Program relied on the ratio of a company's assets and liabilities (Liability Management Ratio or LMR) to assess whether the company would be able to address closure obligations. Where a company's liabilities exceeded their assets (resulting in a LMR of less than 1.0), the AER could require the company to post security to bring the ratio to 1.0. The AB LMR Program was developed during a period of rapid growth in the province when companies were focused on well and infrastructure expansion. In recent years, it became clear that the LMR Program needed to be updated to reflect declining production and aging infrastructure.

As a result of the Supreme Court of Canada's decision in *Orphan Well Association v Grant Thornton* (also known as the Redwater decision), receivers and trustees can no longer avoid the AER's legislated authority to impose abandonment orders against licensees or to require a licensee to pay a security deposit before approving a license transfer when any such licensee is subject to formal insolvency proceedings. This means that insolvent estates can no longer disclaim assets that have reached the end of their productive lives (and therefore represent a net liability) in order to deal primarily with the remaining productive and valuable assets without first satisfying any abandonment and reclamation obligations associated with the insolvent estate's assets. In April 2020, the Government of Alberta passed the Liabilities Management Statutes Amendment Act, which places the burden of a defunct licensee's abandonment and reclamation obligations first on the defunct licensee's working interest partners, and second, the AER may order the orphan fund (Orphan Fund) established under the Oil and Gas Conservation Act (OGCA) to assume care and custody and accelerate the clean-up of wells or sites which do not have a responsible owner. These changes will come into force on proclamation.

As a result of the changing landscape and new direction from the Redwater decision, in July 2020, the Government of Alberta began implementing changes to its liability management policy. In particular, in July 2020, the Province released a new Liability Management Framework (AB LMF) which includes a series of mechanisms and requirements to improve and expedite reclamation efforts and to require industry to better manage clean-up of oil and gas wells, pipelines and facilities. Notably, the AB LMF provided policy direction allowing the AER to take "Licensee Special Action" to assist operators in managing their assets and maintaining operations under certain circumstances.

The Government of Alberta followed the announcement of the AB LMF with amendments to the Oil and Gas Conservation Rules and the Pipeline Rules in late 2020. The changes to these rules fall into three broad categories: (i) they introduce "closure" as a defined term, which captures both abandonment and reclamation; (ii) they expand the AER's authority to initiate and supervise closure; and (iii) they permit qualifying third parties on whose property wells or facilities are located to request that licensees prepare a closure plan.

The AB LMF provided Government of Alberta policy direction on managing energy sector closure requirements. The AER implements and administers that policy through directives. In April 2021, the AER made changes to Directive 67: Eligibility Requirements for Acquiring and Holding Energy Licenses and Approvals (Directive 67) in order to increase scrutiny the AER applies to ensure that authorization for oil and gas development is only granted to responsible parties. Those changes include additional requirements for industry to provide updated financial information when making certain applications to the AER and throughout the energy development lifecycle. As a result of the changes to Directive 67, the AER may revoke or restrict a company's eligibility to hold AER licenses if the AER determines that the licensee poses an "unreasonable risk", taking into account a broad range of financial and operational considerations.

In December 2021, the AER published a new Directive 88: Licensee Life-Cycle Management (Directive 88) and supporting guidance information to further support implementing the AB LMF. Among other things, Directive 88 establishes the AER's authority to conduct a holistic licensee assessment to inform regulatory decisions about a given licensee, including by conducting a "Licensee Capability Assessment." Directive 88 also establishes the Licensee Management Program contemplated in the AB LMF which enables the AER to proactively monitor licensees to identify those at risk of not meeting

their regulatory obligations and to use appropriate regulatory tools to address that risk. Finally, Directive 88 establishes the Inventory Reduction Program and allows the AER to set licensee-specific and industry-wide closure targets.

Complementing the AB LMF Program and associated directives, Alberta's OGCA establishes an orphan fund (Orphan Fund) to help pay the costs to suspend, abandon, remediate and reclaim a well, facility or pipeline included in the AB LMR Program if a licensee or working interest participant becomes insolvent or is unable to meet its obligations. The Orphan Fund was originally conceived to be bankrolled by licensees in the AB LMR Program who contribute to a levy administered by the AER. However, given the increase in orphaned oil and natural gas assets, the Government of Alberta has loaned the Orphan Fund approximately \$335 million to carry out abandonment and reclamation work, of which, \$121 million had been paid as of May 2023. In response to the COVID-19 pandemic, the Government of Alberta also covered \$113 million in levy payments that licensees would otherwise have owed to the Orphan Fund, corresponding to the levy payments due for the first six months of the AER's fiscal year. A separate orphan levy applies to persons holding licenses for large facilities. Collectively, these programs, the AB LMF, and associated directives are designed to minimize the risk to the Orphan Fund posed by the unfunded liabilities of licensees and to prevent the taxpayers of Alberta from incurring costs to suspend, abandon, remediate and reclaim wells, facilities or pipelines.

These and any other changes to the AER's approach to manages closure requirements for energy resource activities may result in additional costs or liabilities for our customers' operations.

In British Columbia the BCER's Comprehensive Liability Management Plan addresses liability management, improving the rate of inactive site restoration, and addressing orphan sites. The BCER uses a Liability Management Rating (LMR) program to evaluate each company's ability to pay for site restoration. The BCER addresses dormant sites through the Dormancy and Shutdown Regulation, which ensures oil and natural gas producers responsibly bring their energy resource activities to regulatory closure within a reasonable time frame. The Dormant Sites Program is used to identify permit holders that are subject to the dormant site provisions of the Energy Resource Activities Act and the Dormancy and Shutdown Regulation. The regulation sets timelines for restoration and imposes requirements for decommissioning, site assessment, remediation and restoration. Like in Alberta, British Columbia's Orphan Site Reclamation Fund is a levy on oil and natural gas producers that is used to pay the cost of restoring orphan sites in BC. If or when applicable to operations, any changes to the BCER's approach to managing dormancy and closure requirements for energy resource activities may result in additional costs or liabilities for our customers' operations.

## **Australian Environmental Regulations**

Our Australian segment is regulated by statutory environmental and land use controls at the federal, state and territory and local government levels which may result in land use approval, regulation of operations and compliance risk. These controls include: land use and urban design controls; controls to protect Australia's natural environment, iconic places and Aboriginal and Torres Strait islander native title and heritage; the regulation of hard and liquid waste, including the requirement for trade waste and/or wastewater permits or licenses; the regulation of water, noise, heat, and atmospheric gases emissions; the regulation of the production, transport and storage of dangerous and hazardous materials (including asbestos); the regulation of pollution and site contamination and requirements to notify of and clean-up environmental contamination.

### ***Federal Controls***

At a federal level, the Environment Protection and Biodiversity Conservation Act 1999 (EPBC Act) is Australia's key piece of environmental legislation. The EPBC Act protects matters of national environmental significance, for example, threatened species and communities (e.g. Koalas), migratory species, Ramsar wetlands and world heritage properties. Activities that have the potential to impact matters protected by the EPBC Act trigger referral to the federal government for assessment and approval.

In October 2020, the findings of an independent review of the EPBC Act (Independent Review) recommended significant reforms including (but not limited to) introduction of legally binding 'National Environmental Standards', a 'climate change' referral trigger, measures to harness and recognize the importance of indigenous knowledge, stronger compliance and enforcement powers, proposals for revised bilateral agreements with the States and Territories to streamline the assessment and approval process of some activities regulated by the EPBC Act and criminal penalties for offenses relating to emissions-intensive actions.

In December 2022 the federal government announced its response to the Independent Review. This response proposes various changes to the EPBC Act in line with the Independent Review, for example, the introduction of 'National Environmental Standards', creation of a federal Environmental Protection Agency and the introduction of a requirement to



achieve ‘net positive’ outcomes. Several bills to effect some of the recommended reforms are currently before Parliament and a comprehensive draft bill is expected to be introduced in 2024 together with a draft of the proposed National Environmental Standards. Notably, the federal government is not presently proposing to introduce the climate change referral trigger recommended by the Independent Review.

If any of the recommended reforms take effect, our obligations under, and compliance with, the EPBC Act ought to be reviewed. However, its implications for our Australian operations are not anticipated to be significant.

Ongoing awareness of these reforms is important as the legislative and policy changes may affect our customers’ operations and have impacts on the non-renewable resources sector generally.

There is an increasing emphasis from regulators on sustainability and energy efficiency in business operations. Federal requirements are now in place for the mandatory disclosure of energy performance under building rating schemes. These schemes require the tracking of specific environmental performance factors. Carbon reporting requirements currently exist for corporations which meet a reporting threshold for greenhouse gases or energy use or production for a reporting (financial) year under federal legislation.

From July 1, 2023, new obligations and reporting requirements took effect with respect to the ‘Safeguard Mechanism’ – Australia’s policy for reducing emissions from facilities that emit more than 100,000t CO<sub>2</sub>-e per financial year that has been in place since 2016. These reforms are intended to assist Australia meet its emissions reduction targets of 43% below 2005 levels by 2030 and may affect large scale industry customers.

The federal government has also proposed further climate-related disclosure requirements that are anticipated to take effect (for some companies) from mid-2024. These proposed disclosure requirements will oblige companies to disclose various climate-related information, including information about their greenhouse gas emissions, climate-related targets, offset contributions, transition plans, and information about strategies, plans and governance procedures/controls in place to monitor and manage climate-related risks and opportunities. If these reforms become law, we will have corporate reporting requirements in relation to these climate related matters, likely to commence in 2026.

### ***State and Territory Controls***

At a State and Territory level, our operations are authorized and regulated by layers of planning and environmental approvals. Queensland, New South Wales and Western Australia all have multiple acts regulating matters of the environment, conservation, vegetation management and protection of aboriginal and Torres Strait Islander use rights which are administered by each States’ independent environment protection regulator (e.g. Queensland’s Department of Environment, Science and Innovation). If amendments are made to the EPBC Act to effect new bilateral agreements, the States and Territories will likely be given further power to assess and approve certain actions regulated the EPBC Act.

Under state law, some specified activities, for example, sewage treatment works at our sites, may require regulation by way of environmental approvals. Such approvals may also impose monitoring and reporting obligations on the holder as well as obligations to rehabilitate the subject site once the regulated activity has ceased.

We must ensure that all necessary approvals, permits and licenses are in place to authorize our operations and that the conditions of those approvals, permits and licenses are complied with until the relevant operations cease (and are cleaned-up if necessary). Where approvals are not held and/or complied with, the operation may be unlawful and subject to penalties, including stop-work orders, remediation orders and financial penalties. Our Australian operations continue to comply with our existing approvals, permits and licenses.

We have a positive obligation under state legislation to notify of an incident causing (or threatening) serious or material environmental harm. Examples of notifiable environment harm include effluent overflow, chemical leaks and chemical fires. Failure to discharge this obligation can attract significant sanctions and financial penalties.

### ***Local Government***

At a local government level, our operations are subject to, and regulated by, local laws administered by local government authorities. Local laws may cover matters such as operation of certain activities, management of vegetation and natural and anthropogenic hazards, actionable nuisance and fencing. Local laws differ between each local government area and we must understand and operate within these laws as they apply to our operations Australia wide.

## **U.S. Environmental Regulations**

The Clean Water Act, as amended, and analogous state laws impose restrictions and strict controls regarding the discharge of pollutants into state waters or waters of the U.S. The discharge of pollutants into jurisdictional waters is prohibited unless the discharge is permitted by the U.S. Environmental Protection Agency (EPA) or authorized state agencies. In addition, the Clean Water Act and analogous state laws provide for administrative, civil and criminal penalties for unauthorized discharges and, together with the Oil Pollution Act of 1999, as amended, require the development and implementation of spill prevention and response plans and impose liability for the remedial costs and associated damages arising out of any unauthorized discharges.

### ***GHG Emissions***

The EPA has adopted rules requiring the monitoring and reporting of GHG emissions from specified large GHG emission sources in the U.S., including, offshore and onshore oil and natural gas production facilities, on an annual basis. In December 2023, the EPA issued a final rule updating New Source Performance Standards (NSPS) and providing emission guidelines to reduce methane and other pollutants from the oil and gas industry.

While the U.S. Congress has, from time to time, considered legislation to reduce emissions of GHGs, in recent years, there has not been significant activity in the form of adopted legislation to reduce GHG emissions at the federal level. In the absence of federal climate legislation in the U.S., a number of state and regional efforts have emerged that are aimed at tracking and/or reducing GHG emissions, including cap and trade programs that typically require major sources of GHG emissions, such as electric power plants, to acquire and surrender emission allowances in return for emitting those GHGs. The U.S. participated in the creation of the Paris Agreement at COP 21 in December 2015. Although the U.S. had withdrawn from the Paris Agreement, in November 2020, the Biden administration officially reentered the U.S. into the agreement in February 2021. Under the Paris Agreement, the Biden Administration has committed the U.S. to reducing its greenhouse gas emissions by 50% to 52% from 2005 levels by 2030. In November 2021, the U.S. and other countries entered into the Glasgow Climate Pact, which includes a range of measures designed to address climate change, including but not limited to the phase-out of fossil fuel subsidies, reducing methane emissions 30% by 2030, and cooperating toward the advancement of the development of clean energy.

Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address GHG emissions would impact our business, any such future laws and regulations could require us or our customers to incur increased operating costs, such as costs to purchase and operate emissions control systems, to acquire emission allowances or comply with new regulatory or reporting requirements. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for oil and natural gas, which could reduce our customers' demand for our services. Consequently, legislation and regulatory programs to reduce GHG emissions could have an adverse effect on our business, financial condition and results of operations.

### ***Other Environmental Regulations***

Our operations, as well as the operations of our customers, are also subject to various laws and regulations addressing the management, disposal and releases of regulated substances, including the federal Resource Conservation and Recovery Act, as amended (RCRA), the federal Comprehensive Environmental Response, Compensation and Liability Act, as amended (CERCLA), also known as the Superfund law, and comparable state laws. Under such laws, we could be required to undertake response or corrective measures, which could include removal of previously disposed substances and wastes, cleanup of contaminated property or performance of remedial operations to prevent future contamination.

The federal Endangered Species Act, as amended (ESA), restricts activities in the U.S. that may affect endangered or threatened species or their habitats. If endangered species are located in areas of the U.S. where our oil and natural gas exploration and production customers operate, such operations could be prohibited or delayed or expensive mitigation may be required. The designation of previously unprotected species as threatened or endangered or designation of previously unprotected habitat as critical habitat in areas of the U.S. where our customers' oil and natural gas exploration and production operations are conducted could cause them to incur increased costs arising from species protection measures or could result in limitations on their exploration and production activities, which could have an adverse impact on demand for our services.

Hydraulic fracturing is an important and common practice in the oil and gas industry. The process involves the injection of water, sand and chemicals under pressure into a formation to fracture the surrounding rock and stimulate production of hydrocarbons. Certain environmental advocacy groups and regulatory agencies have suggested that additional federal, state and local laws and regulations may be needed to more closely regulate the hydraulic fracturing process, and have made claims that

hydraulic fracturing techniques are harmful to surface water and drinking water resources and may cause earthquakes. Various governmental entities (within and outside the U.S.) are in the process of studying, restricting, regulating or preparing to regulate hydraulic fracturing, directly or indirectly.

In the U.S., the EPA already regulates certain hydraulic fracturing operations involving diesel under the Underground Injection Control program of the federal Safe Drinking Water Act. In January 2021, President Biden announced a moratorium on new oil and gas leasing on federal lands and offshore waters pending completion of a comprehensive review and reconsideration of federal oil and gas permitting and leasing practices. In August 2022, a federal district judge in Louisiana permanently enjoined the moratorium in the 13 states that filed a lawsuit against the action.

States and local governments may also seek to limit hydraulic fracturing activities through time, place, and manner restrictions on operations or ban the process altogether. The adoption of legislation or regulatory programs that restrict hydraulic fracturing could adversely affect, reduce or delay well drilling and completion activities, increase the cost of drilling and production, and thereby reduce demand for our services. There also exists the potential for the Biden Administration to pursue new or amended laws, regulations, executive actions and other regulatory initiatives that could impose more stringent restrictions on hydraulic fracturing, including potential restrictions on hydraulic fracturing by banning new oil and gas permitting on federal lands. While our operations are not directly affected by these actions, their impact on our oil and natural gas exploration and production customers could result in a decreased demand for the services that we provide.

## ITEM 1A. Risk Factors

*We are subject to various risks and hazards due to the nature of the business activities we conduct. The risks summarized and discussed below, any of which could materially and adversely affect our business, financial condition, cash flows and results of operations and the price of our shares, are not the only risks we face. We may experience additional risks and uncertainties not currently known to us or, as a result of developments occurring in the future, conditions that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, cash flows and results of operations.*

*Risks in this section are grouped by category. Many risks affect more than one category and the risks are not in order of significance or probability of occurrence because they have been grouped by categories.*

### **Summary of Risk Factors:**

Set forth below is a summary of the risks more fully described in this Part I, Item 1A. “Risk Factors” of this Annual Report on Form 10-K. This summary should be read in connection with the Risk Factors more fully described below and should not be relied upon as an exhaustive summary of the material risks facing our business.

- **Risks Related to Our Macroeconomic-Business Environment**
  - Certain of our customers’ spending may be directly, and our business may be indirectly, affected by (i) volatile or low oil, metallurgical (met) coal, natural gas or iron ore prices; (ii) increasing production costs; or (iii) unsuccessful exploration results.
  - The effects of public health crises, pandemics and epidemics may materially affect how we and our customers are operating our and their businesses.
- **Risks Related to Our Customers**
  - Our customers and their operations are exposed to a number of unique operating risks and challenges.
  - We depend on several significant customers.
  - Our failure to retain our current customers, renew our existing customer contracts and obtain new customer contracts, or the termination of existing contracts, could adversely affect our business.
  - Adverse events in areas where we operate could negatively impact our business, and our geographic concentration could limit the number of customers seeking our services.
  - We may be adversely affected if customers reduce their accommodations outsourcing.
- **Risks Related to Our Operations**
  - We operate in a highly competitive industry, and if we fail to compete effectively, our business will suffer.
  - Our operations may suffer due to over-capacity of certain types of accommodations assets in certain regions.
  - Increased operating costs and limited cost recovery through pricing or contract terms may constrain our ability to make a profit.
  - Employee and customer labor problems could adversely affect us.
  - A failure to maintain food safety or comply with government regulations related to food and beverages or serving alcoholic beverages may subject us to liability.
  - The majority of our major Canadian lodges are located on land subject to leases.
  - We are susceptible to seasonal earnings volatility due to adverse weather conditions in our regions of operations.
  - Failure to maintain positive relationships with the Indigenous people in the areas where we operate could adversely affect our business.
  - Development of permanent infrastructure in the areas where we locate our assets could negatively impact our business.
  - We may be subject to risks associated with the transportation, installation and demobilization of mobile accommodations.
  - Our business could be negatively impacted by security threats, including cybersecurity threats and other disruptions.
  - Our business could be disrupted by any failure of our information technology systems.
  - Loss of key members of our management could adversely affect our business.
- **Financial/Accounting Risks**
  - Currency exchange rate fluctuations could adversely affect our U.S. dollar reported results of operations and financial position.



- We may not have adequate insurance for potential liabilities and insurance may not cover certain liabilities.
  - The cyclical nature of our business and a severe prolonged downturn has, and could in the future, negatively affect the value of our long-lived assets and our goodwill.
  - Our inability to control the inherent risks of identifying, acquiring and integrating businesses that we may acquire could adversely affect our operations.
  - Our indebtedness could restrict our operations and make us more vulnerable to adverse economic conditions.
- **Legal and Regulatory Risks**
    - We do business in Canada and Australia, whose political and regulatory environments and compliance regimes differ from those in the U.S.
    - We are subject to extensive and costly environmental laws and regulations.
    - We may be exposed to certain regulatory and financial risks related to climate change and other environmental, social and governance (ESG) related matters.
- **Risks Related to Our Common Shares**
    - The market price and trading volume of our common shares may be volatile.
    - The payment of dividends and repurchases of our common shares are each within the discretion of our Board of Directors, and there is no guarantee that we will pay any dividends or repurchase common shares in the future or at levels anticipated by our shareholders.
    - We are governed by the corporate laws in British Columbia, Canada.
    - Provisions contained in our articles and applicable Canadian and British Columbia laws could discourage a take-over attempt.
    - The enforcement of civil liabilities against Civeo may be more difficult.
- **Risks Related to Our Structure**
    - We are subject to various Canadian, Australian and other taxes.
    - We remain subject to changes in tax law (in various jurisdictions) and other factors that could impact our effective tax rate.
    - Future potential changes to U.S. tax laws could result in Civeo being treated as a U.S. corporation for U.S. federal income tax purposes.

## **Risk Factors:**

### **Risks Related to Our Macroeconomic Business Environment**

*Certain of our customers' spending may be directly, and our business may be indirectly, affected by (i) volatile or low oil, metallurgical (met) coal, natural gas or iron ore prices; (ii) increasing production costs; or (iii) unsuccessful exploration results.*

Demand for our services is sensitive to the level of exploration, development and production activity of, and the corresponding capital spending by, natural resources companies. Our business typically supports customer projects that are capital intensive and require several years to generate first production, with production lasting for decades. The economic analyses conducted by our customers in Canadian oil sands, Australian mining and global liquefied natural gas (LNG) investment areas have historically assumed a relatively conservative longer-term price outlook for production from such projects to determine economic viability. The willingness of natural resources companies to explore, develop and produce depends largely upon the availability of attractive resource prospects and the prevailing view of future commodity prices, and expenditures by our natural resources customers generally lag changes in commodity prices by at least three to six months.

Prices for oil, met coal, LNG, iron ore and other natural resources are subject to large fluctuations in response to changes in global supply of and demand for these commodities. Other factors beyond our control that affect commodity prices include:

- worldwide economic activity including growth in and demand for oil, coal and other natural resources, particularly from developing countries, such as China and India;
- the level of activity, spending and natural resource developments in Australia and Canada;
- the level of global oil and gas exploration and production and the impact of government regulation or Organization of the Petroleum Exporting Countries Plus (OPEC+) policies that impact production levels and oil prices;
- the availability of transportation infrastructure and refining capacity for oil, natural gas, LNG and coal;
- global weather conditions, natural disasters and global health concerns;

- geopolitical events such as the ongoing Russia/Ukraine and Israel/Hamas conflicts;
- global reduction in demand for fossil fuels due to international efforts to address climate change;
- rapid technological change and the timing and extent of energy resource development, including hydraulic fracturing of horizontally drilled wells in shale discoveries and LNG;
- development, commercialization, availability and economics of alternative fuels; and
- government, tax and environmental regulation, including climate change legislation and clean energy policies.

As of February 23, 2024, the West Texas Intermediate (WTI) price was \$77.54 and the Western Canadian Select (WCS) price was \$58.60, resulting in a discount (WCS Differential) at which WCS trades relative to WTI of \$18.94. Should the price of WTI decline or the WCS discount to WTI widen further, our oil sands customers may delay or eliminate additional investments, reduce their spending in the oil sands region or curtail or shut-down existing operations.

***The effects of public health crises, pandemics and epidemics may materially affect how we and our customers are operating our and their businesses.***

Public health crises, pandemics and epidemics, such as the COVID-19 pandemic, have adversely impacted and may in the future adversely impact, worldwide economic activity, including the operations of natural resources companies in Canada, Australia and the U.S. and the worldwide demand for oil and natural gas. Other effects of such public health crises, pandemics and epidemics include significant volatility and disruption of the global financial markets; continued volatility of commodity prices and related uncertainties around OPEC+ production; disruption of operations resulting from decreased customer demand and labor shortages; supply chain disruptions or equipment shortages; reduced capital spending by oil and gas companies; and employee impacts from illness, travel restrictions, including border closures, and other community response measures.

The extent to which our business operations and financial results may be affected by such public health crises, pandemics and epidemics depends on various factors beyond our control, such as the duration, severity and sustained geographic impact of the outbreak; the impact and effectiveness of governmental actions to contain and treat such outbreaks, including government policies and restrictions; vaccine hesitancy, vaccine mandates, and voluntary or mandatory quarantines; and the global response surrounding such uncertainties.

## **Risks Related to Our Customers**

***Our customers and their operations are exposed to a number of unique operating risks and challenges which could also adversely affect us.***

We could be materially adversely affected by disruptions to our customers' operations. The price of and demand for natural resources produced by our customers may impact their desire and/or ability to continue producing existing projects or start new projects. Customers may also experience unexpected problems, higher costs or delays in commencing, developing or producing a project. Additionally, the willingness of natural resources companies to explore, develop and produce may be impacted by pressures to limit increases in capital spending generally and on met coal and hydrocarbons in particular, as well as by cost overruns on past and current projects, which could adversely impact demand for our services. Operating risks and challenges our customers face, which may ultimately affect their need for the accommodations and services we provide, include:

- commodity price volatility;
- unforeseen and adverse geological, geotechnical, seismic and mining conditions;
- lack of availability or failure of the required infrastructure, including sourcing sufficient water or power, necessary to maintain or to expand their operations;
- the breakdown or shortage of equipment and labor necessary to maintain their operations;
- capital project cost overruns and cost inflation;
- risks associated with the natural resources industry being subject to laws and regulations, including those governing air and greenhouse gas emissions, as well as various regulatory approvals, including a government agency failing to grant an approval or failing to renew an existing approval, or the approval or renewal not being provided by the government agency in a timely manner or the government agency granting or renewing an approval subject to materially onerous conditions;
- risks to land titles, mining titles and use thereof as a result of native title claims;
- claims by persons living in close proximity to mining projects, which may have an impact on the consents granted; and
- interruptions to the operations of our customers caused by governmental action, industrial accidents, disputes or public health emergencies.

***We depend on several significant customers.***

We depend on several significant customers, including customers that operate in the natural resources industry. The loss of any one of our largest customers in any of our business segments or a sustained decrease in demand by any of such customers could result in a substantial loss of revenues and could have a material adverse effect on our results of operations. In addition, the concentration of customers in the natural resources industry may impact our overall exposure to credit risk, either positively or negatively, in that customers may be similarly affected by changes in economic and industry conditions. With low and/or volatile oil and gas prices, some of our customers may face liquidity issues, which could impair their ability to pay or otherwise perform on their obligations. Furthermore, some of our customers may be highly leveraged and subject to their own operating and regulatory risks, which increases the risk that they may default on their obligations to us. For a more detailed explanation of our customers, see “Business” in Item 1 of this annual report.

***Our failure to retain our current customers, renew our existing customer contracts and obtain new customer contracts, or the termination of existing contracts, could adversely affect our business.***

Our success depends on our ability to retain our current customers, renew or replace our existing customer contracts and obtain new business. Our ability to do so generally depends on a variety of factors, including overall customer expenditure levels and the quality, price and responsiveness of our services, as well as our ability to market these services effectively and differentiate ourselves from our competitors. We cannot assure that we will be able to obtain new business, renew existing customer contracts at the same or higher levels of pricing, or at all, or that our current customers will not turn to competitors, cease operations, elect to (i) utilize their own, on-site accommodations or (ii) terminate contracts with us.

Our business is contract intensive and we are party to many contracts with customers. Due to the volatile nature of commodity prices, our customers may not renew contracts on terms favorable to us or, in some cases, at all, and we may have difficulty obtaining new business. Several contracts have clauses that allow termination upon the payment of a termination fee. As a result, our customers may choose to terminate their contracts. The likelihood that a customer may seek to terminate a contract is increased during periods of market volatility like those we are currently experiencing. Additionally, our exclusivity contracts do not include minimum room commitments, so we receive payment only if the customer utilizes our services. Finally, while we periodically review our compliance with contract terms and provisions, if customers were to dispute our contract determinations, the resolution of such disputes in a manner adverse to our interests, including customers withholding payments or modification of payment terms, could negatively affect sales and operating results.

We did not renew the land lease associated with our McClelland Lake Lodge in Alberta, Canada, which expired in June 2023, in order to support our customer’s intent to mine the land where the lodge was located. In addition, the accompanying hospitality services contract at McClelland Lake Lodge expired in July 2023; however, we continued to provide hospitality services to the customer at our other owned lodges through January 31, 2024 under a short-term take-or-pay commitment. We completed the sale of the McClelland Lake Lodge assets in January 2024. Revenues associated with the 2023 room commitments at the lodge through July 2023 were approximately C\$39 million.

Customer contract cancellations, reduced customer utilization, the failure to renew a significant number of our existing contracts or the failure to obtain new business would have a material adverse effect on our business and results of operations.

***Due to the significant geographic concentration of our business, adverse events in areas where we operate could negatively impact our business, and our geographic concentration could limit the number of customers seeking our services.***

Because of the concentration of our business in three relatively small geographic areas: the oil sands region of Alberta, Canada, the coal producing, Bowen Basin region of Queensland, Australia and the iron ore producing, Pilbarra region of Western Australia, we have increased exposure in these areas to political, regulatory, environmental, labor, climate or natural disasters such as forest fires or flooding, events or developments that could disproportionately impact our operations and financial results. For example, in 2011 and 2017, cyclones and resulting flooding threatened our villages in Australia. Similarly, in 2011 and 2016, forest fires in northern Alberta impacted areas near our Canadian oil sands lodges. Moreover, global climate change may result in significant natural disasters occurring more frequently or with greater intensity, such as drought, wildfires, storms, sea-level rise, and flooding. Many of the areas in which we operate are very remote with limited local supplies, including availability of water, electricity or natural gas necessary to operate our business, and any significant adverse events such as those discussed above could impact our ability to obtain good or services and personnel.

In addition, a limited number of potential customers operate in the areas in which our business is located, and occupancy at each of our lodges may be constrained by the radius which potential customers are willing to transport their workers. Our geographic concentration could limit the number of customers seeking our services, and as to any single lodge or village, we

may have few potential customers. Therefore, we are subject to volatility in occupancy in any location based on the capital spending plans of a limited number of customers, based on their changing decisions as to whether to outsource or use their own company-owned accommodations and whether other potential customers move into that lodge's radius.

***We may be adversely affected if customers reduce their accommodations outsourcing.***

Our business and growth strategies depend in large part on customers outsourcing some or all of the services that we provide. Many natural resources companies in our core markets own their own accommodations facilities, while others outsource all or part of their accommodations requirements. Customers have largely built their own accommodations in the past but will outsource for additional capacity or if they perceive that outsourcing may provide quality services at a lower overall cost or allow them to accelerate the timing of their projects. We cannot be certain that these customer preferences will continue or that customers that have previously outsourced accommodations will not decide to perform these functions themselves or only outsource accommodations during the development or construction phases of their projects. In addition, labor unions representing customer employees and contractors have, in the past, opposed outsourcing accommodations to the extent that the unions believe that third-party accommodations negatively impact union membership and recruiting. The reversal or reduction in customer outsourcing of accommodations could negatively impact our financial results and growth prospects.

**Risks Related to Our Operations**

***We operate in a highly competitive industry, and if we fail to compete effectively, our business will suffer.***

The workforce accommodations and hospitality industry in which we operate is highly competitive. To be successful, we must provide hospitality services that meet the specific needs of our customers at competitive prices. The principal competitive factors in the markets in which we operate are service quality, availability, price, location, technical knowledge and experience and safety performance. We compete with international and regional competitors, several of which are significantly larger than us. These competitors offer similar services in the geographic regions in which we operate. Many natural resources companies in our core markets own their own accommodations facilities and outsource their service requirements, while others outsource all or part of their accommodations requirements. As a result of competition, we may be unable to continue to provide our present services, to provide such services at historical operating margins or to acquire additional business opportunities, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Reduced levels of activity in the workforce accommodation industry can intensify competition and result in lower revenue to us.

***Our operations may suffer due to over-capacity of certain types of accommodations assets in certain regions.***

The demand for and/or pricing of rooms and accommodation services is subject to the overall availability of rooms in a region. If demand for our assets were to decrease, or to the extent that we and our competitors have capacity in excess of current demand, we may encounter decreased pricing for, or utilization of, our assets and services, which could adversely impact our operations and profits. For example, we experienced a decrease in customer demand in 2020 for accommodations in the Canadian oil sands and our U.S. business as a result of the economic disruption caused by COVID-19, and experienced a corresponding decrease in our occupancy and profitability. Continued volatility in commodity price levels, any future global health crises, inflationary pressures, actions taken by OPEC+ to adjust production levels, geopolitical events such as the ongoing Russia/Ukraine and Israel/Hamas conflicts, and regulatory implications on such prices, among other factors, could cause our Canadian oil sands and pipeline customers to reduce production, delay expansionary and maintenance spending and defer additional investments in their oil sands assets, which would cause a decrease in customer demand for our accommodations.

***Increased operating costs and limited cost recovery through pricing or contract terms may constrain our ability to make a profit.***

Our profitability can be adversely affected to the extent we are faced with cost increases for food, wages and other labor related expenses, insurance, fuel and utilities, especially to the extent we are unable to recover such increased costs through increases in the prices for our services, due to one or more of general economic conditions, competitive conditions or contractual provisions in our customer contracts. For example, substantial increases in the cost of fuel and utilities have historically resulted in cost increases in our lodges and villages.

In the last eighteen months, we have experienced a significant increase in our food costs due to global inflationary pressures. While inflation has stabilized, and while we have been able to pass some of the increased costs onto our customers, we expect to continue to experience increases in our food costs from time to time due to increasing fuel prices, rising global food demand, other general inflationary pressures and rising supply chain issues affecting supply of goods. In addition, food



prices can fluctuate as a result of foreign exchange rates and temporary changes in supply, including as a result of incidences of wildfires or severe weather such as droughts, heavy rains and late freezes, or other climate effects. Climate and natural disaster events, such as forest fires or flooding, have the ability to impact local crop production, limiting supply and therefore having an upward pressure on food prices. For example, large swathes of farmland across the Australian states of New South Wales, Queensland and Victoria in 2022 were inundated with flood waters, damaging wheat and other crops including fruit and vegetables.

A shortage of skilled labor could also result in higher wages due to more expensive temporary hire labor resources that would increase our labor costs, which could negatively affect our profitability. For example, we have recently been impacted by increased staff costs as a result of hospitality labor shortages in Australia due to low levels of immigration into Australia and, specifically, an acute shortage of skilled labor. The reduced levels of immigration and shortage of skilled labor subsequently led to an increased reliance on more expensive temporary labor hire resources and negatively affected our profitability. Additionally, an increased proportion of temporary labor hire resources has the effect of driving up costs due to a lack of efficiency. The nature of temporary labor hire resource positions are short term, with key skills unable to be retained in our lodges and villages due to higher staff turnover.

While our multi-year contracts often provide for annual escalation in our room rates for food, labor and utility inflation, we may be unable to fully recover costs, or the recovery may be delayed, and such increases would negatively impact our profitability on contracts that do not contain such inflation protections.

***Employee and customer labor problems could adversely affect us.***

Our business is labor intensive requiring a significant number of employees to perform housekeeping, janitorial and food service functions at our locations or locations that we manage. As our operations grow or our occupancy increases, we require additional staff to take care of our guests at a standard we deem appropriate and to operate safely. If we are unable to hire a sufficient labor force, we could be required to increase wages or use temporary labor at a higher cost and reduced efficiency. In recent years, we experienced, and expect to continue to experience, a shortage of labor for certain functions, inflationary pressures on wages, and an increasingly competitive labor market. The extent and duration of the effect of these labor market challenges are subject to numerous factors, including geopolitical events such as the ongoing Russia/Ukraine and Israel/Hamas conflicts, availability of qualified persons in the markets where we and our contracted service providers operate, inflation and unemployment levels within these markets and our reputation within the labor market. Inefficient operations or further increased labor costs resulting from these labor market challenges could negatively impact our profitability and could damage our reputation with our customers.

Additionally, as of December 31, 2023, we were party to collective bargaining agreements covering 798 employees in Canada and 1,020 employees in Australia. Efforts have been made from time to time to unionize other portions of our workforce. In addition, our facilities serving oil sands development work in Northern Alberta, Canada and mining operations in Australia house both union and non-union customer employees. We have not experienced strikes, work stoppages or other slowdowns in the past, but we cannot guarantee that we will not experience such events in the future. A prolonged strike, work stoppage or other slowdown by our employees or by the employees of our customers could cause us to experience a disruption of our operations or adversely impact our reputation, which could adversely affect our business and results of operations. Additional unionization efforts and new collective bargaining agreements also could materially increase our costs or limit our flexibility. Collective bargaining agreements in our Canadian operations have individual expiration dates, but in no case extend beyond 2026. Enterprise bargaining agreements in our Australian operations cover certain employees working at our villages in Queensland, New South Wales and Western Australia, as well as certain employees working at our integrated services customer-owned sites in Western Australia and South Australia. These agreements either have individual expiration dates or continue until either party seeks to have such agreement cancelled, but in no case extend beyond 2024.

***A failure to maintain food safety or comply with government regulations related to food and beverages or serving alcoholic beverages may subject us to liability.***

Claims of illness or injury relating to food quality or food handling are common in the food service industry, and a number of these claims may exist at any given time. Because food safety issues could be experienced at the source or by food suppliers or distributors, food safety could, in part, be out of our control. Regardless of the source or cause, any report of food-borne illness or other food safety issues such as food tampering or contamination at one of our locations could adversely impact our reputation, hindering our ability to renew contracts on favorable terms or to obtain new business, and have a negative impact on our revenue. Future food product recalls and health concerns associated with food contamination may also increase our raw materials costs and, from time to time, disrupt our business.

A variety of regulations at various governmental levels relating to the handling, preparation and serving of food (including, in some cases, requirements relating to the temperature of food), cleanliness of food production facilities and hygiene of food-handling personnel are enforced primarily at the local public health department level. We can give no assurances that we are in full compliance with all applicable laws and regulations at all times or that we will be able to comply with any future laws and regulations. Furthermore, legislation and regulatory attention to food safety is very high. Additional or amended regulations in this area may significantly increase the cost of compliance or expose us to liabilities.

We serve alcoholic beverages at some of our facilities, and must comply with applicable licensing laws, as well as local service laws. These laws generally prohibit serving alcoholic beverages to certain persons such as a patron who is intoxicated or a minor. If we violate these laws, we may be liable to the patron and/or to third parties for the acts of the patron. We cannot guarantee that certain patrons will not be served or that liability for their acts will not be imposed on us. There can be no assurance that additional regulation in this area would not limit our activities in the future or significantly increase the cost of regulatory compliance. We must also obtain and comply with the terms of licenses in order to sell alcoholic beverages in the jurisdictions in which we serve alcoholic beverages. If we are unable to maintain food safety or comply with government regulations related to food, beverages or alcoholic beverages, the effect could be materially adverse to our business and results of operations.

***The majority of our major Canadian lodges are located on land subject to leases. If we are unable to renew a lease or obtain permits necessary to operate on such leased land, we could be materially and adversely affected.***

The majority of our major Canadian lodges are located on land subject to provincial leases. Accordingly, while we own the accommodations assets, we only own a leasehold in those properties. If we are found to be in breach of a lease, we could lose the right to use the property. In addition, our leases generally have an initial term of ten years and will expire between 2024 and 2030 unless extended. Unless we can extend the terms of these leases before their expiration, as to which no assurance can be given, we will lose our right to operate our facilities located on these properties upon expiration of the leases. In that event, we would be required to remove our accommodations assets and remediate the site at our own cost, which could be material.

We did not renew an expiring land lease associated with our McClelland Lake Lodge in Alberta, Canada, which expired in June 2023, in order to support our customer's intent to mine the land where the lodge was located. As of December 31, 2023, we had an asset retirement obligation (ARO) liability related to the McClelland Lake Lodge on our balance sheet of \$0.3 million. Consistent with U.S. generally accepted accounting principles, this liability is the estimated present value of the amount of required asset removal and site remediation costs related to the retirement of assets at this location in 2023.

As of December 31, 2023, we had other ARO liabilities on our balance sheet of \$16.2 million. Should the remediation requirement be accelerated, our near term cash obligation could be significantly larger than the liability currently on our balance sheet and could negatively impact our cash flows and liquidity.

Also, in certain areas in which we operate, we are required to seek permits from local government agencies in order to build a new lodge or operate an existing lodge on leased land. We can provide no assurances that we will be able to renew our leases or permits upon expiration on similar terms, or at all. If we are unable to renew our leases or permits on similar terms, it may have an adverse effect on our business and results of operations.

***We are susceptible to seasonal earnings volatility due to adverse weather conditions in our regions of operations.***

Our operations are directly affected by seasonal differences in weather in the areas in which we operate. A portion of our Canadian operations is conducted during the winter months when the winter freeze in remote regions is required for exploration and production activity to occur. The spring thaw in these frontier regions restricts operations in the spring months and, as a result, adversely affects our operations and our ability to provide services in the second quarter. During the Australian rainy season, generally between the months of November and April, our operations in Queensland and the northern parts of Western Australia can be affected by cyclones, monsoons and resultant flooding. Additionally, the areas in which we operate are susceptible to wildfires. Finally, global climate change may result in certain of these adverse weather conditions occurring more frequently or with greater intensity. If any of these conditions occur, our operations could be interrupted and our earnings may be adversely impacted.

***Failure to maintain positive relationships with the Indigenous people in the areas where we operate could adversely affect our business.***

A component of our business strategy is based on developing and maintaining positive relationships with the Indigenous people and communities in the areas where we operate. These relationships are important to our operations and customers who desire to work on traditional Indigenous lands. The inability to develop and maintain relationships and to be in compliance with local requirements could have an adverse effect on our business and results of operations.

***Development of permanent infrastructure in the areas where we locate our assets could negatively impact our business.***

We specialize in providing hospitality services for workforces in remote areas which often lack the infrastructure typically available in nearby towns and cities. If permanent towns, cities and municipal infrastructure develop, grow or otherwise become available in the oil sands region of northern Alberta, Canada, the west coast of British Columbia or regions of Australia where we operate, then demand for our hospitality services could decrease as customer employees move to the region and choose to utilize permanent housing and food service.

***We may be subject to risks associated with the transportation, installation and demobilization of mobile accommodations.***

We currently have several contracts to transport and install modular, skid-mounted accommodations and central facilities that can be quickly configured to serve a multitude of short- to medium-term accommodation needs. In connection with the transportation and installation of these facilities, we may be exposed to various risks, including:

- delays in necessary approvals to install the facilities or objections to our activities or those of our customers aired by aboriginal or community interests, environment and/or neighborhood groups which may cause delays in the granting of such approvals and/or the overall progress of a project;
- challenges during installation, including problems, defects, inclement weather conditions, land contamination, cultural heritage claims, difficult site access or industrial relations issues; and
- risks related to the quality of our materials and workmanship, including warranties and defect liability obligations.

***Our business could be negatively impacted by security threats, including cybersecurity threats and other disruptions.***

We face various security threats, including cybersecurity threats to gain unauthorized access to sensitive information or to render data or systems unusable or hold them for ransom; threats to the safety of our employees; threats to the security of our facilities and infrastructure or third-party facilities and infrastructure; and threats from terrorist acts. Although we utilize various procedures and controls to monitor these threats and mitigate our exposure to such threats, including cybersecurity insurance, there can be no assurance that these procedures and controls will be sufficient in preventing security threats from materializing. If any of these events were to materialize, they could lead to losses of sensitive information, critical infrastructure, personnel or capabilities essential to our operations and could have a material adverse effect on our reputation, competitive position, financial position, results of operations or cash flows. In addition, such events could result in litigation, regulatory action and potential liability, including liability under laws that protect the privacy of personal information, as well as the costs and operational consequences of implementing further data protection measures.

Cybersecurity attacks in particular develop and evolve rapidly, including from emerging technologies, such as advanced forms of artificial intelligence. Such attacks include, but are not limited to, malicious software, attempts to gain unauthorized access to data, ransomware attacks and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of or denial of access to confidential or otherwise protected information and corruption of data. We have experienced, and expect to continue to confront, efforts by hackers and other third parties to gain unauthorized access or deny access to, or otherwise disrupt, our information systems and networks. While we have not experienced a material cybersecurity incident in the last three years, a material cybersecurity incident could have a material adverse effect on our business, financial condition, results of operations or liquidity.

***Our business could be disrupted by any failure of our information systems.***

We depend on our information systems to actively manage our accommodation services, including with respect to administrative functions, financial and operational data, ordering and point of sale processing, to enhance our ability to optimize facility utilization, occupancy, costs of goods sold and average daily rate. The failure of our information systems to perform as anticipated could damage our reputation with our customers, disrupt our business or result in, among other things, decreased revenue and increased costs. Any such failure could harm our business, results of operations and financial condition. In addition, the delay or failure to implement information system upgrades and new systems effectively could disrupt our business, distract management's focus and attention from business operations and growth initiatives, and increase our implementation

and operating costs, any of which could materially adversely affect our operations and operating results. Furthermore, these technologies may require refinements and upgrades, which may require significant investment by us. As various systems and technologies become outdated or new technology is required, we may not be able to replace or introduce them as quickly as needed or in a cost-effective and timely manner. As a result, we may not achieve the benefits we may have been anticipating from any new technology or system.

***Loss of key members of our management could adversely affect our business.***

We depend on the continued employment and performance of key members of our management. If any of our key managers resign or become unable to continue in their present roles and are not adequately replaced, our business operations could be materially adversely affected. We do not maintain “key man” life insurance for any of our officers.

**Financial/Accounting Risks**

***Currency exchange rate fluctuations could adversely affect our U.S. dollar reported results of operations and financial position.***

Our reporting currency is the U.S. dollar, and we are exposed to currency exchange risk primarily between the U.S. dollar and the Canadian and Australian dollars. For the year ended December 31, 2023, 98% of our revenues originated from subsidiaries outside of the U.S. and were denominated in either the Canadian dollar or the Australian dollar. As a result, a material decrease in the value of these currencies relative to the U.S. dollar has had, and may have in the future, a negative impact on our reported revenues, net income, financial condition and cash flows. Any currency controls implemented by local monetary authorities in countries where we currently operate could also adversely affect our business, financial condition and results of operations. We may attempt to limit the risks of currency fluctuation where possible by entering into financial instruments to protect against foreign currency exposure, but, to date, we have not entered into any foreign currency financial instruments. Our efforts to limit exchange risks may be unsuccessful, thereby exposing us to foreign currency fluctuations that could cause our results of operations, financial condition and cash flows to deteriorate.

***We may not have adequate insurance for potential liabilities and insurance may not cover certain liabilities.***

Our operations are subject to many hazards. In the ordinary course of business, we become the subject of various claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters, including occasional claims by individuals alleging exposure to hazardous materials as a result of our products or operations. Some of these claims relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of such businesses. We maintain insurance to cover many of our potential losses, including cyber risk insurance, and we are subject to various self-retentions and deductibles under our insurance policies. It is possible, however, that a judgment could be rendered against us in cases in which we could be uninsured and beyond the amounts that we currently have reserved or anticipate incurring for such matters. Even a partially uninsured or underinsured claim, if successful and of significant size, could have a material adverse effect on our results of operations or consolidated financial position. In addition, we are insured under the insurance policies of Oil States International, Inc. (Oil States) for occurrences prior to the completion of our spin-off from Oil States in May 2014 (the Spin-Off). The specifications and insured limits under those policies, however, may be insufficient for such claims. We also face other risks related to our insurance coverage, including (i) we may not be able to continue to obtain insurance on commercially reasonable terms; (ii) the counterparties to our insurance contracts may pose credit risks; (iii) we may incur losses from interruption of our business that exceed our insurance coverage; and (iv) we may not be able to procure insurance for certain risks due to various factors including insurance market constraints.

***The cyclical nature of our business and a severe prolonged downturn has, and could in the future, negatively affect the value of our long-lived assets and our goodwill.***

We recorded impairments of our long-lived assets of \$1.4 million, \$5.7 million and \$7.9 million in 2023, 2022 and 2021, respectively. As of December 31, 2023, goodwill at our Australian reporting unit represented 1% of total assets, or \$7.7 million.

Factors that may cause us to recognize further impairment losses on our long-lived assets or on the goodwill at our Australian reporting unit include, among other things, extended periods of limited or no activity by our customers at our lodges or villages, increased or unanticipated competition, and downward forecast revisions or restructuring plans or if certain of our customers do not reach positive final investment decisions on projects with respect to which we have been awarded contracts to provide related accommodation, which may cause those customers to terminate the contracts.



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

Acquisitions have been, and our management believes acquisitions will continue to be, a key element of our growth strategy. We may not be able to identify and acquire acceptable acquisition candidates on favorable terms in the future. We may be required to incur substantial indebtedness to finance future acquisitions and also may issue equity securities in connection with such acquisitions. Such additional debt service requirements could impose a significant burden on our results of operations and financial condition. The issuance of additional equity securities could result in significant dilution to shareholders. In addition, overpayment of an acquisition could cause potential impairments which could affect our results of operations.

We expect to gain certain business, financial and strategic advantages as a result of business combinations we undertake, including synergies and operating efficiencies. Our forward-looking statements assume that we will successfully integrate our business acquisitions and realize these intended benefits. The success of any acquisitions we make depends, in large part, on our ability to realize the anticipated benefits, including operating synergies from combining our businesses, which were previously operated independently, and retaining and integrating key employees, vendors and customers from the acquired businesses. An inability to realize expected strategic advantages as a result of the acquisition would negatively affect the anticipated benefits of the acquisition.

Additionally, an acquisition may bring us into businesses we have not previously conducted or geographies in which we have not previously operated and expose us to additional business risks that are different from those we have previously experienced. Our future success depends, in part, upon our ability to manage this expanded business, which will pose substantial challenges for our management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. If we fail to manage any of these risks successfully, our business could be harmed. Our capitalization and results of operations may change significantly following an acquisition, and our shareholders may not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in evaluating future acquisitions.

***Our indebtedness could restrict our operations and make us more vulnerable to adverse economic conditions.***

As of December 31, 2023, we had approximately \$65.6 million outstanding under the revolving portion of our Syndicated Facility Agreement (Credit Agreement), \$1.4 million of outstanding letters of credit and an additional \$133.1 million in remaining capacity to borrow under the revolving portion of the Credit Agreement. If market or other economic conditions remain depressed or further deteriorate, our borrowing capacity may be reduced.

Our Credit Agreement contains, and any future indebtedness we incur may contain, a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to, among other things, borrow funds, dispose of assets, pay dividends and make certain investments. In addition, these covenants also may limit our ability to obtain future financings, make needed capital expenditures, withstand a continued downturn in our business or a downturn in the economy in general or otherwise conduct necessary corporate activities. Our ability to comply with these covenants may be affected by events beyond our control. Declines in commodity prices, or a prolonged period of commodity prices at depressed levels, could eventually result in our failing to meet one or more of the financial covenants under the Credit Agreement, which could require us to refinance or amend such obligations resulting in the payment of consent fees or higher interest rates, or require us to raise additional capital at an inopportune time or on terms not favorable to us.

A failure to comply with these covenants, ratios or tests could also result in an event of default. A default under the Credit Agreement, if not cured or waived, could result in acceleration of all indebtedness outstanding thereunder. The accelerated debt would become immediately due and payable. If that should occur, we may be unable to pay all such debt or to borrow sufficient funds to refinance it. Even if new financing were then available, it may not be on terms that are acceptable to us. In addition, in the event of an event of default under the Credit Agreement, the lenders could foreclose on the collateral securing the credit facility and require repayment of all borrowings outstanding. If the amounts outstanding under the credit facility or any of our other indebtedness were to be accelerated, our assets may not be sufficient to repay in full the money owed to the lenders or to our other debt holders. Moreover, any new indebtedness we incur may impose financial restrictions and other covenants on us that may be more restrictive than our existing debt agreements.

Our ability to service our debt, including repaying outstanding borrowings under our Credit Agreement at maturity, will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our business does not generate sufficient cash flows from operations to enable us to meet our obligations under our indebtedness, we will be forced to take actions such as reducing or delaying business activities, including dividend payments and share repurchases,

acquisitions, investments and/or capital expenditures, selling assets, restructuring or refinancing our indebtedness or seeking additional equity capital. We may not be able to effect any of these remedies on satisfactory terms or at all, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

### **Legal and Regulatory Risks**

***We do business in Canada and Australia, whose political and regulatory environments and compliance regimes differ from those in the U.S.***

A significant portion of our revenue is attributable to operations in Canada and Australia. These activities accounted for 98% of our consolidated revenue in the year ended December 31, 2023. Risks associated with our operations in Canada and Australia include, but are not limited to, (i) different taxing regimes; (ii) changing political conditions at the federal, provincial or state level; (iii) changing international and U.S. monetary policies; and (iv) regional economic downturns.

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

***We are subject to extensive and costly environmental laws and regulations that may require us to take actions that will adversely affect our results of operations.***

All of our operations are significantly affected by stringent and complex foreign, federal, provincial, state and local laws and regulations governing the discharge of substances into the environment or otherwise relating to environmental protection. We could be exposed to liabilities for cleanup costs, natural resource damages and other damages as a result of our conduct that was lawful at the time it occurred or the conduct of, or conditions caused by, prior operators or other third-parties. There is inherent risk of environmental costs and liabilities in our business as a result of historical industry operations and waste disposal practices, which include air emissions and waste water discharges as well as our handling of petroleum hydrocarbons related to our operations. Certain environmental statutes impose joint and several strict liability for these costs. For example, an accidental release by us in the performance of services at one of our or our customers' sites could subject us to substantial liabilities arising from environmental cleanup, restoration costs and natural resource damages, claims made by neighboring landowners and other third parties for personal injury and property damage and fines or penalties for related violations of environmental laws or regulations. We may not be able to recover some or any of these costs from insurance.

Environmental laws and regulations are subject to change in the future, possibly resulting in more stringent requirements. The implementation of new laws and regulations could result in materially increased costs, stricter standards and enforcement, increased reporting obligations, larger fines and liability and increased capital expenditures and operating costs, particularly for our customers, and could have an adverse effect on our business or demand for our services. See Item 1. "Business - Government Regulation" of this annual report for a more detailed description of our risks associated with environmental laws and regulations. It should also be noted that scientists have concluded that increasing concentrations of greenhouse gases (GHG) in the earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climatic events.

Any failure by us to comply with applicable environmental laws and regulations may result in governmental authorities taking actions against our business that could adversely impact our business and results of operations, including the issuance of administrative, civil and criminal penalties; denial or revocation of permits or other authorizations; reduction or cessation of operations; and performance of site investigatory, remedial or other corrective actions.

***We may be exposed to certain regulatory and financial risks related to climate change and other ESG-related matters.***

Climate change and other ESG-related matters are receiving increasing attention from the media, scientists and legislators alike, which has resulted in legislative, regulatory and other initiatives, including international agreements, to reduce greenhouse gas emissions, such as carbon dioxide and methane, and proposed regulations to increase climate change reporting obligations. Significant focus is being made on companies that are active producers of fossil fuels, or companies which serve such producers.

Efforts have been made and continue to be made in the international community toward the adoption of international treaties or protocols that would address global climate change issues and impose reductions of hydrocarbon-based fuels. There are a number of legislative and regulatory proposals to address greenhouse gas emissions, including increased fuel efficiency standards, carbon taxes or cap and trade systems, restrictive permitting, and incentives for renewable energy, which are in various phases of discussion or implementation. Moreover, such legislation, regulations and proposals are subject to frequent

change by regulatory authorities. The outcome of Canadian, Australian and U.S. federal, regional, provincial and state actions to address global climate change could result in a variety of regulatory programs including potential new regulations, additional charges to fund energy efficiency activities, or other regulatory actions. These actions could both (i) directly impact us due to increased costs associated with our operations, and (ii) indirectly impact us due to increased costs of and/or reduced demand for our customers' operations, and resulting reduced demand for our services.

Any adoption of these or similar proposals by Canadian, Australian or U.S. federal, regional, provincial, state or local governments mandating a substantial reduction in greenhouse gas emissions could have far-reaching and significant impacts on the energy industry, including negatively impacting the price of oil relative to other energy sources, reducing demand for hydrocarbons and other minerals or limiting drilling or mining in the areas in which we operate. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address greenhouse gas emissions would impact our business, any such future laws and regulations could result in increased compliance costs or additional operating restrictions, and could have a material adverse effect on our business or demand for our services.

In addition, there have also been efforts in recent years to influence the investment community, including investment advisors and certain sovereign wealth, pension and endowment funds promoting divestment of fossil fuel equities and pressuring lenders to limit funding to companies engaged in the extraction of fossil fuel reserves. Such environmental activism and initiatives aimed at limiting climate change and reducing air pollution could interfere with our business activities, operations and ability to access capital and assess acquisitions. Furthermore, members of the investment community, as well as political advocacy groups, are increasing their focus on ESG practices and disclosures by public companies, and concerns over climate change have resulted in, and are expected to continue to result in, the adoption of regulatory requirements for climate-related disclosures. As a result, we may continue to face increasing pressure regarding our ESG disclosures and practices, and mandatory reporting obligations could increase our compliance burden and costs. We publish an annual ESG Report, which outlines our progress and ongoing efforts to advance our ESG initiatives. Our disclosures on these matters rely on management's expectations as of the date the statements are first made, as well as standards for measuring progress that are still in development, and may change or fail to be realized. These expectations and standards may continue to evolve. If our ESG disclosures and practices do not meet regulatory, investor or other stakeholder expectations and standards, which continue to evolve, it could have a material adverse effect on our business or demand for our services. At the same time, some stakeholders and regulators have increasingly expressed or pursued opposing views, legislation, and investment expectations with respect to ESG, including the enactment or proposal of "anti-ESG" legislation or policies. By publishing our annual ESG Report, our business may also face increased scrutiny related to ESG activities and be unable to satisfy all stakeholders. Additionally, members of the investment community may screen our ESG disclosures and performance before investing in our common shares.

See Item 1. "Business - Government Regulation" of this annual report for a more detailed description of our climate-change related risks.

## **Risks Related to Our Common Shares**

### ***The market price and trading volume of our common shares may be volatile.***

The market price of our common shares has historically experienced and may continue to experience volatility. For example, during 2023, the market price of our common shares ranged from a low of \$17.87 per share to a high of \$36.88 per share. The market price of our common shares may be influenced by many factors, some of which are beyond our control, including those described above and the following:

- changes in financial estimates by analysts and our inability to meet those financial estimates;
- strategic actions by us or our competitors;
- announcements by us or our competitors of significant contracts, acquisitions, joint marketing relationships, joint ventures or capital commitments;
- variations in our quarterly operating results and those of our competitors;
- general economic and stock market conditions;
- risks related to our business and our industry, including those discussed above;
- changes in conditions or trends in our industry, markets or customers;
- geopolitical events or terrorist acts, including cybersecurity threats;
- trading volume of our common shares;
- the majority of our common shares being held by a few shareholders;
- our policy on share repurchases and dividend payments;

- future sales of our common shares or other securities by us, members of our management team or our existing shareholders; and
- investor perceptions of the investment opportunity associated with our industry or common shares relative to other investment alternatives.

These factors may materially reduce the market price of our common shares, regardless of our operating performance. In addition, our average daily trading volume on the New York Stock Exchange has historically been low, which may result in greater price volatility.

In addition, in recent years the stock market has experienced substantial price and volume fluctuations. This volatility has had a significant effect on the market prices of securities issued by many companies for reasons potentially unrelated to their operating performance. For example, our share price may experience substantial volatility due to uncertainty regarding commodity prices. These market fluctuations, regardless of the cause, may materially and adversely affect our share price, regardless of our operating results. Price volatility may cause the average price at which we repurchase our common shares (see Note 17 – Share Repurchase Programs and Dividends for a discussion of repurchases of our common shares) in a given period to exceed the share price at a given point in time. In addition, stock market volatility may impact our ability to access the capital markets in the future on acceptable terms or at all. Furthermore, the trading market for our common shares is influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline.

***The payment of dividends and repurchases of our common shares are each within the discretion of our Board of Directors, and there is no guarantee that we will pay any dividends or repurchase common shares in the future or at levels anticipated by our shareholders.***

The amount and timing of all future payments of dividends or repurchases of common shares pursuant to our share repurchase program, if any, are each subject to the discretion of the Board of Directors (Board) and will depend upon business conditions, results of operations, financial condition and other factors. Our Board may, without advance notice, discontinue the payment of dividends or suspend or terminate our share repurchase program. There can be no assurance that we will make dividend payments or repurchase our common shares in the future. The payment of dividends on our common shares or repurchase of shares under our share repurchase program could diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic growth projects. In addition, any elimination of, or downward revision in, our dividend policy or our share repurchase program could have an adverse effect on the market price of our common shares. While the U.S. has imposed an excise tax on U.S. domestic corporations repurchasing stock, our share repurchase program is not currently subject to this tax. A similar 2% tax has been imposed in Canada, effective January 1, 2024, which applies to us and may impact the tax efficiency of our share repurchase program.

***We are governed by the corporate laws in British Columbia, Canada which in some cases have a different effect on shareholders than the corporate laws in Delaware, U.S.***

There are material differences between the *Business Corporations Act* (British Columbia) (BCBCA) as compared to the Delaware General Corporation Law (DGCL). Some of these material differences include the following: (i) for material corporate transactions (such as amalgamations, arrangements, the sale of all or substantially all of our undertaking, and other extraordinary corporate transactions), the BCBCA, subject to the provisions of our articles, generally requires two-thirds majority vote by shareholders, whereas DGCL generally only requires a majority vote of shareholders for similar material corporate transactions; and (ii) under the BCBCA, a holder of 5% or more of our common shares can requisition a general meeting of shareholders for the purpose of transacting any business that may be transacted at a general meeting, whereas the DGCL does not give this right. We cannot predict if investors will find our common shares less attractive because of these material differences. If some investors find our common shares less attractive as a result, there may be a less active trading market for our common shares and our share price may be more volatile.

***Provisions contained in our articles and applicable Canadian and British Columbia laws could discourage a takeover attempt, which may reduce or eliminate the likelihood of a change of control transaction and, therefore, the ability of our shareholders to sell their shares for a premium.***

Provisions contained in our articles provide for a classified Board, limitations on the removal of directors, limitations on shareholder proposals at meetings of shareholders and limitations on shareholder action by written consent, which could make it more difficult for a third-party to acquire control of us. Our articles, subject to the corporate law of British Columbia, also authorize our Board to issue series of preferred shares without shareholder approval. If our Board elects to issue preferred



shares, it could increase the difficulty for a third-party to acquire us, which may reduce or eliminate our shareholders' ability to sell their common shares at a premium. In addition, in Canada, we may become subject to applicable securities laws, including National Instrument 62-104 *Take-Over Bids and Issuer Bids* of the Canadian Securities Administrators, which provide a heightened threshold for shareholder acceptance of third-party acquisition offers and could discourage take-over attempts that could result in a premium over the market price for our common shares.

As a British Columbia company, we may be subject to additional Canadian laws and regulations. The application of additional Canadian laws and regulations could make it more difficult for third parties to acquire control of us. For example, such laws and regulations may, depending on the circumstances, result in regulatory reviews of and may require regulatory approval for any proposed take-over attempts.

Any of the foregoing could prevent or delay a change of control and may deprive or limit strategic opportunities for our shareholders to sell their common shares and/or affect the market price of our common shares.

***The enforcement of civil liabilities against Civeo may be more difficult.***

Civeo is a British Columbia company and a substantial portion of our assets are located outside the U.S. As a result, investors could experience more difficulty enforcing judgments obtained against us in U.S. courts than would be the case for U.S. judgments obtained against a U.S. company. In addition, some claims may be more difficult to bring against Civeo in Canadian courts than it would be to bring similar claims against a U.S. company in a U.S. court.

**Risks Related to Our Structure**

***We are subject to various Canadian, Australian and other taxes.***

Our effective tax rates (including our Canadian and Australian tax rate) are dependent on a variety of factors, many of which are beyond our ability to control, such as changes in the rate of economic growth in jurisdictions in which we operate, currency exchange rate fluctuations (especially between Canadian and U.S. dollars and Australian and U.S. dollars), and significant changes in trade, monetary or fiscal policies of Canada and Australia, including changes in interest rates, withholding taxes, tax treaties and federal and provincial tax rates generally. The impact of these factors, individually and in the aggregate, is difficult to predict, in part because the occurrence of any number of the events or circumstances described in such factors may be (and, in fact, often seem to be) interrelated, and the impact to us of the occurrence of any one of these events or circumstances could be compounded or, alternatively, reduced, offset, or more than offset, by the occurrence of one or more of the other events or circumstances described in such factors.

Canada's tax rules under the Income Tax Act (Canada) (the Canadian Tax Act) allow for favorable tax treatment related to the repatriation of certain dividends from foreign affiliates. If it becomes necessary or desirable to repatriate earnings from subsidiaries, repatriating earnings could, in certain circumstances, give rise to the imposition of potentially significant withholding taxes by the jurisdictions in which such amounts were earned, without our receiving the benefit of any offsetting tax credits, which could adversely impact our effective tax rate and cash flows. These tax rules are complicated and could change over time. Any such changes could have a material impact on our overall tax rate.

Canada has also introduced tax rules governing "foreign affiliate dumping" in the Canadian Tax Act that can have adverse tax consequences in respect of non-Canadian business activities and investments for Canadian corporations that are controlled by non-Canadian corporations. These rules would have a negative impact on us to the extent that we became controlled by a non-Canadian resident corporation.

***We remain subject to changes in tax law (in various jurisdictions) and other factors that could impact our effective tax rate.***

The tax laws of Canada, Australia and the U.S. could change in the future, and such changes could cause a material change in our effective corporate tax rate. As a result, our realized effective tax rate may be materially different from our current expectation. Our provision for income taxes will be based on certain estimates and assumptions made by management in consultation with our tax and other advisors. Our consolidated income tax rate will be affected by the amount of net income earned in Canada and our other operating jurisdictions, the availability of benefits under tax treaties, and the rates of taxes payable in respect of that income. We will enter into many transactions and arrangements in the ordinary course of business in respect of which the tax treatment is not entirely certain. We will therefore make estimates and judgments based on our knowledge and understanding of applicable tax laws and tax treaties, and the application of those tax laws and tax treaties to our business, in determining our consolidated tax provision. The final outcome of any audits by taxation authorities may differ from

the estimates and assumptions we may use in determining our consolidated tax provisions and accruals. This could result in a material adverse effect on our consolidated income tax provision, financial condition and the net income for the period in which such determinations are made.

The U.S. Congress, government agencies in non-U.S. jurisdictions where we and our affiliates do business, and the Organization for Economic Co-operation and Development (the “OECD”) have recently focused on issues related to the taxation of multinational corporations. For example, the OECD has proposed a two-pillar plan to reform international taxation, with proposals to ensure a fairer distribution of profits among countries and to impose a floor on tax competition through the introduction of a global minimum tax. As a result, the tax laws in the U.S. and other countries in which we and our affiliates do business could change on a prospective or retroactive basis (or both), and any such changes could materially adversely affect us.

***Future potential changes to U.S. tax laws could result in Civeo being treated as a U.S. corporation for U.S. federal income tax purposes.***

Although we have historically been regarded as a foreign corporation for U.S. federal income tax purposes, changes to Section 7874 of the Internal Revenue Code or the U.S. Treasury regulations promulgated thereunder, or official interpretations thereof, could adversely affect Civeo’s status as a foreign corporation for U.S. federal income tax purposes. For example, members of Congress from time to time have proposed changes to the Internal Revenue Code, and the U.S. Treasury has taken and may continue to take regulatory action, in connection with inversion transactions. The timing and substance of any such change in law or regulatory action is uncertain. Any such change of law or regulatory action could adversely impact the treatment of Civeo as a foreign corporation for U.S. federal income tax purposes and could adversely impact its tax position and financial position and results in a material manner. The precise scope and application of any legislative or regulatory proposals will not be clear until they are actually issued, and, accordingly, until such legislation or regulations are issued and fully understood, we cannot be certain as to their potential impact. If Civeo were to be treated as a U.S. corporation for U.S. federal income tax purposes, it could be subject to substantially greater U.S. federal income tax liability.

**ITEM 1B. Unresolved Staff Comments**

None.

**ITEM 1C. Cybersecurity**

**Risk Management and Strategy**

We recognize the importance of developing, implementing and maintaining robust cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity and availability of our data. Our processes for assessing, identifying, and managing material risks from cybersecurity threats have been integrated into our overall risk management system and processes. Cybersecurity events are collected, evaluated and, when appropriate, escalated to the Chief Information Security Officer (CISO) for impact analysis utilizing the cybersecurity risk management policy.

Cybersecurity risks are monitored and evaluated by management through an internal compliance program with oversight by internal audit. We engage a variety of cybersecurity partners to perform penetration testing and quarterly audits on our cybersecurity profile. These partnerships enable us to leverage specialized knowledge and insights, and are meant to help our cybersecurity strategies and processes in remaining risk appropriate. In order to promote a company-wide culture of cybersecurity risk management, management has also implemented a variety of required programs to both test and train our employees on cybersecurity fundamentals, including both annual and ongoing information security awareness training.

Our cybersecurity policies and procedures encompass data privacy, incident response, information security and risks from our use of third-party vendors. In order to help develop these policies and procedures, we monitor the privacy and cybersecurity laws, regulations and guidance applicable to us in the regions where we do business, as well as proposed privacy and cybersecurity laws, regulations, guidance and emerging risks.

We also have conducted a cyber breach simulation exercise with the assistance of a third party cybersecurity consultant. The exercise focused on incident management and communication processes. Company business functions, executive management and members of the Board participated. The goal was to identify opportunities for greater efficiency, coordination, and alignment.

We face risks from various security threats, including cybersecurity threats to gain unauthorized access to sensitive information or to render data or systems unusable or hold them for ransom. Cybersecurity attacks in particular develop and evolve rapidly, including from emerging technologies, such as advanced forms of artificial intelligence. Such attacks include, but are not limited to, malicious software, attempts to gain unauthorized access to data, ransomware attacks and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of or denial of access to confidential or otherwise protected information and corruption of data. We have experienced, and expect to continue to confront, efforts by hackers and other third parties to gain unauthorized access or deny access to, or otherwise disrupt, our information systems and networks. Risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected us, including our business strategy, results of operations, or financial condition, but we face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to have such an affect. See Part I, Item 1A, “Risk Factors,” under the heading “Risks Related to Our Operations - Our business could be negatively impacted by security threats, including cybersecurity threats and other disruptions” for more information regarding the risks we face.

As discussed in Part I, Item 1A, “Risk Factors,” under the heading “Financial/Accounting Risks – We may not have adequate insurance for potential liabilities and insurance may not cover certain liabilities,” we maintain cyber risk insurance to mitigate our exposure to these threats.

## **Governance**

Risk oversight is a responsibility of the Board. The Board has delegated responsibility for monitoring technology and cybersecurity risks to the Audit Committee. The Board reviews the Company's cybersecurity risk posture, strategy and execution on at least an annual basis while the Audit Committee receives cybersecurity updates quarterly.

The CISO and executive management play a pivotal role in informing the Audit Committee on cybersecurity risks. Executive management, including the CISO, regularly meets with the Audit Committee to discuss cybersecurity risks, review quarterly cyber metrics and oversee progress against our annual action plans. These briefings may encompass a broad range of topics, including:

- Current cybersecurity landscape and emerging threats;
- Status of ongoing cybersecurity initiatives and strategies;
- Incident reports and learnings from any cybersecurity events; and
- Compliance with regulatory requirements and industry standards.

In addition to our scheduled meetings, the Audit Committee and executive management maintain an ongoing dialogue regarding emerging or potential cybersecurity risks.

Primary responsibility for assessing, monitoring and managing our cybersecurity risks rests with the CISO. Our CISO has cybersecurity expertise from over 18 years of experience in the field of cybersecurity. His background includes extensive experience as CISO at Civeo and previously for a Fortune 500 company. He also oversees our cybersecurity governance programs, assists with testing our compliance with applicable standards, leads our efforts to remediate known risks and leads our employee training program.

The CISO is informed about the latest developments in cybersecurity, including potential threats and innovative risk management techniques. The CISO implements and oversees processes for the monitoring of our information systems. This includes the deployment of advanced security measures and regular system audits to identify potential vulnerabilities. The Company deploys a Security Operations Center team who monitor and escalate cybersecurity events. In the event of a cybersecurity incident, the CISO is equipped with an incident response plan, which is intended to mitigate the impact of the incident and includes long-term strategies for remediation and prevention of future incidents.

The CISO regularly updates executive management on cybersecurity risks and incidents. Significant cybersecurity matters and certain strategic risk management decisions are escalated to the Audit Committee and the Board.

## **ITEM 2. *Properties***

The following table presents information about our principal properties and facilities as of December 31, 2023. Except as indicated, we own all of the properties or facilities listed below. Each of the properties is encumbered by our secured credit facilities. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 and Note 11 – Debt to the notes to consolidated financial statements included in Item 8 of this annual report for additional information

concerning our credit facilities. For a discussion about how each of our business segments utilizes its respective properties, see Item 1, “Business” of this annual report.

<b>Location</b>	<b>Approximate Square Footage/ Acreage</b>	<b>Description</b>
<u>Canada:</u>		
Fort McMurray, Alberta (leased land)	240 acres	Wapasu Creek Lodge
Fort McMurray, Alberta (leased land)	138 acres	Fort McMurray Village
Fort McMurray, Alberta (leased land)	135 acres	Conklin Lodge
Fort McMurray, Alberta (leased land)	128 acres	Beaver River and Athabasca Lodges
Kitimat, British Columbia	59 acres	Sitka Lodge
Fort McMurray, Alberta (leased land and lodges)	58 acres	Hudson and Borealis Lodges
Acheson, Alberta (lease)	40 acres	Office and warehouse
Vanderhoof, British Columbia	33 acres	Storage yard
Fort McMurray, Alberta (leased land)	30 acres	Greywolf Lodge
Fort McMurray, Alberta (leased land)	18 acres	Anzac Lodge
Edmonton, Alberta (lease)	86,376 sq. feet	Office and commercial production kitchen
Calgary, Alberta (lease)	7,000 sq. feet	Office
<u>Australia:</u>		
Coppabella, Queensland, Australia	192 acres	Coppabella Village
Narrabri, New South Wales, Australia	82 acres	Narrabri Village
Boggabri, New South Wales, Australia	52 acres	Boggabri Village
Dysart, Queensland, Australia	50 acres	Dysart Village
Middlemount, Queensland, Australia	37 acres	Middlemount Village
Karratha, Western Australia, Australia (owned and leased land)	34 acres	Karratha Village
Nebo, Queensland, Australia	26 acres	Nebo Village
Moranbah, Queensland, Australia	17 acres	Moranbah Village
Sydney, New South Wales, Australia (lease)	11,518 sq. feet	Office
Perth, Western Australia, Australia (lease)	6,921 sq. feet	Office
Brisbane, Queensland, Australia (lease)	5,543 sq. feet	Office
<u>U.S.:</u>		
Houston, Texas (lease)	8,900 sq. feet	Principal executive offices
Sulphur, Louisiana	44 acres	Acadian Acres land only
Killdeer, North Dakota	39 acres	Killdeer Lodge

We also own various undeveloped properties in British Columbia.

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

Leased land for our lodge properties in Canada refers to land leased from the Alberta government. We also lease land for our Karratha Village from the state government in Australia. Generally, these leases have an initial term of ten years and are scheduled to expire between 2024 and 2030.



**ITEM 3. *Legal Proceedings***

We are a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters, including occasional claims by individuals alleging exposure to hazardous materials as a result of our products or operations. Some of these claims relate to matters occurring prior to our acquisition of businesses, and some relate to businesses we have sold. In certain cases, we are entitled to indemnification from the sellers of businesses, and in other cases, we have indemnified the buyers of businesses from us. Although we can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on us, we believe that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided for or covered by indemnity or insurance, will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

**ITEM 4. *Mine Safety Disclosures***

Not applicable.

## PART II

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

#### Market for Our Common Shares

Our common shares trade on the New York Stock Exchange under the trading symbol “CVEO”.

#### Holders of Record

As of February 23, 2024, there were 21 holders of record of Civeo common shares.

#### Dividend Information

We intend to pay regular quarterly dividends on our common shares, with all future dividend payments subject to quarterly review and approval by our Board. The declaration and amount of all potential future dividends will be at the discretion of our Board and will depend upon many factors, including our financial condition, results of operations, cash flows, prospects, industry conditions, capital requirements of our business, covenants associated with certain debt obligations, legal requirements, regulatory constraints, industry practice and other factors the Board deems relevant. In addition, our ability to pay cash dividends on common shares is limited by covenants in the Credit Agreement. Future agreements may also limit our ability to pay dividends, and we may incur incremental taxes if we are required to repatriate foreign earnings to pay such dividends. The amount per share of our dividend payments may be changed, or dividends may be suspended, without advance notice. The likelihood that dividends will be reduced or suspended is increased during periods of market weakness. There can be no assurance that we will continue to pay a dividend in the future.

#### Performance Graph

The share price performance shown on the graph is not necessarily indicative of future price performance. Information used in the graph was obtained from Research Data Group, Inc., a source believed to be reliable, but we are not responsible for any errors or omissions in such information.

The following performance graph and chart compare the cumulative total return to holders of our common shares with the cumulative total returns of the Standard & Poor's 500 Stock Index, Philadelphia OSX and with that of our peer group, for the period from December 31, 2018 to December 31, 2023. The graph and chart show the value, at the dates indicated, of \$100 invested at December 31, 2018 and assume the reinvestment of all dividends, as applicable.

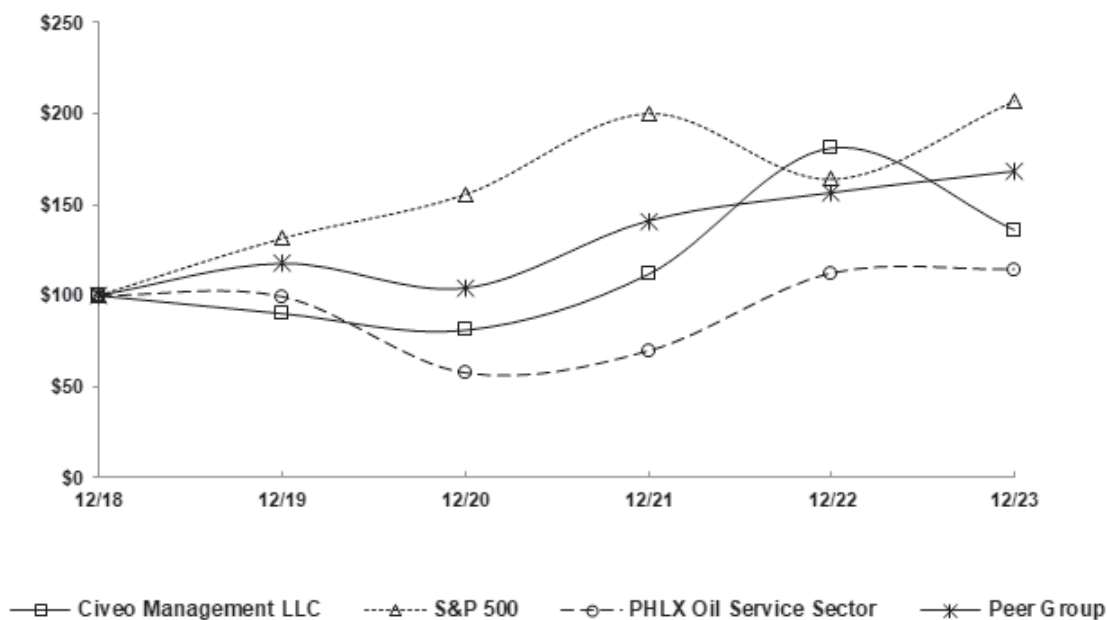
Our peer group consists of the following:

Badger Daylighting Ltd.	Nine Energy Service, Inc.
Black Diamond Group Limited	North American Construction Group
Dexterra Group	Oil States International, Inc.
Enerflex Ltd.	Precision Drilling Corporation
Forum Energy Technologies, Inc.	Select Energy Services Inc.
Matrix Service Company	Target Hospitality Corp.
McGrath RentCorp	Tetra Technologies, Inc.
Newpark Resources, Inc.	Total Energy Services Inc.

Note: The current peer group remain unchanged for 2023 with the exception of the removal of Exterran Corporation, as they were acquired by Enerflex Ltd.

## COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Civeo Management LLC, the S&P 500 Index, the PHLX Oil Service Sector Index, and a Peer Group



\*\$100 invested on 12/31/18 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

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	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23
Civeo Corporation	\$ 100.00	\$ 90.21	\$ 81.00	\$ 111.71	\$ 181.24	\$ 136.22
S&P 500	\$ 100.00	\$ 131.49	\$ 155.68	\$ 200.37	\$ 164.08	\$ 207.21
PHLX Oil Service Sector	\$ 100.00	\$ 99.45	\$ 57.60	\$ 69.55	\$ 112.31	\$ 114.47
Peer Group	\$ 100.00	\$ 117.51	\$ 104.04	\$ 140.90	\$ 156.26	\$ 168.01

The performance graph above is furnished and not filed for purposes of the Securities Act and the Exchange Act. The performance graph is not soliciting material subject to Regulation 14A.

### Unregistered Sales of Equity Securities and Use of Proceeds

None.

## Repurchases of Registered Equity Securities by Registrant or its Affiliates in the Fourth Quarter

The following table provides information about purchases of our common shares during the three months ended December 31, 2023.

	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may be purchased under the plans or programs
October 1, 2023 - October 31, 2023	99,521	\$ 19.84	99,521	600,769
November 1, 2023 - November 30, 2023	12,900	\$ 19.71	12,900	587,869
December 1, 2023 - December 31, 2023	8,332	\$ 21.50	8,332	579,537
Total	120,753	\$ 19.94	120,753	579,537

- <sup>(1)</sup> In August 2023, our Board authorized a common share repurchase program to repurchase up to 5.0% of our total common shares which were issued and outstanding at the time of approval, or 742,134 common shares, over a twelve month period. We repurchased an aggregate of 120,753 of our common shares outstanding for approximately \$2.4 million during the three months ended December 31, 2023.

## ITEM 6. *Reserved*



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

"Management's Discussion and Analysis of Financial Condition and Results of Operations" contains "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act that are based on management's current expectations, estimates and projections about our business operations. Read "Cautionary Statement Regarding Forward Looking Statements." Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements as a result of numerous factors, including the known material factors set forth in Item 1A. "Risk Factors" of this annual report. You should read the following discussion and analysis together with our consolidated financial statements and the notes to those statements in Item 8 of this annual report.

This section of this annual report generally discusses key operating and financial data as of and for the years ended 2023 and 2022 and provides year-over-year comparisons for such periods. For a similar discussion and year-over-year comparisons to our 2021 results, refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on March 1, 2023.

### **Description of the Business**

We provide a suite of hospitality services for our guests in the natural resources industry, including lodging, catering and food service, housekeeping and maintenance at accommodation facilities that we or our customers own. In many cases, we provide services that support the day-to-day operations of these facilities, such as laundry, facility management and maintenance, water and wastewater treatment, power generation, communication systems, security and logistics. We also offer development activities for workforce accommodation facilities, including site selection, permitting, engineering and design, manufacturing management and site construction, along with providing hospitality services once the facility is constructed.

We primarily operate in some of the world's most active oil, metallurgical (met) coal, liquefied natural gas (LNG) and iron ore producing regions, where, in many cases, traditional accommodations and related infrastructure often are not accessible, sufficient or cost effective. Our customers include major and independent oil companies, mining companies, engineering companies and oilfield and mining service companies. We operate in two principal reportable business segments – Canada and Australia.

### **Basis of Presentation**

Unless otherwise stated or the context otherwise indicates: (i) all references in these consolidated financial statements to "Civeo," "us," "our" or "we" refer to Civeo Corporation and its consolidated subsidiaries; and (ii) all references in this annual report to "dollars" or "\$" are to United States (U.S.) dollars.

### **Overview and Macroeconomic Environment**

Historically, initial demand for our hospitality services has been driven by our customers' capital spending programs related to the construction and development of natural resource projects and associated infrastructure, as well as the exploration for oil and natural gas. Long-term demand for our services has been driven by natural resource production, maintenance and operation of those facilities as well as expansion of those sites. In general, industry capital spending programs are based on the outlook for commodity prices, production costs, economic growth, global commodity supply/demand, estimates of resource production and the expectations of our customers' shareholders. As a result, demand for our hospitality services is largely sensitive to expected commodity prices, principally related to oil, met coal, LNG and iron ore, and the resultant impact of these commodity price expectations on our customers' spending. Other factors that can affect our business and financial results include the general global economic environment, including inflationary pressures, supply chain disruptions and labor shortages, volatility affecting the banking system and financial markets, availability of capital to the natural resource industry and regulatory changes in Canada, Australia and other markets, including governmental measures introduced to fight climate change.

### **Commodity Prices**

There is continued uncertainty around commodity price levels, including the impact of inflationary pressures, actions taken by Organization of the Petroleum Exporting Countries Plus (OPEC+) to adjust production levels, geopolitical events such as the ongoing Russia/Ukraine and Israel/Hamas conflicts and rising geopolitical risks in the Middle East, U.S. oil production levels and regulatory implications on such prices. In particular, these items could cause our Canadian oil sands and pipeline

customers to reduce production, delay expansionary and maintenance spending and defer additional investments in their oil sands assets.

### **Recent Commodity Prices**

Recent West Texas Intermediate (WTI) crude, Western Canadian Select (WCS) crude, met coal and iron ore pricing trends are as follows:

Quarter ended	Average Price <sup>(1)</sup>			
	WTI Crude (per bbl)	WCS Crude (per bbl)	Hard Coking Coal (Met Coal) (per tonne)	Iron Ore (per tonne)
First Quarter through February 23, 2024	\$ 74.99	\$ 56.16	\$ 323.93	\$ 127.50
12/31/2023	78.55	55.31	332.24	122.24
9/30/2023	82.50	66.20	260.12	111.04
6/30/2023	73.54	60.25	243.54	106.98
3/31/2023	75.96	56.61	341.08	117.08
12/31/2022	82.82	54.72	276.19	94.93
9/30/2022	91.63	70.70	252.63	99.21
6/30/2022	108.77	92.89	464.61	128.80
3/31/2022	95.17	82.04	474.83	129.46
12/31/2021	77.31	60.84	371.95	104.88
9/30/2021	70.54	57.58	258.41	164.90
6/30/2021	66.19	53.27	136.44	195.97
3/31/2021	58.13	46.28	127.95	159.83
12/31/2020	42.63	31.34	109.37	128.24

<sup>(1)</sup> Source: WTI crude prices are from U.S. Energy Information Administration, WCS crude prices and iron ore prices are from Bloomberg and hard coking coal prices are from IHS Markit.

**WTI Crude.** After reaching historic lows in early 2020 during the start of the COVID-19 pandemic, global oil prices increased to above \$100 per barrel in the second quarter 2022. In the second half of 2022 and throughout 2023, oil prices declined due to (i) rising fears of a recession resulting from severe inflation and rising interest rates, (ii) resulting lower demand for oil and (iii) increasing U.S. oil production. In an effort to support the price of oil amidst demand concerns, OPEC+ countries announced additional oil production cuts through the end of 2023. These production cuts, coupled with the rising geopolitical risks in the Middle East, resulted in increased oil prices in the third quarter and early part of the fourth quarter of 2023, before reducing in the latter part of the fourth quarter back to levels consistent with the first six months of 2023.

**WCS Crude.** In Canada, WCS crude is the benchmark price for our oil sands customers. Pricing for WCS is driven by several factors, including the underlying price for WTI crude, the availability of transportation infrastructure (consisting of pipelines and crude by railcar), refinery blending requirements and governmental regulation. Historically, WCS has traded at a discount to WTI, creating a “WCS Differential,” due to transportation costs and capacity restrictions to move Canadian heavy oil production to refineries, primarily along the U.S. Gulf Coast. The WCS Differential has varied depending on the extent of transportation capacity availability.

Certain expansionary oil pipeline projects have the potential to both drive incremental demand for mobile assets and to improve take-away capacity for Canadian oil sands producers over the longer term. The Enbridge Line 3 replacement project was completed at the end of 2021 and the Trans Mountain Pipeline is approximately 98% complete, with mechanical completion expected to occur in the first quarter 2024, commercial service expected to begin in April 2024 and volumes expected to ramp up to full capacity by year end 2024.

WCS prices in the fourth quarter of 2023 averaged \$55.31 per barrel compared to an average of \$54.72 in the fourth quarter of 2022. The WCS Differential decreased from \$27.39 per barrel at the end of the fourth quarter of 2022 to \$19.35 at the end of the fourth quarter of 2023. As of February 23, 2024, the WTI price was \$77.54 and the WCS price was \$58.60, resulting in a WCS Differential of \$18.94.

**Met Coal.** In Australia, 84% of our rooms are located in the Bowen Basin of Queensland, Australia and primarily serve met coal mines in that region. Met coal pricing and production growth in the Bowen Basin region is predominantly influenced

by the level of global steel production, which decreased by 0.1% during 2023 compared to 2022. The decrease year-over-year was the result of weaker production in December 2023 from China, offset by stronger production throughout 2023 from both Europe and Russia. As of February 23, 2024, met coal spot prices were \$311.40 per tonne. Steel output is forecast to improve marginally through 2024, with large infrastructure rollouts in a number of major economies including the U.S. and India.

Met coal prices remained over \$200 per tonne during 2023, which supported existing producers, and also assisted new and expansion projects. In the last quarter of 2023, met coal prices averaged over \$330 per tonne which continues to provide a positive short-term outlook for producing projects, though future investment could be impacted by the increase in the Queensland royalty scheme introduced in 2022. Analysts forecast prices to remain elevated in the near term but to fall below \$300 per tonne in 2024 as supply side pressures are expected to ease and Chinese met coal imports fall following high restocking levels.

**Iron Ore.** Iron ore prices remained consistently above \$100 per tonne throughout 2023 and averaged over \$130 per tonne in late December 2023, following a sustained period of high prices. Analysts are forecasting 2024 prices to remain over \$100 per tonne on average.

## **Other**

**Inflationary Pressures.** During 2022 and 2023, inflationary pressures and supply chain disruptions have been, and continue to be, experienced worldwide. Price increases resulting from inflation and supply chain concerns have, and are expected to continue to have, a negative impact on our labor and food costs, as well as consumable costs such as fuel. We are managing inflation risk with negotiated service scope changes and contractual protections.

**Labor Shortages.** In addition to the macro inflationary impacts on labor costs noted above, during the COVID-19 pandemic, we were, and continue to be, impacted by increased staff costs as a result of hospitality labor shortages in Australia as government-imposed and voluntary social distancing and quarantining impacted travel. This labor shortage has been exacerbated by significantly reduced migration in and around Australia affecting labor availability, which has subsequently led to an increased reliance on more expensive temporary labor resources.

**LNG.** Our Sitka Lodge supports the LNG Canada project and related pipeline projects. From a macroeconomic standpoint, LNG demand has continued to grow, reinforcing the need for the global LNG industry to expand access to natural gas. Evolving government energy policies around the world have amplified support for cleaner energy supply, creating more opportunities for natural gas and LNG. The conflict between Russia/Ukraine and Israel/Hamas has further highlighted the need for secure natural gas supply globally, particularly in Europe. Accordingly, additional investment in LNG supply will be needed to meet the resulting expected long-term LNG demand growth.

Currently, Western Canada does not have any operational LNG export facilities. LNG Canada (LNGC), a joint venture among Shell Canada Energy, an affiliate of Shell plc (40 percent), and affiliates of PETRONAS, through its wholly-owned entity, North Montney LNG Limited Partnership (25 percent), PetroChina (15 percent), Mitsubishi Corporation (15 percent) and Korea Gas Corporation (5 percent), is currently constructing a liquefaction and export facility in Kitimat, British Columbia (Kitimat LNG Facility). The Kitimat LNG Facility is nearing completion and expected to be operational in 2024. British Columbia LNG activity and related pipeline projects are a material driver of activity for our Sitka Lodge, as well as for our mobile assets, which were contracted to serve several designated portions of the related pipeline construction activity. The majority of our contracted commitments associated with the Coastal GasLink Pipeline, the pipeline constructed to transport natural gas feedstock to LNGC, were completed in the fourth quarter of 2023.

**McClelland Lake Lodge.** We did not renew an expiring land lease associated with our McClelland Lake Lodge in Alberta, Canada, which expired in June 2023, in order to support our customer's intent to mine the land where the lodge was located. In addition, the accompanying hospitality services contract at McClelland Lake Lodge expired in July 2023; however, we continued to provide hospitality services to the customer at our other owned lodges through January 31, 2024 under a short-term take-or-pay commitment. Subsequent to this date, we have continued to provide such services at our other lodges; however, not pursuant to a take-or-pay commitment. Our assets were demobilized and completely removed from the existing site in January 2024. During the third quarter of 2023, we entered into a definitive agreement to sell our McClelland Lake Lodge assets to a U.S.-based mining project for approximately C\$49 million, or US\$36 million. The transaction was completed in January 2024. During the third and fourth quarters of 2023, we recognized \$14.2 million in demobilization costs and received \$28.2 million in cash proceeds associated with the sale. We expect to recognize the remaining demobilization costs and the proceeds of the sale in the first quarter of 2024.

**U.S. Business.** In the first quarter of 2023, we sold our accommodation assets in Louisiana. In addition, in the second half of 2022, we sold both our U.S. wellsite services and offshore businesses. Our remaining U.S. business supports completion

activity in the Bakken. U.S. oil completion activity will continue to be impacted by oil prices, pipeline capacity, federal energy policies and availability of capital to support exploration and production completion plans.

**Foreign Currency Exchange Rates.** Exchange rates between the U.S. dollar and each of the Canadian dollar and the Australian dollar influence our U.S. dollar reported financial results. Our business has historically derived the vast majority of its revenues and operating income in Canada and Australia. These revenues and profits/losses are translated into U.S. dollars for U.S. generally accepted accounting principles financial reporting purposes. The following tables summarize the fluctuations in the exchange rates between the U.S. dollar and each of the Canadian dollar and the Australian dollar:

	Year Ended December 31,			
	2023	2022	Change	Percentage
Average Canadian dollar to U.S. dollar	\$0.741	\$0.769	(0.028)	(3.6)%
Average Australian dollar to U.S. dollar	\$0.665	\$0.695	(0.030)	(4.3)%

	As of December 31,			
	2023	2022	Change	Percentage
Canadian dollar to U.S. dollar	\$0.756	\$0.738	0.018	2.4%
Australian dollar to U.S. dollar	\$0.681	\$0.679	0.002	0.2%

These fluctuations of the Canadian and Australian dollars have had and will continue to have an impact on the translation of earnings generated from our Canadian and Australian subsidiaries and, therefore, our financial results.

**Capital Expenditures.** We continue to monitor the global economy, commodity prices, demand for crude oil, met coal, LNG and iron ore, inflation and the resultant impact on the capital spending plans of our customers in order to plan our business activities. We currently expect that our 2024 capital expenditures will be in the range of approximately \$30 million to \$35 million, compared to 2023 capital expenditures of \$31.6 million. Our 2023 capital expenditures included approximately \$10 million related to village enhancements in Australia, for which our customer has reimbursed us, resulting in a net negligible cash flow impact in 2023 for these expenditures. We may adjust our capital expenditure plans in the future as we continue to monitor customer activity.

See “Liquidity and Capital Resources” below for further discussion of 2024 and 2023 capital expenditures.



## Results of Operations

Unless otherwise indicated, discussion of results for the year ended December 31, 2023 is based on a comparison with the corresponding period of 2022.

### Results of Operations – Year Ended December 31, 2023 Compared to Year Ended December 31, 2022

	Year Ended December 31,		
	2023	2022	Change
	(\$ in thousands)		
Revenues			
Canada	\$ 352,795	\$ 395,997	\$ (43,202)
Australia	336,763	278,252	58,511
Other	11,247	22,803	(11,556)
Total revenues	700,805	697,052	3,753
Costs and expenses			
Cost of sales and services			
Canada	277,067	293,576	(16,509)
Australia	243,011	200,944	42,067
Other	10,209	22,543	(12,334)
Total cost of sales and services	530,287	517,063	13,224
Selling, general and administrative expenses	72,605	69,962	2,643
Depreciation and amortization expense	75,142	87,214	(12,072)
Impairment expense	1,395	5,721	(4,326)
Gain on sale of McClelland Lake Lodge assets, net	(18,590)	—	(18,590)
Other operating expense	479	74	405
Total costs and expenses	661,318	680,034	(18,716)
Operating income	39,487	17,018	22,469
Interest expense, net	(13,005)	(11,435)	(1,570)
Other income	13,881	5,149	8,732
Income before income taxes	40,363	10,732	29,631
Income tax expense	(10,633)	(4,402)	(6,231)
Net income	29,730	6,330	23,400
Less: Net income (expense) attributable to noncontrolling interest	(427)	2,333	(2,760)
Net income attributable to Civeo Corporation	30,157	3,997	26,160
Less: Dividends attributable to Class A preferred shares	—	1,771	(1,771)
Net income attributable to Civeo common shareholders	\$ 30,157	\$ 2,226	\$ 27,931

We reported net income attributable to Civeo for 2023 of \$30.2 million, or \$2.01 per diluted share. As further discussed below, net income included (i) \$28.3 million of net gains associated with the sale of the McClelland Lake Lodge in Canada and (ii) a \$1.4 million pre-tax loss resulting from the impairment of fixed assets included in Impairment expense.

We reported net income attributable to Civeo for 2022 of \$2.2 million, or \$0.21 loss per diluted share. As further discussed below, net income included a \$5.7 million pre-tax loss resulting from the impairment of fixed assets included in Impairment expense.

**Revenues.** Consolidated revenues increased \$3.8 million, or 1%, in 2023 compared to 2022. This increase was primarily due to (i) increased occupancy at our Civeo owned villages in the Australian Bowen Basin and Gunnedah Basin and (ii) increased activity at our integrated services villages in Western Australia. These items were partially offset by (i) decreased mobile asset activity from pipeline projects in Canada, (ii) lower billed rooms at our Canadian lodges, (iii) reduced activity in the U.S. operations due to the sale of our wellsite and offshore businesses in the second half of 2022 and (iv) a weaker Australian and Canadian dollar relative to the U.S. dollar in 2023 compared to 2022. See the discussion of segment results of operations below for further information.

**Cost of Sales and Services.** Our consolidated cost of sales and services increased \$13.2 million, or 3%, in 2023 compared to 2022. This increase was primarily due to (i) increased occupancy at our Civeo owned villages in the Australian

Bowen Basin and Gunnedah Basin, (ii) increased activity at our integrated services villages in Western Australia and (iii) increased operating costs due to inflationary pressures in Australia. These items were partially offset by (i) reduced activity in the U.S. operations due to the sale of our wellsite and offshore businesses in the second half of 2022, (ii) lower costs related to reduced mobile asset activity in Canada, (iii) lower billed rooms at our Canadian lodges and (iv) a weaker Australian and Canadian dollar relative to the U.S. dollar in 2023 compared to 2022. See the discussion of segment results of operations below for further information.

**Selling, General and Administrative Expenses.** SG&A expense increased \$2.6 million, or 4%, in 2023 compared to 2022. This increase was primarily due to higher compensation expense of \$2.4 million, higher information technology expense of \$2.3 million and higher incentive compensation costs of \$2.0 million. The increase in compensation expense was primarily due to increased staff and recruitment costs. The increase in information technology expense was related to ongoing investment in our newly implemented human capital management (HCM) system and set-up costs incurred in a cloud computing arrangement for the HCM system, which are being amortized through SG&A expense instead of depreciation and amortization expense. These items were partially offset by lower share-based compensation expense of \$3.9 million and a weaker Australian and Canadian dollar relative to the U.S. dollar in 2023 compared to 2022 resulted in a \$2.1 million decrease in SG&A expense. The decrease in share-based compensation expense was due to a relative decrease in our share price during 2023 compared to 2022.

**Depreciation and Amortization Expense.** Depreciation and amortization expense decreased \$12.1 million, or 14%, in 2023 compared to 2022. The decrease was primarily due to (i) the sale of our wellsite and offshore businesses in the U.S. in the second half of 2022, (ii) certain assets becoming fully depreciated in Canada in the second quarter of 2023 and (iii) lower depreciation and amortization expense due to a weaker Australian and Canadian dollar relative to the U.S. dollar in 2023 compared to 2022. This was partially offset by the shortening of the useful lives on certain assets in Canada, including the McClelland Lake Lodge.

**Impairment Expense.** We recorded pre-tax impairment expense of \$1.4 million in 2023 associated with long-lived assets in the U.S. We recorded pre-tax impairment expense of \$5.7 million in 2022 associated with long-lived assets in the U.S. and our Australian reporting unit.

See Note 4 - Impairment Charges to the notes to the consolidated financial statements included in Item 8 of this annual report for further discussion.

**Gain on Sale of McClelland Lake Lodge Assets, net.** We recorded \$18.6 million in 2023 related to net gains associated with the sale of the McClelland Lake Lodge. The remaining net gains related to the sale of the McClelland Lake Lodge will be recognized in the first quarter of 2024.

**Operating Income.** Operating income increased \$22.5 million, or 132%, in 2023 compared to 2022 primarily due to a net gain on sale of McClelland Lake Lodge assets, higher activity levels in Australia and lower depreciation and amortization and impairment expenses in 2023 compared to 2022. These items were partially offset by reduced mobile asset activity in Canada and increased operating costs due to inflationary pressures in 2023 compared to 2022.

**Interest (Expense) Income, net.** Net interest expense increased \$1.6 million, or 14%, in 2023 compared to 2022 primarily related to higher interest rates on credit facility borrowings during 2023 compared to 2022, partially offset by lower average debt levels.

**Other Income.** Consolidated other income increased \$8.7 million, or 170%, in 2023 compared to 2022. Other income in 2023 included \$9.7 million in reimbursements associated with the dismantlement of the McClelland Lake Lodge. In addition, 2023 included gains related to the sale of our Acadian Acres accommodation assets in the U.S. and a gain on the settlement of an ARO in Canada. Other income in 2022 included \$4.7 million in gains on the sale of assets primarily related to our Kambalda village and undeveloped land holdings in Australia, our wellsite and offshore businesses in the U.S. and various mobile assets across Canada, Australia and the U.S.

**Income Tax (Expense) Benefit.** Our income tax expense for 2023 totaled \$10.6 million, or 26.3% of pretax income, compared to an expense of \$4.4 million, or 41.0% of pretax income for 2022. Our effective tax rate for 2023 and 2022 was higher than the Canadian federal statutory rate of 15%, primarily due to pre-tax income in Australia being taxed at the higher Australian income tax rate of 30%. Additionally, due to the full valuation allowances maintained in both Canada and the U.S., no tax expense or benefit was recorded related to pre-tax income in Canada and the U.S. In 2023, tax expense in Canada and the U.S. was offset by a valuation allowance release of \$1.7 million and \$0.8 million, respectively. In 2022, tax expense in Canada

was offset by a valuation allowance release of \$0.6 million and the tax benefit in the U.S. was offset by an increase to the valuation allowance of \$1.0 million.

**Other Comprehensive Income (Loss).** Other comprehensive income increased \$28.0 million in 2023 compared to 2022 primarily as a result of foreign currency translation adjustments due to changes in the Canadian and Australian dollar exchange rates compared to the U.S. dollar. The Canadian dollar exchange rate compared to the U.S. dollar increased 2.4% in 2023 compared to a 6.4% decrease in 2022. The Australian dollar exchange rate compared to the U.S. dollar increased 0.2% in 2023 compared to a 6.5% decrease in 2022.

## Segment Results of Operations – Canadian Segment

	Year Ended December 31,		
	2023	2022	Change
Revenues (\$ in thousands)			
Accommodation revenue <sup>(1)</sup>	\$ 266,926	\$ 279,455	\$ (12,529)
Mobile facility rental revenue <sup>(2)</sup>	61,899	96,400	(34,501)
Food service and other services revenue <sup>(3)</sup>	23,970	20,142	3,828
Total revenues	\$ 352,795	\$ 395,997	\$ (43,202)
Cost of sales and services (\$ in thousands)			
Accommodation cost	\$ 195,843	\$ 204,592	\$ (8,749)
Mobile facility rental cost	49,073	60,055	(10,982)
Food service and other services cost	21,821	18,372	3,449
Indirect other cost	10,330	10,557	(227)
Total cost of sales and services	\$ 277,067	\$ 293,576	\$ (16,509)
Gross margin as a % of revenues	21.5 %	25.9 %	(4.4)%
Average daily rate for lodges <sup>(4)</sup>	\$ 97	\$ 100	\$ (3)
Total billed rooms for lodges <sup>(5)</sup>	2,710,784	2,759,521	(48,737)
Average Canadian dollar to U.S. dollar	\$ 0.741	\$ 0.769	\$ (0.028)

- (1) Includes revenues related to lodge rooms and hospitality services for owned rooms for the periods presented.
- (2) Includes revenues related to mobile assets for the periods presented.
- (3) Includes revenues related to food service, laundry and water and wastewater treatment services for the periods presented.
- (4) Average daily rate is based on billed rooms and accommodation revenue.
- (5) Billed rooms represents total billed days for owned assets for the periods presented.

Our Canadian segment reported revenues in 2023 that were \$43.2 million, or 11%, lower than 2022. The weakening of the average exchange rate for the Canadian dollar relative to the U.S. dollar by 3.6% in 2023 compared to 2022 resulted in a \$13.9 million period-over-period decrease in revenues. Excluding the impact of the weaker Canadian exchange rate, the revenue decrease was driven by (i) reduced mobile asset activity from pipeline projects and (ii) lower billed rooms at our lodges.

Our Canadian segment cost of sales and services decreased \$16.5 million, or 6%, in 2023 compared to 2022. The weakening of the average exchange rate for the Canadian dollar relative to the U.S. dollar by 3.6% in 2023 compared to 2022 resulted in a \$10.8 million period-over-period decrease in cost of sales and services. Excluding the impact of the weaker Canadian exchange rate, the decrease in cost of sales and services was driven by lower costs related to the reduced mobile asset activity and reduced activity at certain lodges.

Our Canadian segment gross margin as a percentage of revenues decreased from 25.9% in 2022 to 21.5% in 2023. This decrease was primarily driven by reduced margins from our mobile asset activity as certain higher margin components were recognized over the initial contract terms through late 2022, with 2023 representing mobile camp activity winding down. In addition, mobile camp demobilization costs of approximately \$6.5 million were incurred in the second half of 2023.

## Segment Results of Operations – Australian Segment

	Year Ended December 31,		
	2023	2022	Change
Revenues (\$ in thousands)			
Accommodation revenue <sup>(1)</sup>	\$ 177,834	\$ 152,714	\$ 25,120
Food service and other services revenue <sup>(2)</sup>	158,929	125,538	33,391
Total revenues	\$ 336,763	\$ 278,252	\$ 58,511
Cost of sales (\$ in thousands)			
Accommodation cost	\$ 85,461	\$ 73,325	\$ 12,136
Food service and other services cost	148,599	119,957	28,642
Indirect other cost	8,951	7,662	1,289
Total cost of sales and services	\$ 243,011	\$ 200,944	\$ 42,067
Gross margin as a % of revenues	27.8 %	27.8 %	— %
Average daily rate for villages <sup>(3)</sup>	\$ 75	\$ 75	\$ —
Total billed rooms for villages <sup>(4)</sup>	2,371,763	2,024,068	347,695
Australian dollar to U.S. dollar	\$ 0.665	\$ 0.695	\$ (0.030)

(1) Includes revenues related to village rooms and hospitality services for owned rooms for the periods presented.

(2) Includes revenues related to food service and other services, including facilities management, for the periods presented.

(3) Average daily rate is based on billed rooms and accommodation revenue.

(4) Billed rooms represents total billed days for owned assets for the periods presented.

Our Australian segment reported revenues in 2023 that were \$58.5 million, or 21%, higher than 2022. The weakening of the average exchange rate for Australian dollars relative to the U.S. dollar by 4.3% in the 2023 compared to 2022 resulted in a \$14.9 million period-over-period decrease in revenues. Excluding the impact of the weaker Australian exchange rate, the increase in the Australian segment was driven by increased activity at our Civeo owned villages in the Bowen Basin and Gunnedah Basin and our integrated services villages in Western Australia.

Our Australian segment cost of sales and services increased \$42.1 million, or 21%, in 2023 compared to 2022. The weakening of the average exchange rate for Australian dollars relative to the U.S. dollar by 4.3% in 2023 compared to 2022 resulted in a \$10.8 million period-over-period decrease in cost of sales and services. Excluding the impact of the weaker Australian exchange rate, the increase in cost of sales and services was largely driven by increased occupancy at our Civeo owned villages in the Bowen Basin and Gunnedah Basin and our integrated services villages in Western Australia and increased operating costs due to inflationary pressures.

Our Australian segment gross margin as a percentage of revenues remained constant at 27.8% in both 2023 and 2022. The increased revenue contribution in 2023 from our integrated services business, which has a service only-business model and therefore generates lower overall margins than our accommodation business, had a negative impact on margins in 2023. This negative impact was offset by improved margins at Civeo owned villages in the Bowen Basin and Gunnedah Basin as a result of increased activity and improved margins in the integrated services business due to reduced costs realized from our inflation mitigation plan in the year.

## Liquidity and Capital Resources

Our primary liquidity needs are to fund capital expenditures, which in the past have included expanding and improving our hospitality services, developing new lodges and villages and purchasing or leasing land, to pay dividends, to repurchase common shares and for general working capital needs. In addition, capital has been used to repay debt and fund strategic business acquisitions. In the future, capital may be required to move lodges from one site to another. Historically, our primary sources of funds have been available cash, cash flow from operations, borrowings under our Credit Agreement and proceeds from equity issuances. In the future, we may seek to access the debt and equity capital markets from time to time to raise additional capital, increase liquidity, fund acquisitions or refinance debt.



The following summarizes our material future cash requirements at December 31, 2023, and the effect such obligations are expected to have on our liquidity and cash flow over the next five years (in thousands):

	<b>Total</b>	<b>Less Than 1 Year</b>	<b>1 – 3 Years</b>	<b>3 – 5 Years</b>	<b>More Than 5 Years</b>
Debt maturities	\$ 65,554	\$ —	\$ 65,554	\$ —	\$ —
Interest payments <sup>(1)</sup>	10,236	6,031	4,205	—	—
Purchase obligations	11,064	11,064	—	—	—
Non-cancelable lease obligations	15,713	4,563	6,531	4,065	554
Asset retirement obligations – expected cash payments	68,645	2,576	2,066	2,365	61,638
Total contractual cash obligations	<u>\$ 171,212</u>	<u>\$ 24,234</u>	<u>\$ 78,356</u>	<u>\$ 6,430</u>	<u>\$ 62,192</u>

<sup>(1)</sup> Interest payments due under the Credit Agreement, which matures on September 8, 2025; based on an interest rate of 9.2% for Canadian revolver borrowings.

Our debt obligations at December 31, 2023 are reflected in our consolidated balance sheet, which is a part of our consolidated financial statements in Item 8 of this annual report. We have not entered into any material leases subsequent to December 31, 2023.

The following table summarizes our consolidated liquidity position as of December 31, 2023 and 2022 (in thousands):

	<b>December 31,</b>	
	<b>2023</b>	<b>2022</b>
Lender commitments	\$ 200,000	\$ 200,000
Borrowings against revolving credit capacity	(65,554)	(102,505)
Outstanding letters of credit	(1,353)	(1,365)
Unused availability	133,093	96,130
Cash and cash equivalents	3,323	7,954
Total available liquidity	<u>\$ 136,416</u>	<u>\$ 104,084</u>

Cash totaling \$96.6 million was provided by operations during 2023 compared to \$91.8 million provided by operations during 2022. During 2023 and 2022, net cash used for working capital was \$1.6 million and \$13.9 million, respectively. The decrease in cash used for working capital in 2023 compared to 2022 is largely due to payments received from a customer for village enhancements in Australia and other working capital changes driven by timing of receipts and payments during 2023 compared to 2022.

Cash used in investing activities during 2023 totaled \$14.5 million compared to cash used in investing activities during 2022 of \$8.9 million. The increase in cash used in investing activities was primarily due to higher capital expenditures. Capital expenditures totaled \$31.6 million and \$25.4 million during 2023 and 2022, respectively. Capital expenditures in both periods were primarily related to maintenance. In addition, our 2023 capital expenditures included approximately \$10 million related to customer-funded infrastructure upgrades in Australia. We received net proceeds from the sale of property, plant and equipment of \$16.7 million during 2023 primarily related to the sale of our McClelland Lake Lodge accommodation assets in Canada and Acadian Acres accommodation assets in the U.S., compared to \$16.3 million during 2022 primarily related to the sale of our Kambalda village and undeveloped land holdings in Australia, unused corporate office space and various mobile assets in Canada and our wellsite and offshore businesses in the U.S.

We expect our capital expenditures for 2024 to be in the range of \$30 million to \$35 million, which excludes any unannounced and uncommitted projects, the spending for which is contingent on obtaining customer contracts or commitments. Whether planned expenditures will actually be spent in 2024 depends on industry conditions, project approvals and schedules, customer room commitments and project and construction timing. We expect to fund these capital expenditures with available cash, cash flow from operations and revolving credit borrowings under our Credit Agreement. The foregoing capital expenditure forecast does not include any funds for strategic acquisitions, which we could pursue should the transaction economics be attractive enough to us compared to the current capital allocation priorities of debt reduction and return of capital to shareholders. We continue to monitor the global economy, commodity prices, demand for crude oil, met coal, LNG and iron ore, inflation and the resultant impact on the capital spending plans of our customers in order to plan our business activities, and we may adjust our capital expenditure plans in the future.

The table below delineates historical capital expenditures split between expansionary and maintenance spending on our lodges and villages, mobile asset spending and other capital expenditures. We classify capital expenditures for the development of rooms and central facilities at our lodges and villages as expansion capital expenditures. Other capital expenditures in the table below relate to routine capital spending for support equipment, upgrades to infrastructure at our lodge and village properties and spending related to our manufacturing facilities, among other items.

Based on management's judgment of capital spending classifications, we believe the following table represents the components of capital expenditures for the years ended December 31, 2023 and 2022 (in millions):

	Year Ended December 31,					
	2023			2022		
	Expansion	Maint	Total	Expansion	Maint	Total
Lodge/village	\$ 12.8	\$ 11.6	\$ 24.4	\$ 0.2	\$ 19.7	\$ 19.9
Mobile assets	1.3	—	1.3	—	1.1	1.1
Other	2.4	3.5	5.9	2.0	2.4	4.4
Total	<u>\$ 16.5</u>	<u>\$ 15.1</u>	<u>\$ 31.6</u>	<u>\$ 2.2</u>	<u>\$ 23.2</u>	<u>\$ 25.4</u>

Expansion lodge and village spending in 2023 was largely related to customer-funded infrastructure upgrades at three Australian villages.

Maintenance lodge and village spending in 2023 and 2022 was primarily associated with routine maintenance projects at our major properties.

Mobile asset spending in 2023 was primarily related to an asset storage yard purchased in Canada. Mobile asset spending in 2022 was primarily related to routine maintenance of our mobile assets in the U.S. and Canadian markets.

Other maintenance and expansion spending in 2023 was primarily related to miscellaneous equipment and supplies to support the day-to-day operations at our accommodation and laundry facilities and information technology infrastructure to support our business. Other maintenance and expansion spending in 2022 was primarily associated with mobilization of new sites at our integrated services business in Western Australia, purchases of miscellaneous equipment and supplies to support the day-to-day operations at our accommodation facilities and information technology infrastructure to support our business.

Cash used in financing activities during 2023 of \$86.8 million was primarily due to (i) net repayments under our revolving credit facilities of \$37.8 million, (ii) repayments of term loan borrowings of \$29.9 million, (iii) repurchases of our common shares of \$11.6 million and (iv) dividend payments of \$7.4 million. Cash used in financing activities during 2022 of \$79.7 million was primarily due to (i) repayments of term loan borrowings of \$30.4 million, (ii) repurchases of our preferred shares and our common shares of \$30.6 million and \$14.2 million, respectively, (iii) net repayments under our revolving credit facilities of \$3.4 million, (iv) settlement of tax obligations on vested shares under our share-based compensation plans of \$1.0 million and (v) a cash dividend paid on our preferred shares in connection with the repurchase of \$0.1 million.

The following table summarizes the changes in debt outstanding during 2023 (in thousands):

	Canada	Australia	Total
Balance as of December 31, 2022	\$ 130,679	\$ 1,358	\$ 132,037
Borrowings under revolving credit facilities	199,247	11,337	210,584
Repayments of borrowings under revolving credit facilities	(235,670)	(12,760)	(248,430)
Repayments of term loans	(29,899)	—	(29,899)
Translation	1,197	65	1,262
Balance at December 31, 2023	<u>\$ 65,554</u>	<u>\$ —</u>	<u>\$ 65,554</u>

We believe that cash on hand and cash flow from operations will be sufficient to meet our anticipated liquidity needs for the next 12 months. If our plans or assumptions change, including as a result of changes in our customers' capital spending or changes in the price of and demand for natural resources, or are inaccurate, or if we make acquisitions, we may need to raise additional capital. Acquisitions have been, and our management believes acquisitions will continue to be, an element of our long-term business strategy. The timing, size or success of any acquisition effort and the associated potential capital commitments are unpredictable and uncertain. We may seek to fund all or part of any such efforts with proceeds from debt and/or equity issuances or may issue equity directly to the sellers. Our ability to obtain capital for additional projects to implement

our growth strategy over the longer term will depend on our future operating performance, financial condition and, more broadly, on the availability of equity and debt financing. Capital availability will be affected by prevailing conditions in our industry, the global economy, the global financial markets and other factors, many of which are beyond our control. In addition, any additional debt service requirements we take on could be based on higher interest rates and shorter maturities and could impose a significant burden on our results of operations and financial condition, and the issuance of additional equity securities could result in significant dilution to shareholders.

In August 2023, our Board authorized a common share repurchase program to repurchase up to 5.0% of our total common shares which are issued and outstanding, or 742,134 common shares, over a twelve month period. In addition, our Board declared quarterly dividends of \$0.25 per common share to shareholders of record as of close of business on September 15, 2023 and November 27, 2023. Dividend payments of \$3.7 million were made on both September 29, 2023 and December 18, 2023. The dividends are eligible dividends pursuant to the Income Tax Act (Canada). See Note 17 – Share Repurchase Programs and Dividends to the notes to the consolidated financial statements included in Item 8 of this annual report for further discussion.

### **Credit Agreement**

As of December 31, 2023, our Credit Agreement (as then amended to date, the Credit Agreement) provided for: (i) a \$200.0 million revolving credit facility scheduled to mature on September 8, 2025, allocated as follows: (A) a \$10.0 million senior secured revolving credit facility in favor of one of our U.S. subsidiaries, as borrower; (B) a \$155.0 million senior secured revolving credit facility in favor of Civeo, as borrower; and (C) a \$35.0 million senior secured revolving credit facility in favor of one of our Australian subsidiaries, as borrower, and (ii) a C\$100.0 million term loan facility, which was fully repaid on December 31, 2023, in favor of Civeo.

As of December 31, 2023, we had outstanding letters of credit of \$0.3 million under the U.S. facility, zero under the Australian facility and \$1.1 million under the Canadian facility. We also had outstanding bank guarantees of A\$0.8 million under the Australian facility.

See Note 11 - Debt to the notes to the consolidated financial statements in Item 8 of this annual report for the terms of the Credit Agreement and further discussion regarding our debt.

### **Dividends**

We intend to pay regular quarterly dividends on our common shares, with all future dividend payments subject to quarterly review and approval by our Board. The declaration and amount of all potential future dividends will be at the discretion of our Board and will depend upon many factors, including our financial condition, results of operations, cash flows, prospects, industry conditions, capital requirements of our business, covenants associated with certain debt obligations, legal requirements, regulatory constraints, industry practice and other factors the Board deems relevant. In addition, our ability to pay cash dividends on common shares is limited by covenants in the Credit Agreement. Future agreements may also limit our ability to pay dividends, and we may incur incremental taxes if we are required to repatriate foreign earnings to pay such dividends. The amount per share of our dividend payments may be changed, or dividends may be suspended, without advance notice. The likelihood that dividends will be reduced or suspended is increased during periods of market weakness. There can be no assurance that we will continue to pay a dividend in the future.

### **Critical Accounting Policies**

Our consolidated financial statements in Item 8 of this annual report have been prepared in accordance with U.S. GAAP, which require that management make numerous estimates and assumptions. Actual results could differ from those estimates and assumptions, thus impacting our reported results of operations and financial position. The critical accounting policies and estimates described in this section are those that are most important to the depiction of our financial condition and results of operations and the application of which requires management's most subjective judgments in making estimates about the effect of matters that are inherently uncertain. We describe our significant accounting policies more fully in Note 2 - Summary of Significant Accounting Policies to the notes to consolidated financial statements in Item 8 of this annual report.

### *Impairment of Definite-Lived Tangible and Intangible Assets*

The recoverability of the carrying values of tangible and intangible assets is assessed at an asset group level which represents the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Whenever, in management's judgment, we review our assets for impairment in step one when events or changes in circumstances indicate that the carrying value of such asset groups may not be recoverable based on estimated future cash flows, an asset impairment evaluation is performed. Indicators of impairment might include persistent and sustained negative economic trends affecting the markets we serve, recurring cash flow losses or significantly lowered expectations of future cash flows expected to be generated by our assets. As part of the initial step, we also reevaluate the remaining useful lives and salvage values of our assets when indicators of impairment exist.

*Identification of Asset Groups* – The following summarizes the asset groups that we have identified in each of our reporting segments.

Our Canada segment consists of numerous lodges, as well as our mobile assets. These properties are grouped in the following asset groups:

- Core Region
  - Fort McMurray Village – North Athabasca
  - Beaver River Lodge – North Athabasca
  - Athabasca Lodge – North Athabasca
  - Hudson and Borealis Lodges – North Athabasca
- Wapasu Creek Lodge – North Athabasca
- Grey Wolf Lodge - North Athabasca
- Conklin Lodge – South Athabasca
- Anzac Lodge – South Athabasca
- Red Earth Lodge - South Athabasca
- Wabasca Lodge - South Athabasca
- Sitka Lodge – Kitimat, British Columbia
- Geetla camp – British Columbia
- Antler River camp – Manitoba
- Red Earth camp – Alberta
- Christina Lake camp – Alberta
- Mobile assets
- Various land holdings in British Columbia purchased in anticipation of potential LNG related projects

In general, the lodges are operated on a lodge by lodge basis. However, for one set of lodges (the Core Region, including Beaver River, Athabasca, Hudson and Borealis Lodges and Fort McMurray Village), there are no identifiable cash flows largely independent of the cash flows of other assets and liabilities for such lodges, and therefore, such lodges are combined into a single asset group. Factors such as proximity to each other, commonality of customers, common monitoring by management and operating decisions being made to optimize these lodges as a group result in these lodges being treated as a single asset group for the purposes of our impairment assessments.

Our Australia segment consists of eight villages in several regions within the country, as well as our integrated services assets and land banked assets. These properties are grouped in the following asset groups:

- Karratha – Pilbara Region, Western Australia
- Integrated services – Assets held on client owned sites in Western Australia and South Australia
- Gunnedah Basin
  - Narrabri – Gunnedah Basin, New South Wales
  - Boggabri – Gunnedah Basin, New South Wales
- Bowen Basin
  - Moranbah – Bowen Basin, Queensland

- Dysart – Bowen Basin, Queensland
- Nebo – Bowen Basin, Queensland
- Coppabella – Bowen Basin, Queensland
- Middlemount – Bowen Basin, Queensland
- Various non-operational sites acquired as part of Civeo's land-banking strategy

In general, the villages are operated on a village by village basis, except for the villages located in the Bowen Basin (Moranbah, Dysart, Nebo, Coppabella and Middlemount) and the Gunnedah Basin (Narrabri and Boggabri). The villages in the Bowen and Gunnedah Basins contain significant levels of interdependency that allow these assets to be combined into cash generating units (asset groups). Factors such as commonality of customers, location, resource basins served and common monitoring by management result in the Bowen and Gunnedah Basins to be treated as single asset groups for the purposes of our impairment assessments. Integrated services assets provide catering and managed services to the mining industry in Western Australia and South Australia.

U.S. consists of a lodge, land and a wastewater treatment plant (WWTP). These properties are grouped in the following asset groups:

- Killdeer Lodge – North Dakota
- Acadian Acres land – Louisiana
- Killdeer WWTP – this asset group represents a WWTP in Killdeer, North Dakota, which was constructed in early 2014

*Recoverability Assessment* – In performing an impairment analysis, the second step is to compare each asset group's carrying value to estimates of undiscounted future direct cash flows associated with the asset group over the remaining useful life of the asset group's primary asset. We use a variety of underlying assumptions to estimate these future cash flows, including assumptions relating to future economic market conditions, rates, occupancy levels, costs and expenses and capital expenditures. The estimates are consistent with those used for purposes of our goodwill impairment test.

*Fair Value Determination* – If, based on the assessment, the carrying values of any of our asset groups are determined to not be recoverable as a result of the undiscounted future cash flows not exceeding the net book value of the asset group, we proceed to the third step. In this step, we compare the fair value of the respective asset group to its carrying value. Our estimate of the fair value requires us to use significant unobservable inputs, representative of Level 3 fair value measurements, including numerous assumptions with respect to future circumstances, such as industry and/or local market conditions that might directly impact each of the asset groups' operations in the future, and are therefore uncertain. In some cases our estimate of fair value is based on appraisals from third parties.

Our industry is cyclical and our estimates of the period over which future cash flows will be generated, as well as the predictability of these cash flows and our determination of whether a decline in value of our investment has occurred, can have a significant impact on the carrying value of these assets and, in periods of prolonged down cycles, may result in impairment losses. If this assessment indicates that the carrying values will not be recoverable, an impairment loss is recognized equal to the excess of the carrying value over the fair value of the asset group. The fair value of the asset group is based on prices of similar assets, if available, or discounted cash flows.

In estimating future cash flows, we make numerous assumptions with respect to future circumstances that might directly impact each of the asset groups' operations in the future and are therefore uncertain. These assumptions with respect to future circumstances include future oil and coal prices, anticipated customer spending, and industry and/or local market conditions. These assumptions represent our best judgment based on the current facts and circumstances. However, different assumptions could result in a determination that the carrying values of additional asset groups are no longer recoverable based on estimated future cash flows. Our estimate of fair value is primarily calculated using the Income Approach, which derives a present value of the asset group based on the asset groups' estimated future cash flows. We discounted our estimated future cash flows using a long-term weighted average cost of capital based on our estimate of investment returns required by a market participant.

See Note 4 – Impairment Charges to the notes to consolidated financial statements in Item 8 of this annual report for further discussion of impairments of definite-lived tangible and intangible assets recorded in the years ended December 31, 2023, 2022 and 2021.



## ***Revenue and Cost Recognition***

We generally recognize accommodation, mobile facility rental, food service and other services revenues over time as our customers simultaneously receive and consume benefits as we serve our customers because of continuous transfer of control to the customer. 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 in exchange for those goods or services. We transfer control and recognize a sale based on a periodic (usually daily) room rate each night a customer stays in our rooms or when the services are rendered. In some contracts, rates may vary over the contract term. In these cases, revenue may be deferred and recognized on a straight-line basis over the contract term. A limited portion of our revenue is recognized at a point in time when control transfers to the customer related to small modular construction and manufacturing contracts, minor food service arrangements and optional purchases our customers make for incidental services offered at our accommodation and mobile facilities.

Because of control transferring over time, the majority of our revenue is recognized based on the extent of progress towards completion of the performance obligation. At contract inception, we assess the goods and services promised in our contracts with customers and identify a performance obligation for each promise to transfer our customers a good or service (or bundle of goods or services) that is distinct. Our customers typically contract for hospitality services under take-or-pay contracts with terms that range from several months to multiple years. Our contract terms generally provide for a rental rate for a reserved room and an occupied room rate that compensates us for services provided. We typically contract our facilities to our customers on a fee per day basis where the goods and services promised include lodging and meals. To identify the performance obligations, we consider all of the goods and services promised in the context of the contract and the pattern of transfer to our customers.

Revenues exclude taxes assessed based on revenues such as sales or value added taxes.

Cost of services includes labor, food, utility costs, cleaning supplies, and other costs of operating our accommodations facilities. Cost of goods sold includes all direct material and labor costs and those costs related to contract performance, such as indirect labor, supplies, tools and repairs. Selling, general and administrative costs are charged to expense as incurred.

## ***Income Taxes***

We follow the liability method of accounting for income taxes in accordance with current accounting standards regarding the accounting for income taxes. Under this method, deferred income taxes are recorded based upon the differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws in effect at the time the underlying assets or liabilities are recovered or settled.

When our earnings from foreign subsidiaries are considered to be indefinitely reinvested, no provision for Canadian income taxes is made for these earnings. If any of the subsidiaries have a distribution of earnings in the form of dividends or otherwise, we could be subject to both Canadian income taxes (subject to an adjustment for foreign tax credits) and withholding taxes payable to various foreign countries.

We record a valuation allowance in each reporting period when our management believes that it is more likely than not that any recorded deferred tax asset will not be realized. Our management will continue to evaluate the appropriateness of the valuation allowance in the future, based upon our current and historical operating results and other potential sources of future taxable income. See Note 14 – Income Taxes to the notes to consolidated financial statements in Item 8 of this annual report for further discussion.

In accounting for income taxes, we are required to estimate a liability for future income taxes for any uncertainty for potential income tax exposures. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for anticipated tax audit issues in Canada and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due, including an accrual of interest and penalties, if applicable, related to the unrecognized tax benefits. If we ultimately determine that payment of these amounts is unnecessary, we reverse the liability and recognize a tax benefit during the period in which we determine that the liability is no longer necessary. We record an additional charge in our provision for taxes in the period in which we determine that the recorded tax liability is less than we expect the ultimate assessment to be.

## ***Recent Accounting Pronouncements***

See Note 2 – Summary of Significant Accounting Policies – Recent Accounting Pronouncements to the notes to consolidated financial statements in Item 8 of this annual report for further discussion.

## ***ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk***

Our principal market risks are our exposure to changes in interest rates and foreign currency exchange rates.

### **Interest Rate Risk**

We have credit facilities that are subject to the risk of higher interest charges associated with increases in interest rates. As of December 31, 2023, we had \$65.6 million of outstanding floating-rate obligations under our credit facilities. These floating-rate obligations expose us to the risk of increased interest expense in the event of increases in short-term interest rates. If floating interest rates increased by 100 basis points, our consolidated interest expense would increase by approximately \$0.7 million annually, based on our floating-rate debt obligations and interest rates in effect as of December 31, 2023.

### **Foreign Currency Exchange Rate Risk**

Our operations are conducted in various countries around the world, and we receive revenue and pay expenses from these operations in a number of different currencies. As such, our earnings are subject to movements in foreign currency exchange rates when transactions are denominated in (i) currencies other than the U.S. dollar, which is our reporting currency, or (ii) the functional currency of our subsidiaries, which is not necessarily the U.S. dollar. Excluding intercompany balances, our Canadian dollar and Australian dollar functional currency net assets total approximately C\$234 million and A\$205 million, respectively, at December 31, 2023. We use a sensitivity analysis model to measure the impact of a 10% adverse movement of foreign currency exchange rates against the U.S. dollar. A hypothetical 10% adverse change in the value of the Canadian dollar and Australian dollar relative to the U.S. dollar as of December 31, 2023 would result in translation adjustments of approximately \$23 million and \$21 million, respectively, recorded in other comprehensive loss. Although we do not currently have any foreign exchange agreements outstanding, in order to reduce our exposure to fluctuations in currency exchange rates, we may enter into foreign exchange agreements with financial institutions in the future.

## ***ITEM 8. Financial Statements and Supplementary Data***

Our Consolidated Financial Statements and supplementary data appear on pages 68 through 100 of this Annual Report on Form 10-K and are incorporated by reference into this Item 8.

## ***ITEM 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

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

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

### **(i) Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this annual report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2023 at the reasonable assurance level.

### **(ii) Internal Control Over Financial Reporting**

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

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

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

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2023 was conducted. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control–Integrated Framework (2013 Framework). Based on our assessment we believe that, as of December 31, 2023, our internal control over financial reporting is effective based on those criteria.

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

The attestation report of Ernst & Young LLP, our independent registered public accounting firm, on our internal control over financial reporting is set forth in this annual report on page 71 and is incorporated herein by reference.

**(c) Changes in internal control over financial reporting.**

During the three months ended December 31, 2023, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. *Other Information***

None.

**ITEM 9C. *Disclosure Regarding Foreign Jurisdictions that Prevent Inspections***

Not applicable.

## **PART III**

### **ITEM 10. *Directors, Executive Officers and Corporate Governance***

The information required by Item 10 hereby is incorporated by reference to such information as set forth in the Company's Definitive Proxy Statement for the 2024 Annual General Meeting of Shareholders.

The Board of the Company has documented its governance practices by adopting several corporate governance policies. These governance policies, including the Company's Corporate Governance Guidelines, Corporate Code of Business Conduct and Ethics and Financial Code of Ethics for Senior Officers, as well as the charters for the committees of the Board (Audit Committee, Compensation Committee, Finance and Investment Committee and Environmental, Social, Governance and Nominating Committee) may also be viewed at the Company's website. The Financial Code of Ethics for Senior Officers applies to our principal executive officer, principal financial officer, principal accounting officer and certain other senior officers. We intend to disclose any amendments to or waivers from our Financial Code of Ethics for Senior Officers by posting such information on our website at [www.civeo.com](http://www.civeo.com) within four business days following the date of the amendment or waiver. Copies of such documents will be sent to shareholders free of charge upon written request to the corporate secretary at the address shown on the cover page of this annual report.

### **ITEM 11. *Executive Compensation***

The information required by Item 11 hereby is incorporated by reference to such information as set forth in the Company's Definitive Proxy Statement for the 2024 Annual General Meeting of Shareholders.

### **ITEM 12. *Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters***

The information required by Item 12 hereby is incorporated by reference to such information as set forth in the Company's Definitive Proxy Statement for the 2024 Annual General Meeting of Shareholders.

### **ITEM 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by Item 13 hereby is incorporated by reference to such information as set forth in the Company's Definitive Proxy Statement for the 2024 Annual General Meeting of Shareholders.

### **ITEM 14. *Principal Accounting Fees and Services***

The information required by Item 14 hereby is incorporated by reference to such information as set forth in the Company's Definitive Proxy Statement for the 2024 Annual General Meeting of Shareholders.

## PART IV

### ITEM 15. Exhibits, Financial Statement Schedules

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

(1) *Financial Statements*: Reference is made to the index set forth on page 68 of this Annual Report on Form 10-K.

(2) *Financial Statement Schedules*: No schedules have been included herein because the information required to be submitted has been included in the Consolidated Financial Statements or the Notes thereto, or the required information is inapplicable.

(3) *Index of Exhibits*: See Index of Exhibits, below, for a list of those exhibits filed herewith, which index also includes and identifies management contracts or compensatory plans or arrangements required to be filed as exhibits to this Annual Report on Form 10-K by Item 601 of Regulation S-K.

#### (b) Index of Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Share Purchase Agreement, dated November 26, 2017, by and among Civeo Corporation, Noralta Lodge Ltd., Torgerson Family Trust, 2073357 Alberta Ltd., 2073358 Alberta Ltd., 1818939 Alberta Ltd., 2040618 Alberta Ltd., 2040624 Alberta Ltd., 989677 Alberta Ltd. and Lance Torgerson (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36246) filed on November 27, 2017).</u>
2.2	<u>Amending Agreement, dated March 15, 2018, among Civeo Corporation, the Torgerson Family Trust, 989677 Alberta Ltd., 1818939 Alberta Ltd., 2040618 Alberta Ltd., 2040624 Alberta Ltd., 2073357 Alberta Ltd., 2073358 Alberta Ltd., Lance Torgerson and Noralta Lodge Ltd. (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36246) filed on March 16, 2018).</u>
3.1	<u>Notice of Articles of Civeo Corporation, as amended (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-36246) filed on April 2, 2018).</u>
3.2	<u>Certification of Amendment to the Notice of Articles of Civeo Corporation (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-36246) filed on November 20, 2020).</u>
3.3	<u>Amended and Restated Articles of Civeo Corporation (incorporated herein by reference to Exhibit 3.3 to the Annual Report on Form 10-K (File No. 001-36246) filed on March 1, 2023).</u>
4.1	<u>Form of Common Share Certificate (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K12B (File No. 001-36246) filed on July 17, 2015).</u>
4.2	<u>Registration Rights, Lock-Up and Standstill Agreement, dated April 2, 2018, by and among Civeo Corporation, Torgerson Family Trust and 989677 Alberta Ltd. (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-36246) filed on April 2, 2018).</u>
4.3	<u>Description of Securities (incorporated herein by reference to Exhibit 4.3 to the Annual Report on Form 10-K (File No. 001-36246) filed on February 26, 2021).</u>
10.1†	<u>Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K12B (File No. 001-36246) filed on July 17, 2015).</u>
10.2†	<u>Amended and Restated 2014 Equity Participation Plan of Civeo Corporation, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4 (incorporated by reference to Appendix B to Civeo Corporation's Schedule 14A filed on March 31, 2023).</u>



- 10.3† Performance Share Award Program under the 2014 Equity Participation Plan (incorporated herein by reference to Exhibit 10.3 to the Annual Report on Form 10-K (File No. 001-36246) filed on February 26, 2021).
- 10.4† Form of Performance Share Award Agreement under the 2014 Equity Participation Plan (incorporated herein by reference to Exhibit 10.4 to the Annual Report on Form 10-K (File No. 001-36246) filed on February 26, 2021).
- 10.5† Form of Civeo Corporation Annual Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.7 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.6† Form of Canadian Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.8 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.7† Form of Employee Non-Qualified Stock Option Agreement under the 2014 Equity Participation Plan of Civeo Corporation (incorporated herein by reference to Exhibit 10.9 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.8† Form of Restricted Stock Agreement under the 2014 Equity Participation Plan of Civeo Corporation (incorporated herein by reference to Exhibit 10.10 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.9† Form of Non-Employee Director Restricted Stock Agreement (incorporated herein by reference to Exhibit 10.11 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.10† Form of Deferred Stock Agreement (Australia) (incorporated herein by reference to Exhibit 10.12 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.11† Form of Deferred Stock Agreement (Canada) (incorporated herein by reference to Exhibit 10.13 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.12† Form of Executive Agreement of Bradley J. Dodson (incorporated herein by reference to Exhibit 10.14 to the Registration Statement on Form 10 (File No. 001-36246) filed on April 22, 2014).
- 10.13† Form of Phantom Unit Agreement under the 2014 Equity Participation Plan of Civeo Corporation (incorporated herein by reference to Exhibit 10.17 to the Annual Report on Form 10-K (File No. 001-36246) filed on March 13, 2015).
- 10.14† Executive Services Agreement, dated May 30, 2012, between Peter McCann and The Mac Services Group Pty Ltd. (incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K12B (File No. 001-36246) filed on July 17, 2015).
- 10.15† Executive Agreement between Civeo Corporation and Peter McCann, dated August 17, 2015 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36246) filed on August 27, 2015).
- 10.16† Variation to Executive Services Agreement dated May 30, 2012 between Peter McCann and Civeo Pty Ltd. (incorporated herein by reference to Exhibit 10.18 to the Annual Report on Form 10-K (File No. 001-36246) filed on February 26, 2021).
- 10.17† Variation to Executive Services Agreement between Civeo Pty Ltd and Peter McCann, dated August 17, 2015 (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 001-36246) filed on August 27, 2015).
- 10.18† Executive Change of Control Severance Agreement between Civeo Corporation and Allan Schoening, dated July 13, 2015 (incorporated herein by reference to Exhibit 10.11 to the Quarterly Report on Form 10-Q (File No. 001-36246) filed on November 3, 2015).

10.19†	<u>First Amendment to Executive Change of Control Severance Agreement between Civeo Corporation and Allan Schoening, effective as of July 20, 2020 (incorporated herein by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q (File No. 001-36246) filed on October 28, 2020).</u>
10.20†	<u>Executive Agreement between Civeo Corporation and Allan Schoening, dated December 15, 2014 (incorporated herein by reference to Exhibit 10.12 to the Quarterly Report on Form 10-Q (File No. 001-36246) filed on November 3, 2015).</u>
10.21†	<u>Executive Change of Control Severance Agreement between Civeo Corporation and Carolyn Stone, dated May 10, 2015 (incorporated herein by reference to Exhibit 10.25 to the Annual Report on Form 10-K (File No. 001-36246) filed on February 26, 2021).</u>
10.22	<u>Syndicated Facility Agreement, dated as of September 8, 2021, by and among Civeo Corporation, Civeo Pty Limited and Civeo Management LLC, as Borrowers, the Lenders named therein, Royal Bank of Canada, as Administrative Agent, U.S. Collateral Agent, Canadian Administrative Agent, Canadian Collateral Agent and an Issuing Bank and RBC Europe Limited, as Australian Administrative Agent, Australian Collateral Agent and an Issuing Bank (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36246) filed on September 8, 2021).</u>
10.23†	<u>First Amendment to Syndicated Facility Agreement, dated as of March 31, 2023, among Civeo Corporation, Civeo Management LLC and Civeo Pty Limited, as Borrowers, certain subsidiary guarantors of the Borrowers party thereto, the Lenders party thereto, the Issuing Banks, the Swing Line Lenders, Royal Bank of Canada, as administrative agent for the U.S. Lenders, U.S. collateral agent, administrative agent for the Canadian Lenders and Canadian collateral agent and RBC Europe Limited, as administrative agent for the Australian Lenders and Australian collateral agent (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-K (File No. 001-36246) filed on April 28, 2023).</u>
10.24†	<u>Form of Director Deferred Share Agreement (United States) (incorporated herein by reference to Exhibit 10.31 to the Annual Report on Form 10-K for the year ended December 31, 2018 (File No. 001-36246).</u>
10.25†	<u>Form of Director Deferred Share Agreement (Canada) (incorporated herein by reference to Exhibit 10.32 to the Annual Report on Form 10-K for the year ended December 31, 2018 (File No. 001-36246).</u>
10.26†	<u>Amendment to Executive Change of Control Severance Agreement between Civeo Corporation and Carolyn Stone, dated April 4, 2022 (incorporated herein by reference to Exhibit 10.25 to the Annual Report on Form 10-K (File No. 001-36246) filed on March 1, 2023).</u>
10.27†	<u>Retention Commitment Agreement between Civeo Corporation and Allan Schoening, dated July 26, 2022 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36246) filed on August 1, 2022).</u>
10.28†	<u>Amendment to Retention Commitment Agreement, dated as of October 5, 2023, between Civeo Corporation and Allan D. Schoening (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36246) filed on October 11, 2023).</u>
21.1*	<u>List of Significant Subsidiaries of Civeo Corporation.</u>
23.1*	<u>Consent of Ernst &amp; Young LLP.</u>
31.1*	<u>Certification of Chief Executive Officer of Civeo Corporation pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.</u>
31.2*	<u>Certification of Chief Financial Officer of Civeo Corporation pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.</u>
32.1**	<u>Certification of Chief Executive Officer of Civeo Corporation pursuant to Rules 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350.</u>
32.2**	<u>Certification of Chief Financial Officer of Civeo Corporation pursuant to Rules 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350.</u>
97.1*	<u>Compensation Recoupment (Clawback) Policy.</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.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document

101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\* Filed herewith.

† Management contracts and compensatory plans and arrangements.

\*\* Furnished herewith.

NOTE: Pursuant to the rules and regulations of the Securities and Exchange Commission, we have filed or incorporated by reference the agreements referenced above as exhibits to this Annual Report on Form 10-K. The agreements have been filed to provide investors with information regarding their respective terms. The agreements are not intended to provide any other factual information about Civeo or its business or operations. In particular, the assertions embodied in any representations, warranties and covenants contained in the agreements may be subject to qualifications with respect to knowledge and materiality different from those applicable to investors and may be qualified by information in confidential disclosure schedules not included with the exhibits. These disclosure schedules may contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants set forth in the agreements. Moreover, certain representations, warranties and covenants in the agreements may have been used for the purpose of allocating risk between the parties, rather than establishing matters as facts. In addition, information concerning the subject matter of the representations, warranties and covenants may have changed after the date of the respective agreement, which subsequent information may or may not be fully reflected in our public disclosures. Accordingly, investors should not rely on the representations, warranties and covenants in the agreements as characterizations of the actual state of facts about Civeo or its business or operations on the date hereof.

#### **ITEM 16. *Form 10-K Summary***

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on February 29, 2024.

CIVEO CORPORATION

By /s/ CAROLYN J. STONE

Carolyn J. Stone

**Senior Vice President, Chief Financial Officer and  
Treasurer (Duly Authorized Officer and Principal  
Financial Officer)**

<u>Signature</u>	<u>Title</u>
<u>/s/ RICHARD A. NAVARRE</u> Richard A. Navarre	Chair of the Board
<u>/s/ BRADLEY J. DODSON</u> Bradley J. Dodson	Director, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ CAROLYN J. STONE</u> Carolyn J. Stone	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Accounting Officer)
<u>/s/ C. RONALD BLANKENSHIP</u> C. Ronald Blankenship	Director
<u>/s/ JAY K. GREWAL</u> Jay K. Grewal	Director
<u>/s/ MARTIN A. LAMBERT</u> Martin A. Lambert	Director
<u>/s/ MICHAEL MONTELONGO</u> Michael Montelongo	Director
<u>/s/ CONSTANCE B. MOORE</u> Constance B. Moore	Director
<u>/s/ CHARLES SZALKOWSKI</u> Charles Szalkowski	Director
<u>/s/ TIMOTHY O. WALL</u> Timothy O. Wall	Director

## CIVEO CORPORATION

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## **Report of Independent Registered Public Accounting Firm**

### **To the Shareholders and the Board of Directors of Civeo Corporation**

#### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Civeo Corporation (“the Company”) as of December 31, 2023 and 2022, and the related consolidated statements of operations, comprehensive income (loss), changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 29, 2024 expressed an unqualified opinion thereon.

#### **Basis for Opinion**

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

#### **Critical Audit Matter**

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

### ***Realizability of Deferred Tax Assets***

#### *Description of the Matter*

As more fully described in Note 2 and Note 14 to the consolidated financial statements, at December 31, 2023, the Company had deferred tax assets related to deductible temporary differences and net loss carryforwards of \$46.2 million, net of a \$78.8 million valuation allowance. Deferred tax assets are reduced by a valuation allowance if, based on the weight of all available evidence, in management's judgment it is more likely than not that some portion, or all, of the deferred tax assets will not be realized.

Auditing management's assessment of the realizability of its deferred tax assets was complex and involved subjectivity because the assessment process includes scheduling the use of the applicable deferred tax assets, which includes management's judgments related to the forecasted turns of both deferred tax assets and deferred tax liabilities.

#### *How We Addressed the Matter in Our Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's process to assess the realizability of its deferred tax assets. For example, we tested controls over management's scheduling of the future reversal of existing taxable temporary differences.

To test the Company's assessment of the realizability of its deferred tax assets, our audit procedures included, among others, testing the completeness and accuracy of the Company's scheduling of the reversal of existing temporary taxable differences. With the assistance of our tax specialists, we verified the appropriateness of the projected usage of tax attributes and assessed the reasonableness of the timing of the reversal of the deferred tax liabilities into taxable income.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2013.  
Houston, Texas  
February 29, 2024

## **Report of Independent Registered Public Accounting Firm**

### **To the Shareholders and the Board of Directors of Civeo Corporation**

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

We have audited Civeo Corporation's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Civeo Corporation ("the Company") maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, and the related consolidated statements of operations, comprehensive income (loss), changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and our report dated February 29, 2024 expressed an unqualified opinion thereon.

#### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's annual report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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

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

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

/s/ Ernst & Young LLP

Houston, Texas  
February 29, 2024

**CIVEO CORPORATION**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

(In Thousands, Except Per Share Amounts)

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
Revenues:			
Service and other	\$ 699,006	\$ 676,001	\$ 575,186
Rental	737	18,316	16,033
Product	1,062	2,735	3,244
	<u>700,805</u>	<u>697,052</u>	<u>594,463</u>
Costs and expenses:			
Service and other costs	529,741	500,513	420,579
Rental costs	176	14,975	13,960
Product costs	370	1,575	1,923
Selling, general and administrative expenses	72,605	69,962	60,600
Depreciation and amortization expense	75,142	87,214	83,101
Impairment expense	1,395	5,721	7,935
Gain on sale of McClelland Lake Lodge assets, net	(18,590)	—	—
Other operating expense	479	74	313
	<u>661,318</u>	<u>680,034</u>	<u>588,411</u>
Operating income	39,487	17,018	6,052
Interest expense	(13,177)	(11,474)	(12,964)
Loss on extinguishment of debt	—	—	(416)
Interest income	172	39	2
Other income	13,881	5,149	13,199
Income before income taxes	40,363	10,732	5,873
Income tax expense	(10,633)	(4,402)	(3,376)
Net income	29,730	6,330	2,497
Less: Net income (loss) attributable to noncontrolling interest	(427)	2,333	1,147
Net income attributable to Civeo Corporation	30,157	3,997	1,350
Less: Dividends attributable to Class A preferred shares	—	1,771	1,925
Net income (loss) attributable to Civeo common shareholders	<u>\$ 30,157</u>	<u>\$ 2,226</u>	<u>\$ (575)</u>

**Per Share Data (see Note 6)**

Basic net income (loss) per share attributable to Civeo Corporation common shareholders	\$ 2.02	\$ (0.21)	\$ (0.04)
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Diluted net income (loss) per share attributable to Civeo Corporation common shareholders	\$ 2.01	\$ (0.21)	\$ (0.04)
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Weighted average number of common shares outstanding:

Basic	14,906	14,002	14,232
Diluted	15,013	14,002	14,232

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

**CIVEO CORPORATION**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

**(In Thousands)**

	<b>YEAR ENDED DECEMBER 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Net income	\$ 29,730	\$ 6,330	\$ 2,497
Other comprehensive income (loss), net of taxes:			
Foreign currency translation adjustment, net of zero taxes	4,532	(23,486)	(12,936)
Total other comprehensive income (loss), net of taxes	4,532	(23,486)	(12,936)
Comprehensive income (loss)	34,262	(17,156)	(10,439)
Less: Comprehensive income (loss) attributable to noncontrolling interest	(367)	2,151	1,105
Comprehensive income (loss) attributable to Civeo Corporation	<u>\$ 34,629</u>	<u>\$ (19,307)</u>	<u>\$ (11,544)</u>

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



**CIVEO CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(In Thousands)

	<b>DECEMBER 31,</b>	
	<b>2023</b>	<b>2022</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 3,323	\$ 7,954
Accounts receivable, net	143,222	119,755
Inventories	6,982	6,907
Prepaid expenses	8,439	7,199
Other current assets	7,407	3,081
Assets held for sale	5,873	8,653
Total current assets	175,246	153,549
Property, plant and equipment, net	270,563	301,890
Goodwill	7,690	7,672
Other intangible assets, net	77,999	81,747
Operating lease right-of-use assets	12,286	15,722
Other noncurrent assets	4,278	5,604
Total assets	\$ 548,062	\$ 566,184
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 58,699	\$ 51,087
Accrued liabilities	40,523	39,211
Income taxes	3,831	178
Current portion of long-term debt	—	28,448
Deferred revenue	4,849	991
Other current liabilities	6,334	8,342
Total current liabilities	114,236	128,257
Long-term debt, less current maturities	65,554	102,505
Deferred income taxes	11,803	4,778
Operating lease liabilities	9,264	12,771
Other noncurrent liabilities	24,167	14,172
Total liabilities	225,024	262,483
Commitments and contingencies (Note 15)		
Shareholders' equity:		
Preferred shares (Class A Series 1)	—	—
Common shares (no par value; 46,000,000 shares authorized, 15,046,756 shares and 15,584,176 shares issued, respectively, and 14,680,081 shares and 15,217,501 shares outstanding, respectively)	—	—
Additional paid-in capital	1,628,972	1,624,512
Accumulated deficit	(919,023)	(930,123)
Common shares held in treasury at cost, 366,675 and 366,675 shares, respectively	(9,063)	(9,063)
Accumulated other comprehensive loss	(380,715)	(385,187)
Total Civeo Corporation shareholders' equity	320,171	300,139
Noncontrolling interest	2,867	3,562
Total shareholders' equity	323,038	303,701
Total liabilities and shareholders' equity	\$ 548,062	\$ 566,184

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

# CIVEO CORPORATION

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (In Thousands)

	Attributable to Civeo							
	Preferred Shares	Common Shares			Treasury Shares	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total Shareholders' Equity
		Par Value	Additional Paid-in Capital	Accumulated Deficit				
<b>Balance, December 31, 2020</b>	<b>\$ 60,016</b>	<b>\$ —</b>	<b>\$1,578,315</b>	<b>\$ (907,727)</b>	<b>\$ (6,930)</b>	<b>\$ (348,989)</b>	<b>\$ 672</b>	<b>\$ 375,357</b>
Net income	—	—	—	1,350	—	—	1,147	2,497
Currency translation adjustment	—	—	—	—	—	(12,894)	(42)	(12,936)
Dividends paid	—	—	—	—	—	—	(165)	(165)
Paid-in-kind dividends attributable to Class A preferred shares	1,925	—	—	(1,925)	—	—	—	—
Common shares repurchases	—	—	—	(4,649)	—	—	—	(4,649)
Share-based compensation	—	—	4,127	—	(1,120)	—	—	3,007
<b>Balance, December 31, 2021</b>	<b>\$ 61,941</b>	<b>\$ —</b>	<b>\$1,582,442</b>	<b>\$ (912,951)</b>	<b>\$ (8,050)</b>	<b>\$ (361,883)</b>	<b>\$ 1,612</b>	<b>\$ 363,111</b>
Net income	—	—	—	3,997	—	—	2,333	6,330
Currency translation adjustment	—	—	—	—	—	(23,304)	(182)	(23,486)
Dividends paid	—	—	—	(65)	—	—	(201)	(266)
Paid-in-kind dividends attributable to Class A preferred shares	1,706	—	—	(1,706)	—	—	—	—
Preferred shares repurchased	(25,364)	—	—	(5,189)	—	—	—	(30,553)
Preferred shares converted to common shares	(38,283)	—	38,283	—	—	—	—	—
Common shares repurchases	—	—	—	(14,209)	—	—	—	(14,209)
Share-based compensation	—	—	3,787	—	(1,013)	—	—	2,774
<b>Balance, December 31, 2022</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$1,624,512</b>	<b>\$ (930,123)</b>	<b>\$ (9,063)</b>	<b>\$ (385,187)</b>	<b>\$ 3,562</b>	<b>\$ 303,701</b>
Net income (loss)	—	—	—	30,157	—	—	(427)	29,730
Currency translation adjustment	—	—	—	—	—	4,472	60	4,532
Dividends paid	—	—	—	(7,423)	—	—	(328)	(7,751)
Common shares repurchased	—	—	—	(11,634)	—	—	—	(11,634)
Share-based compensation	—	—	4,460	—	—	—	—	4,460
<b>Balance, December 31, 2023</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$1,628,972</b>	<b>\$ (919,023)</b>	<b>\$ (9,063)</b>	<b>\$ (380,715)</b>	<b>\$ 2,867</b>	<b>\$ 323,038</b>

	Preferred Shares	Common Shares (in thousands)
<b>Balance, December 31, 2020</b>	9,042	14,215
Share-based compensation	—	113
Shares repurchased	—	(217)
<b>Balance, December 31, 2021</b>	<b>9,042</b>	<b>14,111</b>
Share-based compensation	—	100
Shares repurchased	(3,617)	(498)
Preferred shares converted to common shares	(5,425)	1,505
<b>Balance, December 31, 2022</b>	<b>—</b>	<b>15,218</b>
Share-based compensation	—	26
Shares repurchased	—	(564)
<b>Balance, December 31, 2023</b>	<b>—</b>	<b>14,680</b>

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

# CIVEO CORPORATION

## CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands)

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
Cash flows from operating activities:			
Net income	\$ 29,730	\$ 6,330	\$ 2,497
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	75,142	87,214	83,101
Impairment charges	1,395	5,721	7,935
Loss on extinguishment of debt	—	—	416
Deferred income tax expense	6,806	4,177	3,070
Non-cash compensation charge	4,460	3,787	4,127
Gain on disposals of assets	(21,196)	(4,917)	(6,188)
Provision for credit losses, net of recoveries	135	162	141
Other, net	1,660	3,223	2,200
Changes in operating assets and liabilities:			
Accounts receivable	(22,311)	(14,447)	(28,131)
Inventories	5	(1,845)	(526)
Accounts payable and accrued liabilities	7,438	12,323	15,435
Taxes payable	3,576	5	(28)
Other current assets and liabilities, net	9,725	(9,960)	4,485
Net cash flows provided by operating activities	96,565	91,773	88,534
Cash flows from investing activities:			
Capital expenditures	(31,633)	(25,421)	(15,571)
Proceeds from disposition of property, plant and equipment	16,740	16,286	14,306
Other, net	372	190	559
Net cash flows used in investing activities	(14,521)	(8,945)	(706)
Cash flows from financing activities:			
Revolving credit borrowings	210,584	289,705	397,952
Revolving credit repayments	(248,430)	(293,079)	(348,795)
Term loan repayments	(29,899)	(30,442)	(125,483)
Dividends paid	(7,423)	—	—
Debt issuance costs	—	—	(4,412)
Repurchases of common shares	(11,634)	(14,209)	(4,649)
Repurchases of preferred shares	—	(30,553)	—
Other, net	—	(1,078)	(1,120)
Net cash flows used in financing activities	(86,802)	(79,656)	(86,507)
Effect of exchange rate changes on cash	127	(1,500)	(1,194)
Net change in cash and cash equivalents	(4,631)	1,672	127
Cash and cash equivalents, beginning of period	7,954	6,282	6,155
Cash and cash equivalents, end of period	\$ 3,323	\$ 7,954	\$ 6,282
Non-cash investing activities:			
Capital expenditure additions accrued at end of period	510	511	575
Non-cash financing activities:			
Preferred dividends paid-in-kind	—	1,706	1,925

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

## **1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION**

### ***Description of the Business***

We provide a suite of hospitality services for our guests in the natural resources industry, including lodging, catering and food service, housekeeping and maintenance at accommodation facilities that we or our customers own. In many cases, we provide services that support the day-to-day operations of these facilities, such as laundry, facility management and maintenance, water and wastewater treatment, power generation, communication systems, security and logistics. We also manage development activities for workforce accommodation facilities, including site selection, permitting, engineering and design, manufacturing management and site construction, along with providing hospitality services once the facility is constructed. We primarily operate in some of the world's most active oil, metallurgical (met) coal, liquefied natural gas (LNG) and iron ore producing regions, and our customers include major and independent oil companies, mining companies, engineering companies and oilfield and mining service companies. We operate in two principal reportable business segments – Canada and Australia.

### ***Basis of Presentation***

Unless otherwise stated or the context otherwise indicates: (i) all references in these consolidated financial statements to "Civeo," "us," "our" or "we" refer to Civeo Corporation and its consolidated subsidiaries; and (ii) all references in this report to "dollars" or "\$" are to U.S. dollars.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***Cash***

We consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

### ***Allowance for Credit Losses***

We are exposed to credit losses primarily through the sale of our products and services. We maintain allowances for credit losses for estimated losses resulting from the inability of our customers to make required payments. If a trade receivable is deemed to be uncollectible, such receivable is charged-off against the allowance for credit losses account. Our expected loss allowance methodology for accounts receivable is developed using historical collection experience, current and future economic and market conditions and a review of the current status of customers' trade receivables. Due to the short-term nature of such receivables, the estimate of the amount of accounts receivable that may not be collected is based on an aging of the accounts receivable balances and the financial condition of customers. Additionally, specific allowance amounts are established to record the appropriate provision for customers that have a higher probability of default. If we have no previous experience with the customer, we typically obtain reports from various credit organizations to ensure that the customer has a history of paying its creditors. We may also request financial information, including combined financial statements or other documents, to ensure that the customer has the means of making payment. If these factors do not indicate collection is reasonably assured, we generally would require a prepayment or other arrangement to support revenue recognition and recording of a trade receivable. If the financial condition of our customers were to deteriorate, adversely affecting their ability to make payments, additional allowances would be required.

### ***Inventories***

Inventories consist of raw materials and supplies and materials for the operation of remote accommodation facilities. Inventories also include food, raw materials, labor, subcontractor charges and catering and other supplies needed for operation of our facilities. Inventories are carried at the lower of cost or net realizable value. The cost of inventories is determined on an average cost or specific-identification method.

### ***Property, Plant and Equipment***

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

We record the fair value of a liability, which reflects the estimated present value of the amount of asset removal and site reclamation costs related to the retirement of our assets, for an asset retirement obligation (ARO) when it is incurred (typically when the asset is installed). When the liability is initially recorded, we capitalize the associated asset retirement cost by increasing the carrying amount of the related property, plant and equipment. See Asset Retirement Obligations below for further discussion.

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

### ***Business Combinations***

We evaluate acquisitions of assets and other similar transactions to assess whether or not the transaction should be accounted for as a business combination by assessing whether or not we have acquired inputs and processes that have the ability to create outputs. If determined to be a business combination, we account for a business acquisition under the acquisition method of accounting. The accounting rules governing business combinations require the acquiring entity in a business combination to recognize the fair value of all assets acquired and liabilities assumed and establish the acquisition date as the fair value measurement point. Accordingly, we recognize assets acquired and liabilities assumed in a business combination based on the fair value estimates as of the date of acquisition. Goodwill is measured as the excess of the fair value of the consideration paid over the fair value of the identified net assets, including intangible assets, acquired.

The fair value measurement of the identified net assets requires the significant use of estimates and is based on information that was available to management at the time the purchase price allocation was prepared. We utilize recognized valuation techniques, including the cost approach, the market approach and the income approach, to value the net assets acquired. The impact of changes to the estimated fair values of assets acquired and liabilities assumed is recorded in the reporting period in which the adjustment is identified. Final valuations of assets and liabilities are obtained and recorded within one year from the date of the acquisition.

### ***Impairment of Long-Lived Assets***

The recoverability of the carrying values of long-lived assets, including amortizable intangible assets, is assessed whenever, in management's judgment, events or changes in circumstances indicate that the carrying value of such asset groups may not be recoverable based on estimated future cash flows. If this assessment indicates that the carrying values will not be recoverable, as determined based on undiscounted cash flows over the remaining useful lives, an impairment loss is recognized. The impairment loss equals the excess of the carrying value over the fair value of the asset group.

In performing this analysis, asset groups are reviewed at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. For each asset group, we compare its carrying value to estimates of undiscounted future cash flows. We use a variety of underlying assumptions to estimate these future cash flows, including assumptions relating to future economic market conditions, rates, occupancy levels, costs and expenses and capital expenditures. The estimates are consistent with those used for purposes of our goodwill impairment test, as further discussed in Goodwill and Other Intangible Assets, below. Based on the assessment, if the carrying values of certain of our asset groups are determined to not be recoverable, we proceed to the next step. In this step, we compare the fair value of the respective asset group to its carrying value. The fair value of the asset groups are based on prices of similar assets, if available, or discounted future cash flows. Our estimate of the fair value requires us to use significant unobservable inputs, representative of Level 3 fair value measurements, including numerous assumptions with respect to future circumstances, such as industry and/or local market conditions that might directly impact each of the asset groups' operations in the future.

See Note 4 – Impairment Charges for a discussion of impairment charges we recognized in 2023, 2022 and 2021 related to our long-lived assets.

### ***Goodwill and Other Intangible Assets***

**Goodwill.** Goodwill represents the excess of the purchase price paid for acquired businesses over the allocated fair value of the related net assets after impairments, if applicable. All of our goodwill as of December 31, 2023 was included in our Australia reporting unit.



We evaluate goodwill for impairment, at the reporting unit level, annually and when an event occurs or circumstances change to suggest that the carrying amount may not be recoverable. A reporting unit is the operating segment, or a business one level below that operating segment (the “component” level) if discrete financial information is prepared and regularly reviewed by management at the component level. Each segment of our business represents a separate reporting unit.

We conduct our annual impairment test as of November 30 of each year. We compare each reporting unit’s carrying amount, including goodwill, to the fair value of the reporting unit. If the carrying amount of the reporting unit exceeds its fair value, goodwill is impaired.

We are given the option to test for impairment of our goodwill by first performing a qualitative assessment to determine whether it is more likely than not (that is, likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then performing the currently prescribed quantitative impairment test is unnecessary. In developing a qualitative assessment to meet the “more-likely-than-not” threshold, each reporting unit with goodwill is assessed separately and different relevant events and circumstances are evaluated for each unit. We have the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the quantitative goodwill impairment test.

When performing our annual assessment on November 30, 2023, 2022 and 2021, we performed a qualitative assessment related to goodwill at our Australia reporting unit. Qualitative factors that we considered as part of our assessment included industry and market conditions, macroeconomic conditions and the financial performance of our Australian business. We also noted that, based on the interim quantitative testing performed as of March 31, 2020, the estimated fair value of the Australia reporting unit exceeded its carrying value by more than 125%. After assessing these events and circumstances, we determined that, as of November 30, 2023, it was more likely than not that the fair value of the Australia reporting unit was greater than its carrying value.

In performing the quantitative goodwill impairment test, we compare each reporting unit’s carrying amount, including goodwill, to the fair value of the reporting unit. Because none of our reporting units has a publicly quoted market price, we must determine the value that willing buyers and sellers would place on the reporting unit through a routine sale process (a Level 3 fair value measurement). In our analysis, we target a fair value that represents the value that would be placed on the reporting unit by market participants, and value the reporting unit based on historical and projected results throughout a cycle, not the value of the reporting unit based on trough or peak earnings. The fair value of the reporting unit is estimated using a combination of (i) an analysis of trading multiples of comparable companies (Market Approach) and (ii) discounted projected cash flows (Income Approach). The relative weighting of each approach reflects current industry and market conditions.

*Market Approach* - This valuation approach utilizes publicly traded comparable companies’ enterprise values, as compared to their recent and forecasted earnings before interest, taxes and depreciation (EBITDA) information. We use EBITDA because it is a widely used key indicator of the cash generating capacity of companies in our industry.

*Income Approach* - This valuation approach derives a present value of the reporting unit’s projected future annual cash flows over the next five years with a terminal value assumption. We use a variety of underlying assumptions to estimate these future cash flows, including assumptions relating to future economic market conditions, rates, occupancy levels, costs and expenses and capital expenditures. These assumptions can vary by each reporting unit depending on market conditions. In addition, a terminal value is estimated, using a Gordon Growth methodology. We discount our projected cash flows using a long-term weighted average cost of capital based on our estimate of investment returns that would be required by a market participant.

The fair value of our reporting units is affected by future oil, coal and natural gas prices, anticipated spending by our customers, and the cost of capital. Our estimate of fair value requires us to use significant unobservable inputs, representative of Level 3 fair value measurements, including numerous assumptions with respect to future circumstances, such as industry and/or local market conditions that might directly impact each of the reporting units’ operations in the future. We selected these valuation approaches because we believe the combination of these approaches and our best judgment regarding underlying assumptions and estimates provides us with the best estimate of fair value for each of our reporting units. We believe these valuation approaches are proven valuation techniques and methodologies for our industry and widely accepted by investors. The fair value of each reporting unit would change if our assumptions under these valuation approaches, or relative weighting of the valuation approaches, were materially modified.

**Other Intangible Assets.** We amortize the cost of other intangible assets using the straight-line method over their estimated useful lives unless such lives are deemed indefinite. For intangible assets that we amortize, we review the useful life of the intangible asset and evaluate each reporting period whether events and circumstances warrant a revision to the remaining useful life.

See Note 9 – Goodwill and Other Intangible Assets for further information.

### ***Foreign Currency and Other Comprehensive Income***

Gains and losses resulting from consolidated balance sheet translation of foreign operations where a foreign currency is the functional currency are included as a separate component of accumulated other comprehensive income within shareholders' equity and represent substantially all of the balances within accumulated other comprehensive income. Remeasurements of intercompany loans denominated in a different currency than the functional currency of the entity that are of a long-term investment nature are recognized as other comprehensive income within shareholders' equity. Gains and losses resulting from consolidated balance sheet remeasurements of assets and liabilities denominated in a different currency than the functional currency, other than intercompany loans that are of a long-term investment nature, are included in the consolidated statements of operations as incurred. For the years ended December 31, 2023, 2022, and 2021, we recognized approximately \$0.5 million, \$0.1 million and \$0.3 million in foreign currency losses, respectively.

### ***Foreign Currency Exchange Rate Risk***

A significant portion of revenues, earnings and net investments in foreign affiliates are exposed to changes in foreign currency exchange rates. We seek to manage our foreign exchange risk in part through operational means, including managing expected local currency revenues in relation to local currency costs and local currency assets in relation to local currency liabilities. We have not entered into any foreign currency forward contracts.

### ***Revenue and Cost Recognition***

For the majority of our operations and contracts, we generally recognize accommodation, mobile facility rental, food service and other services revenues over time as our customers simultaneously receive and consume benefits as we serve our customers because of continuous transfer of control to the customer. 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 in exchange for those goods or services. We transfer control and recognize a sale based on a periodic (usually daily) room rate each night a customer stays in our rooms or when the services are rendered. In some contracts, rates may vary over the contract term. In these cases, revenue may be deferred and recognized on a straight-line basis over the contract term.

Because of control transferring over time, the majority of our revenue is recognized based on the extent of progress towards completion of the performance obligation. At contract inception, we assess the goods and services promised in our contracts with customers and identify a performance obligation for each promise to transfer our customers a good or service (or bundle of goods or services) that is distinct. Our customers typically contract for hospitality services under take-or-pay contracts with terms that range from several months to multiple years. Our contract terms generally provide for a rental rate for a reserved room and an occupied room rate that compensates us for services provided. We typically contract our facilities to our customers on a fee per day basis where the goods and services promised include lodging and meals. To identify the performance obligations, we consider all of the goods and services promised in the context of the contract and the pattern of transfer to our customers.

Revenues exclude taxes assessed based on revenues such as sales or value added taxes.

Cost of services includes labor, food, utility costs, cleaning supplies and other costs of operating our accommodations facilities. Cost of goods sold includes all direct material and labor costs and those costs related to contract performance, such as indirect labor, supplies, tools and repairs. Selling, general and administrative costs are charged to expense as incurred.

### ***Income Taxes***

Our operations are subject to Canadian federal and provincial income taxes, as well as foreign income taxes. We determine the provision for income taxes using the asset and liability approach. Under this approach, deferred income taxes represent the expected future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities.

Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. In assessing the need for a valuation allowance, we look to the future reversal of existing taxable temporary differences, taxable income in carryback years, the feasibility of tax planning strategies and estimated future taxable income. The valuation allowance can be affected by changes to tax laws, changes to statutory tax rates and changes to future taxable income estimates and historical losses.

We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. See Note 14 – Income Taxes for further information.

### ***Receivables and Concentration of Credit Risk***

Based on the nature of our customer base, we do not believe that we have any significant concentrations of credit risk other than our concentration in the Canadian oil sands and Australian mining industries. We evaluate the credit-worthiness of our significant, new and existing customers' financial condition and, generally, we do not require collateral from our customers. For the year ended December 31, 2023, each of Suncor Energy and Fortescue Metals Group Ltd. accounted for more than 10% of our revenues. For the year ended December 31, 2022, each of Suncor Energy, Imperial Oil and Fortescue Metals Group Ltd. accounted for more than 10% of our revenues. For the year ended December 31, 2021, each of Suncor Energy, Imperial Oil and Fortescue Metals Group Ltd. accounted for more than 10% of our revenues.

### ***Asset Retirement Obligations***

We have AROs that we are required to perform under law or contract once an asset is permanently taken out of service. We initially record the liability at fair value, which reflects the estimated present value of the amount of asset removal and site reclamation costs related to the retirement of our assets, for an ARO when it is incurred (typically when the asset is installed). When the liability is initially recorded, we capitalize the associated asset retirement cost by increasing the carrying amount of the related property, plant and equipment. Over time, the liability increases for the change in its present value, while the capitalized cost depreciates over the useful life of the related asset. Accretion expense is recognized over the estimated productive life of the related assets. If the fair value of the estimated ARO changes, an adjustment is recorded to both the ARO and the capitalized asset retirement cost. Revisions in estimated liabilities can result from changes in estimated inflation rates, changes in service and equipment costs and changes in the estimated timing of settling the ARO. We utilize current retirement costs to estimate the expected cash outflows for retirement obligations. We estimate the ultimate productive life of the properties and a risk-adjusted discount rate in order to determine the current present value of the obligation.

We relieve ARO liabilities when the related obligations are settled. Most of these obligations are not expected to be paid until many years in the future and will be funded from general company resources at the time of removal. See Note 12 – Asset Retirement Obligations for further discussion.

### ***Share-Based Compensation***

We sponsor an equity participation plan in which certain of our key employees and non-employee directors participate. We measure the cost of service-based equity awards (typically restricted share awards and deferred share awards) based on the grant-date fair value of the award. The grant-date fair value is calculated based on our share price on the grant-date. The resulting cost is recognized over the period during which an employee or non-employee director is required to provide service in exchange for the awards, usually the vesting period.

We also grant performance share awards. For awards granted in 2023 and 2022, awards are earned in amounts between 0% and 200% of the participant's target performance share award, based on (i) the payout percentage associated with Civeo's relative total shareholder return (TSR) rank among a peer group of other companies and (ii) the payout percentage associated with Civeo's cumulative operating cash flow over the performance period relative to a preset target. Awards granted in 2021 are earned in amounts between 0% and 200% of the participant's target performance share award, based on (i) the payout percentage associated with Civeo's relative TSR rank among a peer group of other companies and (ii) the payout percentage associated with Civeo's cumulative free cash flow over the performance period relative to a preset target. The fair value of the TSR portion of each performance share is estimated using option-pricing models at the grant date. The fair value of the operating cash flow and free cash flow portion of each performance share is based on the closing market price of our common shares on the date of grant and adjusted throughout the performance period based on our estimate of the most probable outcome of such performance conditions. The resulting costs for each portion of the award are recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period.

Additionally, we grant phantom share units. All of the awards vest in equal annual installments and are accounted for as a liability based on the fair value of our share price. Participants granted phantom share units are entitled to a lump sum cash payment equal to the fair market value of a common share on the vesting date. The resulting cost is recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period.

### ***Guarantees***

Substantially all of our Canadian and United States (U.S.) subsidiaries are guarantors under our Credit Agreement. See Note 11 – Debt for further discussion.

During the ordinary course of business, we also provide standby letters of credit or other guarantee instruments to certain parties as required for certain transactions initiated by us or our subsidiaries. As of December 31, 2023, the maximum potential amount of future payments that we could be required to make under these guarantee agreements (including letters of credit) was approximately \$1.9 million. We have not recorded any liability in connection with these guarantee arrangements. We do not believe, based on historical experience and information currently available, that it is likely that any amounts will be required to be paid under these guarantee arrangements.

### ***Use of Estimates***

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of a few such estimates include estimates of the amount and timing of costs to be incurred for AROs, any valuation allowance recorded on net deferred tax assets, long-lived asset and goodwill impairments and allowance for credit losses. Actual results could materially differ from those estimates.

### ***Accounting for Contingencies***

We have contingent liabilities and future claims for which we have made estimates of the amount of the eventual cost to liquidate these liabilities or claims. We make an assessment of our exposure and record a provision in our accounts to cover an expected loss when we believe a loss is probable and the amount of the loss can be reasonably estimated. These liabilities and claims sometimes involve threatened or actual litigation where damages have been quantified. Other claims or liabilities have been estimated based on their fair value or our experience in these matters and, when appropriate, the advice of outside counsel or other outside experts. Upon the ultimate resolution of these uncertainties, our future reported financial results will be impacted by the difference between our estimates and the actual amounts paid to settle a liability. Examples of areas where we have made important estimates of future liabilities include litigation, insurance claims, contract claims and obligations.

### ***Recent Accounting Pronouncements***

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (FASB), which are adopted by us as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards or other guidance updates, which are not yet effective, will not have a material impact on our consolidated financial statements upon adoption.

In November 2023, the FASB issued Accounting Standards Update (ASU) 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures”, which updates reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. The amendments are effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments should be applied retrospectively to all prior periods presented in the financial statements. We are currently evaluating this ASU to determine its impact on our disclosures.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”, which enhances effective tax rate reconciliation disclosure requirements and provides clarity to the disclosures of income taxes paid, income before taxes and provision for income taxes. The amendments are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The amendments in this update should be applied on a prospective basis. Retrospective application is permitted. We are currently evaluating this ASU to determine its impact on our disclosures.

### 3. REVENUE

The following table disaggregates our revenue by our two reportable segments (Canada and Australia) into major categories for the years ended December 31, 2023, 2022 and 2021 (in thousands):

	2023	2022	2021
<b>Canada</b>			
Accommodation revenues	\$ 266,926	\$ 279,455	\$ 239,526
Mobile facility rental revenues	61,899	96,400	62,856
Food service and other services revenues	23,970	20,142	18,996
Total Canada revenues	352,795	395,997	321,378
<b>Australia</b>			
Accommodation revenues	\$ 177,834	\$ 152,714	\$ 145,335
Food service and other services revenues	158,929	125,538	105,739
Total Australia revenues	336,763	278,252	251,074
<b>Other</b>			
Other revenues	\$ 11,247	\$ 22,803	\$ 22,011
Total other revenues	11,247	22,803	22,011
Total revenues	<u>\$ 700,805</u>	<u>\$ 697,052</u>	<u>\$ 594,463</u>

Our payment terms vary by the type and location of our customer and the products or services offered. The term between invoicing and when our performance obligations are satisfied is not significant. Payment terms are generally within 30 days and in most cases do not extend beyond 60 days. We do not have significant financing components or significant payment terms.

As of December 31, 2023, for contracts that are greater than one year, the table below discloses the estimated revenues related to performance obligations that are unsatisfied (or partially unsatisfied) and when we expect to recognize the revenue. The table only includes revenue expected to be recognized from contracts where the quantity of service is certain (in thousands):

	For the years ending December 31,				
	2024	2025	2026	Thereafter	Total
Revenue expected to be recognized as of December 31, 2023	\$ 166,047	\$ 126,082	\$ 95,196	\$ 295,371	\$ 682,696

We applied the practical expedient and do not disclose consideration for remaining performance obligations with an original expected duration of one year or less. In addition, we do not estimate revenues expected to be recognized related to unsatisfied performance obligations for contracts without minimum room commitments. The table above represents only a portion of our expected future consolidated revenues and it is not necessarily indicative of the expected trend in total revenues.

### 4. IMPAIRMENT CHARGES

#### 2023 Impairment Charges

The following summarizes pre-tax impairment charges recorded during 2023, which are included in Impairment expense in our consolidated statements of operations (in thousands):

	U.S.	Total
Quarter ended December 31, 2023		
Long-lived assets	\$ 1,395	\$ 1,395
Total	<u>\$ 1,395</u>	<u>\$ 1,395</u>

**Quarter ended December 31, 2023.** During the fourth quarter of 2023, we recorded impairment expense of \$1.4 million, related to land located in our U.S. market. The land was written down to its estimated fair value (less costs to sell) of \$5.9 million.



## 2022 Impairment Charges

The following summarizes pre-tax impairment charges recorded during 2022, which are included in Impairment expense in our consolidated statements of operations (in thousands):

	Australia	U.S.	Total
Quarter ended December 31, 2022			
Long-lived assets	\$ 3,808	\$ 1,913	\$ 5,721
Total	<u>\$ 3,808</u>	<u>\$ 1,913</u>	<u>\$ 5,721</u>

**Quarter ended December 31, 2022.** During the fourth quarter of 2022, we recorded impairment expense of \$3.8 million, related to fixed assets in a village located in Western Australia. At December 31, 2022, we identified an impairment trigger due to an expiring contract that was not renewed. Accordingly, the assets were written down to their estimated fair value of \$1.8 million. In addition, we recorded impairment expense of \$1.9 million, related to fixed assets in a lodge located in our U.S. market. The lodge was written down to its estimated fair value (less costs to sell) of \$7.7 million.

## 2021 Impairment Charges

The following summarizes pre-tax impairment charges recorded during 2021, which are included in Impairment expense in our consolidated statements of operations (in thousands):

	Australia	Total
Quarter ended June 30, 2021		
Long-lived assets	\$ 7,935	\$ 7,935
Total	<u>\$ 7,935</u>	<u>\$ 7,935</u>

**Quarter ended June 30, 2021.** During the second quarter of 2021, we recorded impairment expense of \$7.9 million related to various undeveloped land positions and related permitting costs in Australia. At June 30, 2021, we identified an impairment trigger related to certain of these properties due to the cancellation of a significant thermal coal project in Australia and our negative expectations related to other possible Australian thermal coal projects becoming viable in the near term. Accordingly, the assets were written down to their estimated fair value of \$2.4 million.

## 5. FAIR VALUE MEASUREMENTS

Our financial instruments consist of cash and cash equivalents, receivables, payables and debt instruments. We believe that the carrying values of these instruments on the accompanying consolidated balance sheets approximate their fair values.

As of December 31, 2023 and 2022, we believe the carrying value of our floating-rate debt outstanding under our term loans and revolving credit facilities approximates fair value because the terms include short-term interest rates and exclude penalties for prepayment. We estimated the fair value of our floating-rate term loan and revolving credit facilities using significant other observable inputs, representative of a Level 2 fair value measurement, including terms and credit spreads for these loans. In addition, the estimated fair value of our assets held for sale is based upon Level 2 fair value measurements, which include appraisals, broker price opinions and previous negotiations with third parties.

During the fourth quarter of 2023 and 2022 and the second quarter of 2021, we wrote down certain long-lived assets to fair value. During the fourth quarter of 2023 and 2022, our estimate of fair value of a property in the U.S. was based on broker price opinions or appraisals from third parties, which referenced available market information, such as listing agreements, offers, and pending and closed sales. During the second quarter of 2021 and the fourth quarter of 2022, our estimate of fair value in Australia for assets that were impaired was based on appraisals from third parties.

See Note 2 – Summary of Significant Accounting Policies – Impairment of Long-Lived Assets and Note 2 – Summary of Significant Accounting Policies – Goodwill and Other Intangible Assets for further discussion of the significant judgments and assumptions used in calculating their fair value.

## 6. EARNINGS PER SHARE

For the year ended December 31, 2023, we calculated our basic earnings per share by dividing net income (loss) attributable to common shareholders, before allocation of earnings to participating earnings by the weighted average number of common shares outstanding. For diluted earnings per share, the basic shares outstanding are adjusted by adding all potentially dilutive securities.

For the years ended December 31 2022 and 2021, a period during which we had participating securities in the form of Class A preferred shares, we used the two-class method to calculate basic and diluted earnings per share. The two-class method requires a proportional share of net income to be allocated between common shares and participating securities. The proportional share to be allocated to participating securities is determined by dividing total weighted average participating securities by the sum of total weighted average common shares and participating securities.

Basic earnings per share is computed under the two-class method by dividing the net income (loss) attributable to common shareholders, after allocation of earnings to participating earnings by the weighted average number of common shares outstanding during the period. Net income attributable to common shareholders, after allocation of earnings to participating earnings represents our net income reduced by an allocation of current period earnings to participating securities as described above. No such adjustment is made during periods with a net loss, as the adjustment would be anti-dilutive.

Diluted earnings per share is computed under the two-class method by dividing diluted net income (loss) attributable to common shareholders, after reallocation adjustment for participating securities by the weighted average number of common shares outstanding, plus, for periods with net income attributable to common stockholders, the potential dilutive effects of share-based awards. In addition, we calculate the potential dilutive effect of any outstanding dilutive security under both the two-class method and the “if-converted” method, and we report the more dilutive of the methods as our diluted earnings per share. We also apply the treasury stock method with respect to certain share-based awards in the calculation of diluted earnings per share, if dilutive.

On October 30, 2022, we repurchased 3,617 Series A preferred shares from the holders for approximately \$30.6 million. The repurchase premium of \$5.2 million was treated as a reduction to the numerator of net income (loss) attributable to Civeo common shareholders utilized in the calculation of earnings per share for the year ended December 31, 2022.

The calculation of earnings per share attributable to Civeo common shareholders is presented below for the years ended December 31, 2023, 2022 and 2021 (in thousands, except per share amounts):

	2023	2022	2021
<b>Numerator:</b>			
Net income attributable to Civeo common shareholders, before allocation of earnings to participating securities	\$ 30,157	\$ 2,226	\$ (575)
Less: premium paid for repurchase of preferred shares	—	(5,189)	—
Less: income allocated to participating securities	—	—	—
Net income (loss) attributable to Civeo Corporation common shareholders, after allocation of earnings to participating securities	\$ 30,157	\$ (2,963)	\$ (575)
Add: undistributed income attributable to participating securities	—	—	—
Less: undistributed income reallocated to participating securities	—	—	—
Diluted net income (loss) attributable to Civeo Corporation common shareholders, after reallocation adjustment for participating securities	<u>\$ 30,157</u>	<u>\$ (2,963)</u>	<u>\$ (575)</u>
<b>Denominator:</b>			
Weighted average shares outstanding - basic	14,906	14,002	14,232
Dilutive shares - share-based awards	107	—	—
Weighted average shares outstanding - diluted	<u>15,013</u>	<u>14,002</u>	<u>14,232</u>
Basic net income (loss) per share attributable to Civeo Corporation common shareholders <sup>(1)</sup>	\$ 2.02	\$ (0.21)	\$ (0.04)
Diluted net income (loss) per share attributable to Civeo Corporation common shareholders <sup>(1)</sup>	\$ 2.01	\$ (0.21)	\$ (0.04)

<sup>(1)</sup> Computations may reflect rounding adjustments.

The following common share equivalents have been excluded from the calculation of weighted-average common shares outstanding because the effect is anti-dilutive for the years ended December 31, 2023, 2022 and 2021 (in millions of shares):

	2023	2022	2021
Share-based awards <sup>(1)</sup>	—	0.2	0.2
Preferred shares	—	2,240	2,461

<sup>(1)</sup> Share-based awards for the year ended December 31, 2023 totaled fewer than 0.1 million shares.

## 7. DETAILS OF SELECTED BALANCE SHEET ACCOUNTS

Additional information regarding selected balance sheet accounts at December 31, 2023 and 2022 is presented below (in thousands):

	December 31, 2023	December 31, 2022
<b>Accounts receivable, net:</b>		
Trade	\$ 93,527	\$ 65,563
Unbilled revenue	46,331	52,547
Other	3,563	1,944
Total accounts receivable	143,421	120,054
Allowance for credit losses	(199)	(299)
Total accounts receivable, net	<u>\$ 143,222</u>	<u>\$ 119,755</u>

	December 31, 2023	December 31, 2022
<b>Inventories:</b>		
Finished goods and purchased products	\$ 5,648	\$ 5,538
Raw materials	1,334	1,369
Total inventories	<u>\$ 6,982</u>	<u>\$ 6,907</u>

	Estimated Useful Life (in years)	December 31, 2023	December 31, 2022
<b>Property, plant and equipment, net:</b>			
Land		\$ 27,988	\$ 25,528
Accommodations assets	3-15	1,378,408	1,464,476
Buildings and leasehold improvements	7-20	14,603	15,516
Machinery and equipment	4-7	13,255	11,775
Office furniture and equipment	3-7	67,248	62,725
Vehicles	3-5	10,025	8,411
Construction in progress		12,087	1,771
Total property, plant and equipment		1,523,614	1,590,202
Accumulated depreciation		(1,253,051)	(1,288,312)
Total property, plant and equipment, net		<u>\$ 270,563</u>	<u>\$ 301,890</u>

	December 31, 2023	December 31, 2022
<b>Accrued liabilities:</b>		
Accrued compensation	\$ 33,854	\$ 34,358
Accrued taxes, other than income taxes	3,997	2,873
Other	2,672	1,980
Total accrued liabilities	<u>\$ 40,523</u>	<u>\$ 39,211</u>

	December 31, 2023	December 31, 2022
<b>Contract liabilities (Deferred revenue):</b>		
Current contract liabilities <sup>(1)</sup>	\$ 4,849	\$ 991
Noncurrent contract liabilities <sup>(1)</sup>	8,068	—
Total contract liabilities (Deferred revenue)	<u>\$ 12,917</u>	<u>\$ 991</u>

<sup>(1)</sup> Current contract liabilities and Noncurrent contract liabilities are included in "Deferred revenue" and "Other noncurrent liabilities," respectively, in our consolidated balance sheets.

Deferred revenue typically consists of upfront payments received before we satisfy the associated performance obligation. The increase in deferred revenue from December 31, 2022 to December 31, 2023 was due to payments received from a customer for village enhancements in Australia and a payment received from a customer related to an asset transportation contract, which will all be recognized over the contracted terms.

## 8. ASSETS HELD FOR SALE

As of December 31, 2023, assets held for sale included certain assets in the U.S. These assets were recorded at the estimated fair value less costs to sell, which exceeded or equaled their carry values. During the first quarter of 2023, we sold the accommodation assets in Louisiana. The land at this location remains in assets held for sale as of December 31, 2023.

During the third quarter of 2023, we entered into a definitive agreement to sell our McClelland Lake Lodge assets for approximately C\$49 million, or US\$36 million. The related assets had no remaining carrying value. During the year ended December 31, 2023, we recognized \$14.2 million in demobilization costs and received \$28.2 million in cash proceeds associated with the sale. We expect to recognize the remaining demobilization costs and the proceeds of the sale in the first quarter of 2024.

As of December 31, 2022, assets held for sale included certain assets in our Canadian business segment and the U.S. These assets were recorded at the estimated fair value less costs to sell, which exceeded their carrying values.

The following table summarizes the carrying amount as of December 31, 2023 and 2022 of the assets classified as held for sale (in thousands):

	December 31, 2023	December 31, 2022
<b>Assets held for sale:</b>		
Property, plant and equipment, net	\$ 5,873	\$ 8,653
Total assets held for sale	<u>\$ 5,873</u>	<u>\$ 8,653</u>

## 9. GOODWILL AND OTHER INTANGIBLE ASSETS

Changes in the carrying amount of goodwill (all of which is in our Australia segment) from December 31, 2021 to December 31, 2023 are as follows (in thousands):

	<b>Total</b>
Goodwill as of December 31, 2021	\$ 8,204
Foreign currency translation	(532)
Goodwill as of December 31, 2022	\$ 7,672
Foreign currency translation	18
Goodwill as of December 31, 2023	\$ 7,690

The following table presents the total amount of other intangible assets and the related accumulated amortization for major intangible asset classes as of December 31, 2023 and 2022 (in thousands):

	<b>December 31, 2023</b>		<b>December 31, 2022</b>	
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>
<b>Amortizable Intangible Assets</b>				
Customer relationships	\$ 40,728	\$ (40,728)	\$ 40,656	\$ (40,656)
Trade name	3,363	(3,363)	3,324	(3,324)
Contracts / agreements	143,725	(65,754)	149,356	(67,637)
Total amortizable intangible assets	<u>\$ 187,816</u>	<u>\$ (109,845)</u>	<u>\$ 193,336</u>	<u>\$ (111,617)</u>
<b>Indefinite-Lived Intangible Assets Not Subject to Amortization</b>				
Licenses	28	—	28	—
Total indefinite-lived intangible assets	<u>28</u>	<u>—</u>	<u>28</u>	<u>—</u>
Total intangible assets	<u>\$ 187,844</u>	<u>\$ (109,845)</u>	<u>\$ 193,364</u>	<u>\$ (111,617)</u>

The weighted average remaining amortization period for all intangible assets, other than indefinite-lived intangibles, was 14.1 years as of December 31, 2023 and 15.0 years as of December 31, 2022. Amortization expense was \$5.8 million, \$5.9 million and \$6.0 million in the years ended December 31, 2023, 2022 and 2021, respectively.

As of December 31, 2023, the estimated remaining amortization of our amortizable intangible assets was as follows (in thousands):

	<b>Year Ending December 31,</b>
2024	\$ 5,616
2025	5,616
2026	5,616
2027	5,616
2028	5,616
Thereafter	49,891
Total	<u>\$ 77,971</u>

## 10. LEASES

We have operating and finance leases covering certain land locations and various office facilities and equipment in our two reportable business segments. Our leases have remaining lease terms of one year to seven years, some of which include options to extend the leases for up to 10 years, and some of which include options to terminate the leases within 90 days. In addition, we do not recognize right-of-use assets or lease liabilities for leases with terms shorter than twelve months.



The components of lease expense were \$4.2 million, \$5.0 million and \$5.9 million under operating leases for the years ended December 31, 2023, 2022 and 2021, respectively. The components of lease expense were \$0.2 million, \$0.0 million and \$0.0 million under finance leases for the years ended December 31, 2023, 2022 and 2021, respectively. Included in the measurement of lease liabilities, we paid \$4.6 million and \$0.1 million in cash related to operating leases and finance leases during the year ended December 31, 2023, respectively. Right-of-use assets obtained in exchange for new lease obligations during the year ended December 31, 2023 were \$0.6 million.

Supplemental balance sheet information related to leases were as follows (in thousands):

	December 31, 2023	December 31, 2022
<b>Operating leases</b>		
Operating lease right-of-use assets	\$ 12,286	\$ 15,722
Other current liabilities	\$ 3,594	\$ 3,792
Operating lease liabilities	9,264	12,771
Total operating lease liabilities	<u>\$ 12,858</u>	<u>\$ 16,563</u>
<b>Finance leases</b>		
Other noncurrent assets	\$ 760	\$ —
Other current liabilities	\$ 164	\$ —
Other noncurrent liabilities	613	—
Total finance lease liabilities	<u>\$ 777</u>	<u>\$ —</u>
<b>Weighted average remaining lease term</b>		
Operating leases	4.1 years	4.8 years
Finance leases	4.3 years	—
<b>Weighted average discount rate</b>		
Operating leases	5.5 %	5.4 %
Finance leases	6.6 %	— %

Maturities of lease liabilities at December 31, 2023, were as follows (in thousands):

Year Ending December 31,	Operating Leases	Finance Leases	Total
2024	\$ 4,341	\$ 222	\$ 4,563
2025	3,366	222	3,588
2026	2,721	222	2,943
2027	2,548	216	2,764
2028	1,238	63	1,301
Thereafter	554	—	554
Total lease payments	14,768	945	15,713
Less imputed interest	1,910	168	2,078
Total	<u>\$ 12,858</u>	<u>\$ 777</u>	<u>\$ 13,635</u>

## 11. DEBT

As of December 31, 2023 and 2022, long-term debt consisted of the following (in thousands):

	December 31, 2023	December 31, 2022
Canadian term loan; weighted average interest rate of 8.2% for the twelve-month period ended December 31, 2023	\$ —	\$ 29,532
U.S. revolving credit facility; weighted average interest rate of 10.2% for the twelve-month period ended December 31, 2023	—	—
Canadian revolving credit facility; weighted average interest rate of 8.3% for the twelve-month period ended December 31, 2023	65,554	101,147
Australian revolving credit facility; weighted average interest rate of 6.8% for the twelve-month period ended December 31, 2023	—	1,358
	<u>65,554</u>	<u>132,037</u>
Less: Unamortized debt issuance costs	—	1,084
Total debt	<u>65,554</u>	<u>130,953</u>
Less: Current portion of long-term debt, including unamortized debt issuance costs, net	—	28,448
Long-term debt, less current maturities	<u>\$ 65,554</u>	<u>\$ 102,505</u>

Scheduled maturities of long-term debt as of December 31, 2023 are as follows (in thousands):

	Year Ending December 31,
2024	\$ —
2025	65,554
	<u>\$ 65,554</u>

### *Credit Agreement*

As of December 31, 2023, our Credit Agreement (as then amended to date, the Credit Agreement) provided for: (i) a \$200.0 million revolving credit facility scheduled to mature on September 8, 2025, allocated as follows: (A) a \$10.0 million senior secured revolving credit facility in favor of one of our U.S. subsidiaries, as borrower; (B) a \$155.0 million senior secured revolving credit facility in favor of Civeo, as borrower; and (C) a \$35.0 million senior secured revolving credit facility in favor of one of our Australian subsidiaries, as borrower; and (ii) a C\$100.0 million term loan facility, which was fully repaid, on December 31, 2023 in favor of Civeo.

The Credit Agreement was amended effective March 31, 2023 to, among other things, change the benchmark interest rate for certain U.S. dollar-denominated loans in each of the Australian Revolving Facility, Canadian Revolving Facility, and U.S. Revolving Facility from London Inter-Bank Offered Rate to Term Secured Overnight Financing Rate (SOFR).

U.S. dollar amounts outstanding under the facilities provided by the Credit Agreement bear interest at a variable rate equal to the Term SOFR plus a margin of 3.00% to 4.00%, or a base rate plus 2.00% to 3.00%, in each case based on a ratio of our total net debt to Consolidated EBITDA (as defined in the Credit Agreement). Canadian dollar amounts outstanding bear interest at a variable rate equal to a Bankers' Acceptance Discount Rate (as defined in the Credit Agreement) based on the Canadian Dollar Offered Rate (CDOR) plus a margin of 3.00% to 4.00%, or a Canadian Prime rate plus a margin of 2.00% to 3.00%, in each case based on a ratio of our total net debt to Consolidated EBITDA. Australian dollar amounts outstanding under the Credit Agreement bear interest at a variable rate equal to the Bank Bill Swap Bid Rate plus a margin of 3.00% to 4.00%, based on a ratio of our total net debt to Consolidated EBITDA. The future transition from CDOR as an interest rate benchmark is addressed in the Credit Agreement and at such time the transition from CDOR takes place, an alternate benchmark will be established based on the first alternative of the following, plus a benchmark replacement adjustment, Term Canadian Overnight Repo Rate Average (CORRA) and Compound CORRA.

The Credit Agreement contains customary affirmative and negative covenants that, among other things, limit or restrict: (i) indebtedness, liens and fundamental changes; (ii) asset sales; (iii) specified acquisitions; (iv) certain restrictive agreements; (v) transactions with affiliates; and (vi) investments and other restricted payments, including dividends and other distributions. In addition, we must maintain a minimum interest coverage ratio, defined as the ratio of consolidated EBITDA to consolidated interest expense, of at least 3.00 to 1.00 and a maximum net leverage ratio, defined as the ratio of total net debt to Consolidated EBITDA, of no greater than 3.00 to 1.00. Following a qualified offering of indebtedness, we will be required to maintain a maximum leverage ratio of no greater than 3.50 to 1.00 and a maximum senior secured ratio less than 2.00 to 1.00. Each of the

factors considered in the calculations of these ratios are defined in the Credit Agreement. EBITDA and consolidated interest, as defined, exclude goodwill and asset impairments, debt discount amortization, amortization of intangibles and other non-cash charges. We were in compliance with our covenants as of December 31, 2023.

Borrowings under the Credit Agreement are secured by a pledge of substantially all of our assets and the assets of our subsidiaries subject to customary exceptions. The obligations under the Credit Agreement are guaranteed by our significant subsidiaries. As of December 31, 2023, we had seven lenders that were parties to the Credit Agreement, with total revolving commitments ranging from \$16.1 million to \$37.1 million. As of December 31, 2023, we had outstanding letters of credit of \$0.3 million under the U.S. facility, zero under the Australian facility and \$1.1 million under the Canadian facility. We also had outstanding bank guarantees of A\$0.8 million under the Australian facility.

## 12. ASSET RETIREMENT OBLIGATIONS

AROs at December 31, 2023 and 2022 were (in thousands):

	2023	2022
Asset retirement obligations	\$ 16,215	\$ 18,113
Less: Asset retirement obligations due within one year <sup>(1)</sup>	2,576	4,550
Long-term asset retirement obligations	<u>\$ 13,639</u>	<u>\$ 13,563</u>

<sup>(1)</sup> Classified as a current liability on the consolidated balance sheets, under the caption “Other current liabilities.” Balance at December 31, 2023 related to remediation work planned for 2024.

Total accretion expense related to AROs was \$1.1 million, \$1.8 million and \$1.4 million during the years ended December 31, 2023, 2022 and 2021, respectively.

During the years ended December 31, 2023, 2022 and 2021, our ARO changed as follows (in thousands):

	2023	2022	2021
Balance as of January 1	\$ 18,113	\$ 13,745	\$ 14,993
Accretion of discount	1,104	1,830	1,429
Change in estimates of existing obligations	1,366	4,138	(763)
Settlement of obligations	(4,756)	(455)	(1,943)
Foreign currency translation	388	(1,145)	29
Balance as of December 31	<u>\$ 16,215</u>	<u>\$ 18,113</u>	<u>\$ 13,745</u>

## 13. RETIREMENT PLANS

We sponsor various defined contribution plans. Participation in these plans is available to substantially all employees. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will generally have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which services are rendered by employees. We recognized expense of \$10.2 million, \$8.2 million and \$7.6 million related to matching contributions under our various defined contribution plans during the years ended December 31, 2023, 2022 and 2021, respectively.

### *Canadian Retirement Savings Plan*

We offer a defined contribution retirement plan to our Canadian employees. In Canada, we contribute, on a matched basis, an amount up to 5% of each Canadian based, salaried employee’s earnings (base salary plus annual incentive compensation) to the legislated maximum for a Deferred Profit Sharing Plan (DPSP). The maximum for 2023 was C\$15,780. DPSP is a form of defined contribution retirement savings plan governed by Canadian federal tax legislation which provides for the deferral of tax on deposits and investment returns until removed from the plan to support retirement income. Employer contributions vest upon the completion of two years of service. Employee contributions are required in order to be eligible for the DPSP employer matching. Maximum employer matching (5% noted above) is attained with 6% employee contribution which would go into a Group Registered Retirement Savings Plan. The two plans work in tandem. Contributions to the “Retirement Savings Plan” for Canadian employees are subject to the annual maximum total registered savings limit of C\$30,780 in 2023 as set out in the Canadian Tax Act.

### ***Australian Retirement Savings Plan***

Our Australian subsidiary contributes to various defined contribution plans for its employees in accordance with legislation governing the calculation of the Superannuation Guarantee Surcharge (SGC). SGC is contributed by the employer at a rate of 10.5% of the base salary of an employee, capped at the legislated maximum contribution base which is indexed annually.

Our Australian subsidiary makes no investment decisions on behalf of the employee and has no obligations other than to remit the defined contributions to the plan selected by each individual employee.

### ***U.S. Retirement Savings Plan***

We offer a defined contribution 401(k) retirement plan to substantially all of our U.S. employees. Participants may contribute from 1% to 75% of their base and cash incentive compensation (subject to Internal Revenue Service limitations), and we make matching contributions under this plan on the first 6% of the participant's compensation (100% match of the first 4% employee contribution and 50% match on the next 2% contribution). Our matching contributions vest at a rate of 40% after two years of service and 20% per year for each of the employee's next three years of service and are fully vested thereafter.

## **14. INCOME TAXES**

The Company's operations are conducted through various subsidiaries in a number of countries throughout the world. The Company has provided for income taxes based upon the tax laws and rates in the countries in which operations are conducted and income is earned.

***Income tax expense (benefit).*** Pre-tax income (loss) for the years ended December 31, 2023, 2022 and 2021 consisted of the following (in thousands):

	2023	2022	2021
Canada operations	\$ 5,524	\$ 3,040	\$ 2,498
Foreign operations	34,839	7,692	3,375
Total	<u>\$ 40,363</u>	<u>\$ 10,732</u>	<u>\$ 5,873</u>

The components of the income tax expense (benefit) for the years ended December 31, 2023, 2022 and 2021 consisted of the following (in thousands):

	2023	2022	2021
Current:			
Canada	\$ 142	\$ 31	\$ 141
Foreign	3,685	194	165
Total	<u>\$ 3,827</u>	<u>\$ 225</u>	<u>\$ 306</u>
Deferred:			
Canada	\$ —	\$ —	\$ —
Foreign	6,806	4,177	3,070
Total	<u>\$ 6,806</u>	<u>\$ 4,177</u>	<u>\$ 3,070</u>
Net income tax expense (benefit)	<u>\$ 10,633</u>	<u>\$ 4,402</u>	<u>\$ 3,376</u>

The net income tax expense (benefit) differs from an amount computed at Canadian statutory rates as follows for the years ended December 31, 2023, 2022 and 2021 (in thousands):

	2023		2022		2021	
Canadian federal tax benefit at statutory rates	\$ 6,054	15.0 %	\$ 1,610	15.0 %	\$ 779	13.3 %
Canadian provincial income tax	497	1.2 %	282	2.6 %	215	3.7 %
Effect of foreign income tax, net	5,481	13.6 %	1,809	16.9 %	1,189	20.2 %
Valuation allowance	(2,556)	(6.3)%	153	1.4 %	1,028	17.5 %
Noncontrolling interest	125	0.3 %	(562)	(5.2)%	—	— %
Non-deductible compensation	1,009	2.5 %	808	7.5 %	526	9.0 %
Unrealized intercompany foreign currency translation gain	(148)	(0.4)%	(250)	(2.3)%	(708)	(12.1)%
Deemed income from foreign subsidiaries	322	0.8 %	331	3.1 %	297	5.1 %
Other, net	(151)	(0.4)%	221	2.0 %	50	0.8 %
Net income tax expense (benefit)	<u>\$ 10,633</u>	<u>26.3 %</u>	<u>\$ 4,402</u>	<u>41.0 %</u>	<u>\$ 3,376</u>	<u>57.5 %</u>

**Deferred Tax Liabilities and Assets.** The significant items giving rise to the deferred tax assets and liabilities as of December 31, 2023 and 2022 are as follows (in thousands):

	2023	2022
Deferred tax assets:		
Net operating loss	\$ 54,274	\$ 75,326
Employee benefits	1,796	2,810
Deductible goodwill and other intangibles	48,201	48,432
Land	3,461	3,159
Other reserves	7,890	7,439
Deferred revenue	2,381	—
Operating lease liabilities	3,199	4,133
Capital losses	2,036	1,930
Other	1,770	2,303
Deferred tax assets	<u>125,008</u>	<u>145,532</u>
Valuation allowance	(78,769)	(82,905)
Deferred tax assets, net	<u>\$ 46,239</u>	<u>\$ 62,627</u>
Deferred tax liabilities:		
Intangibles	\$ (18,949)	\$ (20,098)
Depreciation	(36,048)	(43,394)
Operating lease right-of-use assets	(3,045)	(3,913)
Deferred tax liabilities	<u>(58,042)</u>	<u>(67,405)</u>
Net deferred tax liabilities, net	<u>\$ (11,803)</u>	<u>\$ (4,778)</u>

At December 31, 2023 and 2022, we had no undistributed earnings of foreign subsidiaries that would be subject to income tax upon distribution to Canada from a foreign subsidiary. As such, as of December 31, 2023 and 2022, we did not provide for deferred taxes on any such earnings of our foreign subsidiaries.

**NOL Carryforwards.** The following table summarizes net operating loss (NOL) carryforwards at December 31, 2023 (in thousands):

	Amount	Expiration Period
Net operating loss carryforwards:		
Canada – Federal and provincial	\$ 144,242	Begins to expire in 2035
U.S. – Federal	34,028	Begins to expire in 2036
U.S. – Federal	30,655	Does not expire
U.S. – State, tax effected	6,073	Begins to expire in 2024

**Change in Valuation Allowance.** Realization of our deferred tax assets is dependent upon, among other things, our ability to generate taxable income of the appropriate character in the future.

Changes in our valuation allowance for the years ended December 31, 2023 and 2022 are as follows (in thousands):

Balance as of December 31, 2021	\$ (85,351)
Change in income tax provision	(153)
Other change	(1,178)
Foreign currency translation	3,777
Balance as of December 31, 2022	(82,905)
Change in income tax provision	2,556
Other change	1,767
Foreign currency translation	(187)
Balance as of December 31, 2023	<u>\$ (78,769)</u>

As of each reporting date, management considers new evidence, both positive and negative, that could affect our view of the future realization of deferred tax assets. As of December 31, 2023, management determined that there is not sufficient evidence to conclude that it is more likely than not that the Canadian and U.S. net deferred tax assets are realizable, therefore we have maintained the valuation allowance in both of these jurisdictions. As of December 31, 2023, management determined that there is not sufficient evidence to conclude that it is more likely than not that the Australia deferred tax assets related to certain capital assets are realizable, therefore we have maintained a partial valuation allowance in Australia.

**Unrecognized Tax Benefits.** We file tax returns in the jurisdictions in which they are required. All of these returns are subject to examination or audit and possible adjustment as a result of assessments by taxing authorities. We believe that we have recorded sufficient tax liabilities and do not expect the resolution of any examination or audit of our tax returns to have a material adverse effect on our operating results, financial condition or liquidity.

Our Canadian federal tax returns subsequent to 2018 are subject to audit by the Canada Revenue Agency. Our Australian subsidiary's federal income tax returns subsequent to 2018 are open for review by the Australian Taxation Office. Our U.S. subsidiary's federal tax returns subsequent to 2019 are subject to audit by the U.S. Internal Revenue Service.

The total amount of unrecognized tax benefits as of December 31, 2023, 2022 and 2021 was zero. Unrecognized tax benefits, if recognized, would affect the effective tax rate. We accrue interest and penalties, if applicable, related to unrecognized tax benefits as a component of our provision for income taxes. As of December 31, 2023, 2022 and 2021, we had accrued zero of interest expense and penalties.

## 15. COMMITMENTS AND CONTINGENCIES

We are a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters, including warranty and product liability claims as a result of our products or operations. Although we can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on us, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided for or covered by insurance, will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

## 16. PREFERRED SHARES

On April 2, 2018, we issued 9,679 Series A preferred shares as part of the acquisition of Noralta Lodge Ltd. (Noralta Acquisition). The Series A preferred shares had an initial liquidation preference of \$10,000 per share. Holders of the Series A preferred shares were entitled to receive a 2% annual dividend on the liquidation preference paid quarterly in cash or, at our option, by increasing the Series A preferred shares' liquidation preference or any combination thereof. During the fourth quarter of 2018, 637 Series A preferred shares initially held in escrow to support certain obligations of the Noralta Acquisition were released. On October 30, 2022, 3,617 Series A preferred shares were repurchased from the holders for approximately \$30.6 million, which included accrued dividends of under \$0.1 million. On December 13, 2022, the holders of the Series A preferred shares elected to convert the remaining 5,425 Series A preferred shares outstanding into 1,504,539 common shares. As of December 31, 2022, we had no Series A preferred shares outstanding.



During the years ended December 31, 2022 and 2021, we recognized preferred dividends on the Series A preferred shares as follows (in thousands):

	2022	2021
In-kind dividends	\$ 1,706	\$ 1,925
Cash dividend on repurchased preferred shares	65	—
Total preferred dividends	<u>\$ 1,771</u>	<u>\$ 1,925</u>

The Board of Directors (Board) elected to pay the dividends beginning June 30, 2018 through December 12, 2022 through an increase in the liquidation preference rather than in cash. The paid-in-kind dividend of \$1.7 million and \$1.9 million is included in Preferred dividends on the accompanying consolidated statements of operations for the years ended December 31, 2022 and 2021, respectively. On December 13, 2022, the holders of the Series A preferred shares converted all outstanding Series A preferred shares into common shares. Following such conversion, no further dividends were required to be paid.

## 17. SHARE REPURCHASE PROGRAMS AND DIVIDENDS

### *Share Repurchase Programs*

In August 2023, 2022 and 2021, our Board authorized common share repurchase programs to repurchase up to 5.0% of our total common shares which were issued and outstanding, or approximately 742,000, 685,000 and 715,000 common shares, respectively, over a twelve month period.

The repurchase authorization allows repurchases from time to time in open market transactions, including pursuant to trading plans adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. We have funded, and intend to continue to fund, repurchases through cash on hand and cash generated from operations. The common shares repurchased under the share repurchase programs are cancelled in the periods they are acquired and the payment is accounted for as an increase to accumulated deficit in our Consolidated Statements of Changes in Shareholders' Equity in the period the payment is made.

The following table summarizes our common share repurchases pursuant to our share repurchase programs (in thousands, except per share data).

	2023	2022	2021
Shares repurchased	564	124	217
Average price paid per share	\$ 20.60	\$ 28.54	\$ 21.38
Dollar-value of shares repurchased	\$ 11,634	\$ 3,540	\$ 4,649

In addition to the shares repurchased pursuant to our share repurchase programs, we repurchased 374,753 common shares from a shareholder for approximately \$10.7 million during the three months ended September 30, 2022.

### *Dividends*

Our Board declared a quarterly dividend on October 27, 2023 of \$0.25 per common share to shareholders of record as of close of business on November 27, 2023. The total cash payment of \$3.7 million was paid on December 18, 2023. Our Board declared a quarterly dividend on September 5, 2023 of \$0.25 per common share to shareholders of record as of close of business on September 15, 2023. The total cash payment of \$3.7 million was paid on September 29, 2023. The dividends are eligible dividends pursuant to the Income Tax Act (Canada).

## 18. ACCUMULATED OTHER COMPREHENSIVE LOSS

Our accumulated other comprehensive loss decreased \$4.5 million from \$385.2 million at December 31, 2022 to \$380.7 million at December 31, 2023, as a result of foreign currency exchange rate fluctuations. Changes in other comprehensive loss during 2023 were primarily driven by the Australian dollar and Canadian dollar increasing in value compared to the U.S. dollar. Excluding intercompany balances, our Canadian dollar and Australian dollar functional currency net assets totaled approximately C\$234 million and A\$205 million, respectively, at December 31, 2023.

## 19. SHARE-BASED COMPENSATION

Certain key employees and non-employee directors participate in the Amended and Restated 2014 Equity Participation Plan of Civeo Corporation (the Civeo Plan). The Civeo Plan authorizes our Board and the Compensation Committee of our Board to approve and grant awards of options, awards of restricted shares, performance awards, phantom share units and dividend equivalents, awards of deferred shares, and share payments to our employees and non-employee directors. No more than 3.0 million Civeo common shares are authorized to be issued under the Civeo Plan.

Share-based compensation expense recognized in the years ended December 31, 2023, 2022 and 2021 totaled \$11.8 million, \$14.9 million and \$9.9 million, respectively. Share-based compensation expense is reflected in Selling, general and administrative expense in our consolidated statements of operations. The total income tax benefit recognized in the consolidated statements of operations for share-based compensation arrangements was approximately \$0.6 million, \$0.8 million and \$0.5 million for the years ended December 31, 2023, 2022 and 2021, respectively.

### *Phantom Share Units*

We grant phantom share unit awards, which vest a third per year over a three year period. Each phantom share unit award is equal in value to one common share. Upon vesting, each recipient will receive a lump sum cash payment equal to the fair market value of a common share on the respective vesting date in respect of each phantom share unit then vesting. These awards are accounted for as a liability that is remeasured at each reporting date until paid.

The following table presents the changes in phantom share unit awards outstanding and related information for our employees during the years ended December 31, 2023, 2022 and 2021:

	<b>Number of Awards</b>
Nonvested shares at December 31, 2020	458,175
Granted	354,535
Vested	(163,499)
Forfeited	(27,081)
Nonvested shares at December 31, 2021	622,130
Granted	335,098
Vested	(270,382)
Forfeited	(27,558)
Nonvested shares at December 31, 2022	659,288
Granted	229,845
Vested	(335,178)
Forfeited	(33,394)
Nonvested shares at December 31, 2023	520,561

At December 31, 2023, the balance of the liability for the phantom share awards was \$5.7 million. For the years ended December 31, 2023, 2022 and 2021, we made phantom share cash payments of \$10.4 million, \$6.0 million and \$3.1 million, respectively. At December 31, 2023, unrecognized compensation cost related to phantom shares was \$6.5 million, as remeasured at December 31, 2023, which is expected to be recognized over a weighted average period of 1.6 years. The weighted average grant-date fair value per share of phantom shares granted during the years ended December 31, 2023, 2022 and 2021 was \$31.05, \$21.97 and \$19.80, respectively.

### *Performance Share Awards*

We grant performance share awards, which cliff vest after three years subject to attainment of applicable performance goals. Awards granted in 2023 and 2022 will be earned in amounts between 0% and 200% of the participant's target performance share award, based equally on (i) the payout percentage associated with Civeo's relative TSR rank among a peer group of other companies and (ii) the payout percentage associated with Civeo's cumulative operating cash flow over the performance period relative to a preset target. Awards granted in 2021 are earned in amounts between 0% and 200% of the participant's target performance share award, based on (i) the payout percentage associated with Civeo's relative TSR rank among a peer group of other companies and (ii) the payout percentage associated with Civeo's cumulative free cash flow over the performance period relative to a preset target. The grant-date fair value of the portion of the performance awards tied to

cumulative operating cash flow and free cash flow is based on target achievement and the closing market price of our common shares on the date of grant. We evaluate the probability of achieving the performance goals throughout the performance period and will adjust share-based compensation expense based on the number of shares expected to vest based on our estimate of the most probable performance outcome.

The fair value of the TSR portion of each performance share award was estimated using a Monte Carlo simulation pricing model that uses the assumptions noted in the following table. The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the performance share at the time of grant. The dividend yield on our common shares was assumed to be zero since we did not pay dividends when the awards were granted. The expected market price volatility of our common shares was based on an estimate that considers the historical and implied volatility of our common shares as well as a peer group of companies over a time period equal to the expected term of the award. The initial TSR performance was based on historical performance of our common shares and the peer group's common shares.

	2023	2022	2021
Risk-free weighted interest rate	4.4 %	1.7 %	0.2 %
Expected volatility	73.0 %	78.0 %	83.0 %
Initial TSR	4.1 %	14.1 %	27.1 %

The following table presents the changes in performance share awards outstanding and related information for our employees during the year ended December 31, 2023, 2022 and 2021:

	Number of Awards	Weighted Average Grant Date Fair Value Per Share
Nonvested shares at December 31, 2020	152,312	\$ 52.86
Granted	130,649	26.86
Performance adjustment <sup>(1)</sup>	28,466	—
Vested	(93,922)	63.60
Forfeited	(1,296)	44.76
Nonvested shares at December 31, 2021	216,209	\$ 33.97
Granted	123,385	27.69
Performance adjustment <sup>(2)</sup>	22,235	—
Vested	(107,795)	44.76
Forfeited	—	—
Nonvested shares at December 31, 2022	254,034	\$ 29.81
Granted	86,454	38.45
Performance adjustment <sup>(3)</sup>	—	—
Vested <sup>(3)</sup>	—	—
Forfeited	(8,487)	32.67
Nonvested shares at December 31, 2023	332,001	\$ 32.37

<sup>(1)</sup> Related to 2018 performance share awards that vested in 2021, which were paid out at 150% based on Civeo's TSR rank.

<sup>(2)</sup> Related to 2019 performance share awards that vested in 2022, which were paid out at 126% based on Civeo's TSR rank.

<sup>(3)</sup> No performance share awards vested in 2023.

During the years ended December 31, 2023, 2022 and 2021, we recognized compensation expense associated with performance share awards totaling \$3.4 million, \$2.6 million and \$2.4 million, respectively. At December 31, 2023, unrecognized compensation cost related to performance share awards was \$3.8 million, which is expected to be recognized over a weighted average period of 1.7 years.

### ***Restricted Share Awards/ Restricted Share Units/ Deferred Share Awards***

The following table presents the changes in restricted share awards, restricted share units and deferred share awards outstanding and related information for our employees and non-employee directors during the years ended December 31, 2023, 2022 and 2021:

	<b>Number of Awards/Units</b>	<b>Weighted Average Grant Date Fair Value Per Share</b>
Nonvested shares at December 31, 2020	105,091	\$ 34.56
Granted	59,027	17.58
Vested	(77,304)	35.76
Forfeited	(1,957)	30.36
Nonvested shares at December 31, 2021	84,857	\$ 21.76
Granted	40,465	25.64
Vested	(86,290)	21.83
Nonvested shares at December 31, 2022	39,032	\$ 25.62
Granted	50,336	21.02
Vested	(39,770)	25.53
Nonvested shares at December 31, 2023	49,598	\$ 21.02

The weighted average grant-date fair value per share for restricted share awards, restricted share units and deferred share awards granted during 2023, 2022 and 2021 was \$21.02, \$25.64 and \$17.58, respectively. The total fair value of restricted share awards, restricted share units and deferred share awards vested during 2023, 2022 and 2021 was \$0.9 million, \$2.1 million and \$1.5 million, respectively. At December 31, 2023, unrecognized compensation cost related to restricted share awards, restricted share units and deferred share awards was \$0.4 million, which is expected to be recognized over a weighted average period of 0.4 years. In addition, at December 31, 2023, all nonvested shares were related to non-employee directors.

### ***Options to Purchase Common Shares***

No options were awarded or exercised in 2023, 2022 or 2021. We had 287 outstanding options at December 31, 2023 that expire in February 2024 with a weighted average exercise price per share of \$262.44.

As no options were exercised in the last three years, the total intrinsic value of options exercised by our employees during 2023, 2022 and 2021 was zero. Additionally, the tax benefits realized for the tax deduction from options exercised during 2023, 2022 and 2021 totaled zero.

At December 31, 2023, unrecognized compensation cost related to options was zero.

## **20. SUPPLEMENTAL CASH FLOW INFORMATION**

Cash paid during the years ended December 31, 2023, 2022 and 2021 for interest and income taxes was as follows (in thousands):

	<b>2023</b>	<b>2022</b>	<b>2021</b>
Interest (net of amounts capitalized)	\$ 10,250	\$ 9,226	\$ 9,991
Net income taxes paid, net of refunds received	251	220	334

## 21. ACQUISITIONS

### *Noralta*

On April 2, 2018, we acquired the equity of Noralta. As a result of the Noralta Acquisition, we expanded our existing accommodations business in the Canadian oil sands market. The total consideration, which was subject to adjustment in accordance with the terms of the definitive agreement, included (i) C\$207.7 million (or approximately US\$161.2 million) in cash, subject to customary post-closing adjustments for working capital, indebtedness and transactions expenses, (ii) 2.7 million of our common shares, of which 1.1 million shares were held in escrow and released based on certain conditions related to Noralta customer contracts remaining in place, and (iii) 9,679 Series A preferred shares with an initial liquidation preference of \$96.8 million and initially convertible into 2.4 million of our common shares. We funded the cash consideration with cash on hand and borrowings under our revolving credit facility.

During the second quarters of each of 2023, 2022 and 2021, 0.4 million shares were released to the sellers from escrow.

## 22. SEGMENT AND RELATED INFORMATION

In accordance with current accounting standards regarding disclosures about segments of an enterprise and related information, we have identified two reportable segments, Canada and Australia, which represent our strategic focus on hospitality services and workforce accommodations. Prior to the first quarter of 2023, we presented the U.S. operating segment as a separate reportable segment. Our operating segment in the U.S. no longer meets the reportable segment quantitative thresholds required by U.S. GAAP and is included below within the Corporate, other and eliminations category. Prior periods have been updated to be consistent with the presentation for the year ended December 31, 2023.

Financial information by business segment for each of the three years ended December 31, 2023, 2022 and 2021 is summarized in the following table (in thousands):

	Total Revenues	Depreciation and amortization	Operating (loss) income	Capital expenditures	Total assets
<b>2023</b>					
Canada	\$ 352,795	\$ 46,319	\$ 20,187	\$ 9,216	\$ 769,543
Australia	336,763	28,696	36,317	21,632	205,702
Corporate, other and eliminations	11,247	127	(17,017)	785	(427,183)
Total	<u>\$ 700,805</u>	<u>\$ 75,142</u>	<u>\$ 39,487</u>	<u>\$ 31,633</u>	<u>\$ 548,062</u>
<b>2022</b>					
Canada	\$ 395,997	\$ 55,503	\$ 17,023	\$ 11,588	\$ 726,640
Australia	278,252	30,521	14,731	12,757	198,795
Corporate, other and eliminations	22,803	1,190	(14,736)	1,076	(359,251)
Total	<u>\$ 697,052</u>	<u>\$ 87,214</u>	<u>\$ 17,018</u>	<u>\$ 25,421</u>	<u>\$ 566,184</u>
<b>2021</b>					
Canada	\$ 321,378	\$ 47,253	\$ 12,816	\$ 6,747	\$ 764,519
Australia	251,074	33,110	7,303	6,823	226,318
Corporate, other and eliminations	22,011	2,738	(14,067)	2,001	(318,103)
Total	<u>\$ 594,463</u>	<u>\$ 83,101</u>	<u>\$ 6,052</u>	<u>\$ 15,571</u>	<u>\$ 672,734</u>

Financial information by geographic segment as of and for each of the three years ended December 31, 2023, 2022 and 2021, is summarized below (in thousands). Other revenues include export sales. Revenues are attributable to countries based on the location of the entity selling the products or performing the services. Long-lived assets are attributable to countries based on the physical location of the entity and its operating assets and do not include intercompany balances.

	Canada	Australia	Other	Total
<b>2023</b>				
Revenues from unaffiliated customers	\$ 352,795	\$ 336,763	\$ 11,247	\$ 700,805
Long-lived assets	230,940	137,789	4,087	372,816
<b>2022</b>				
Revenues from unaffiliated customers	\$ 395,997	\$ 278,252	\$ 22,803	\$ 697,052
Long-lived assets	263,112	144,489	5,034	412,635
<b>2021</b>				
Revenues from unaffiliated customers	\$ 321,378	\$ 251,074	\$ 22,011	\$ 594,463
Long-lived assets	325,160	177,607	12,774	515,541

### 23. VALUATION ACCOUNTS

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

	Balance at Beginning of Period	Charged (Reduction) to Costs and Expenses	Deductions (Net of Recoveries)	Translation and Other, Net	Balance at End of Period
<b>Year Ended December 31, 2023:</b>					
Allowance for credit losses on accounts receivable	\$ 299	\$ 79	\$ (181)	\$ 2	\$ 199
Valuation allowance for deferred tax assets	82,905	(2,556)	(1,767)	187	78,769
<b>Year Ended December 31, 2022:</b>					
Allowance for credit losses on accounts receivable	\$ 361	\$ 115	\$ (162)	\$ (15)	\$ 299
Valuation allowance for deferred tax assets	85,351	153	1,178	(3,777)	82,905
<b>Year Ended December 31, 2021:</b>					
Allowance for credit losses on accounts receivable	\$ 275	\$ 131	\$ (30)	\$ (15)	\$ 361
Valuation allowance for deferred tax assets	88,251	1,028	(656)	(3,272)	85,351



# APPENDIX

## Non-GAAP Reconciliations

The term EBITDA is a non-GAAP financial measure that is defined as net income (loss) attributable to Civeo Corporation plus interest, taxes, depreciation and amortization. The term Adjusted EBITDA is a non-GAAP financial measure that is defined as EBITDA adjusted to exclude certain other unusual or non-operating items. EBITDA and Adjusted EBITDA are not measures of financial performance under generally accepted accounting principles and should not be considered in isolation from or as a substitute for net income or cash flow measures prepared in accordance with generally accepted accounting principles or as a measure of profitability or liquidity. Additionally, EBITDA and Adjusted EBITDA may not be comparable to other similarly titled measures of other companies. Civeo has included EBITDA and Adjusted EBITDA as supplemental disclosures because its management believes that EBITDA and Adjusted EBITDA provide useful information regarding its ability to service debt and to fund capital expenditures and provide investors a helpful measure for comparing Civeo's operating performance with the performance of other companies that have different financing and capital structures or tax rates. Civeo uses EBITDA and Adjusted EBITDA to compare and to monitor the performance of its business segments to other comparable public companies and as a benchmark for the award of incentive compensation under its annual incentive compensation plan.

The following table sets forth a reconciliation of EBITDA and Adjusted EBITDA to net income attributable to Civeo Corporation, which is the most directly comparable measure of financial performance calculated under generally accepted accounting principles (in thousands) (unaudited):

	12 MONTHS ENDED DECEMBER 31		
	2023	2022	2021
Net income attributable to Civeo Corporation	\$ 30,157	\$ 3,997	\$ 1,350
Income tax provision (benefit)	10,633	4,402	3,376
Depreciation and amortization	75,142	87,214	83,101
Interest income	(172)	(39)	(2)
Loss on extinguishment of debt	—	—	416
Interest expense	13,177	11,474	12,964
EBITDA	\$ 128,937	\$ 107,048	\$ 101,205
Adjustments to EBITDA			
Impairment of long-lived assets <sup>(1)</sup>	1,395	5,721	7,935
Net gain on disposition of McClelland Lake Lodge assets <sup>(2)</sup>	(28,298)	—	—
Adjusted EBITDA	\$ 102,034	\$ 112,769	\$ 109,140

<sup>(1)</sup> Relates to asset impairments recorded in 2023, 2022 and 2021. In the fourth quarter of 2023, we recorded a pretax loss related to the impairment of long-lived assets in the U.S. of \$1.4 million, which is included in Impairment expense on the statements of operations.

In the fourth quarter of 2022, we recorded a pre-tax loss related to the impairment of long-lived assets in our Australian segment of \$3.8 million and a pre-tax loss related to the impairment of long-lived assets in the U.S. of \$1.9 million, which is included in Impairment expense on the statements of operations.

In the second quarter of 2021, we recorded a pre-tax loss related to the impairment of long-lived assets in our Australian segment of \$7.9 million, which is included in Impairment expense on the statements of operations.

<sup>(2)</sup> Relates to proceeds received and expenses incurred associated with the dismantlement and sale of the McClelland Lake Lodge. In the fourth quarter of 2023, we recorded gains associated with the sale of the McClelland Lake Lodge of \$33.2 million, which are included in Gain on sale of McClelland Lake Lodge assets, net (\$23.5 million) and Other income (\$9.7 million) on the statements of operations. In the third quarter of 2023, we recorded expenses associated with the sale of our McClelland Lake Lodge of \$4.9 million, which are included in Gain on sale of McClelland Lake Lodge assets, net on the statements of operations.

The term net leverage ratio is a non-GAAP financial measure that is defined as net debt divided by bank-adjusted EBITDA. Net debt, bank-adjusted EBITDA and net leverage ratio are not financial measures under GAAP and should not be considered in isolation from or as a substitute for total debt, net income (loss) or cash flow measures prepared in accordance with GAAP or as a measure of profitability or liquidity. Additionally, net debt, bank-adjusted EBITDA and net leverage ratio may not be comparable to other similarly titled measures of other companies. Civeo has included net debt, bank-adjusted EBITDA and net leverage ratio as a supplemental disclosure because its management believes that this data provides useful information regarding the level of the Company's indebtedness and its ability to service debt. Additionally, per Civeo's credit agreement, the Company is required to maintain a net leverage ratio below 3.0x every quarter to remain in compliance with the credit agreement.

The following table sets forth a reconciliation of net debt, bank-adjusted EBITDA and net leverage ratio to the most directly comparable measures of financial performance calculated under GAAP (in thousands) (unaudited):

	<b>AS OF DECEMBER 31</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Total debt	\$ 65,554	\$ 132,037	\$ 175,130
Less: Cash and cash equivalents	3,323	7,954	6,282
Net debt	<u>\$ 62,231</u>	<u>\$ 124,083</u>	<u>\$ 168,848</u>
Adjusted EBITDA for the twelve months ended December 31, 2023, 2022 and 2021 <sup>(1)</sup>	\$ 102,034	\$ 112,769	\$ 109,140
Adjustments to Adjusted EBITDA			
Stock-based compensation	4,460	3,787	4,127
Interest income	172	39	2
Incremental adjustments for McClelland Lake Lodge disposition <sup>(2)</sup>	<u>3,330</u>	<u>—</u>	<u>—</u>
Bank-adjusted EBITDA	<u>\$ 109,996</u>	<u>\$ 116,595</u>	<u>\$ 113,269</u>
Net leverage ratio <sup>(3)</sup>	0.6x	1.1x	1.5x

<sup>(1)</sup> See above for reconciliation of Adjusted EBITDA to net income attributable to Civeo Corporation.

<sup>(2)</sup> Related to incremental adjustments associated with the sale of the McClelland Lake Lodge assets as required by our credit facility.

<sup>(3)</sup> Calculated as net debt divided by bank-adjusted EBITDA.

The term Free Cash Flow is a non-GAAP financial measure that is defined as net cash flows provided by operating activities less capital expenditures plus proceeds from asset sales. Free Cash Flow is not a measure of financial performance under generally accepted accounting principles and should not be considered in isolation from or as a substitute for cash flow measures prepared in accordance with generally accepted accounting principles or as a measure of profitability or liquidity. Additionally, Free Cash Flow may not be comparable to other similarly titled measures of other companies. Civeo has included Free Cash Flow as a supplemental disclosure because its management believes that Free Cash Flow provides useful information regarding the cash flow generating ability of its business relative to its capital expenditure and debt service obligations. Civeo uses Free Cash Flow to compare and to understand, manage, make operating decisions and evaluate Civeo's business. It is also used as a benchmark for the award of incentive compensation under its annual incentive compensation plan.

The following table sets forth a reconciliation of Free Cash Flow to Net Cash Flows Provided by Operating Activities, which is the most directly comparable measure of financial performance calculated under generally accepted accounting principles (in thousands) (unaudited):

	<b>12 MONTHS ENDED DECEMBER 31</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Net Cash Flows Provided By Operating Activities	\$ 96,565	\$ 91,773	\$ 88,534
Capital expenditures	(31,633)	(25,421)	(15,571)
Proceeds from disposition of property, plant and equipment	<u>16,740</u>	<u>16,286</u>	<u>14,306</u>
Free Cash Flow	<u>\$ 81,672</u>	<u>\$ 82,638</u>	<u>\$ 87,269</u>

## Directors and Officers

### BOARD OF DIRECTORS

**Richard A. Navarre**  
Chairman of the Board

**C. Ronald Blankenship**  
Director

**Bradley J. Dodson**  
President and Chief Executive Officer

**Jay K. Grewal**  
Director

**Martin A. Lambert**  
Director

**Michael Montelongo**  
Director

**Constance B. Moore**  
Director

**Charles Szalkowski**  
Director

**Timothy O. Wall**  
Director

### EXECUTIVE OFFICERS

**Bradley J. Dodson**  
President and Chief Executive Officer

**Barclay Brewer**  
Interim Chief Financial Officer and Treasurer

**Peter McCann**  
Senior Vice President, Australia

**Allan D. Schoening**  
Senior Vice President, Canada

## General Information

<b>Auditors</b> Ernst & Young LLP Houston, Texas	<b>Legal Counsel</b> Gibson, Dunn & Crutcher LLP Houston, Texas	<b>Headquarters</b> 333 Clay Street Suite 4980 Houston, Texas 77002 Tel: 713.510.2400 Fax: 713.510.2499  www.civeo.com
<b>Transfer Agent</b> Odyssey Trust Company Stock Exchange Tower 1230 – 300 5th Avenue SW Calgary, AB T2P 3C4 1-587-885-0960 (all regions) 1-888-290-1175 (USA and Canada) shareholders@odysseytrust.com	<b>Trading Information</b> New York Stock Exchange Ticker Symbol: CVEO	

## Forward-looking Statements

The foregoing contains forward-looking statements within the meaning of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are those that do not state historical facts and are, therefore, inherently subject to risks and uncertainties. The forward-looking statements herein include the statements regarding Civeo's future plans and outlook, including growth strategies, shareholder return framework and ESG initiatives, are based on then current expectations and entail various risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these forward-looking statements. Such risks and uncertainties include, among other things, risks associated with the general nature of the accommodations industry, risks associated with the level of supply and demand for oil, coal, iron ore and other minerals, including the level of activity, spending and developments in the Canadian oil sands, the level of demand for coal and other natural resources from, and investments and opportunities in, Australia, and fluctuations or sharp declines in the current and future prices of oil, natural gas, coal, iron ore and other minerals, risks associated with failure by our customers to reach positive final investment decisions on, or otherwise not complete, projects with respect to which we have been awarded contracts, which may cause those customers to terminate or postpone contracts, risks associated with currency exchange rates, risks associated with the Company's ability to integrate acquisitions, risks associated with the development of new projects, including whether such projects will continue in the future, risks associated with the trading price of the Company's common shares, availability and cost of capital, risks associated with general global economic conditions, global weather conditions, natural disasters and security threats and changes to government and environmental regulations, including climate change, risks associated with global health concerns, and other factors discussed in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of Civeo's annual report on Form 10-K for the year ended December 31, 2023 and other reports the Company may file from time to time with the U.S. Securities and Exchange Commission. Each forward-looking statement contained herein speaks only as of the date of this report. Except as required by law, Civeo expressly disclaims any intention or obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise.



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