

**PATTERSON-UTI ENERGY, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(Adopted March 9, 2010, and as amended through February 26, 2021)**

These Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Patterson-UTI Energy, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities to the Company and its stockholders. These Guidelines, together with applicable laws, the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents form a framework for the governance of the Company.

**1. Role of the Board of Directors and the Non-Executive Chairman**

The core responsibility of the members of the Board is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders, and to perform their duties of care and loyalty. The Board oversees management and provides policy guidance on the business and affairs of the Company. The Board selects the Chairman of the Board and the senior management team of the Company, which is responsible for operating the Company’s business, and monitors the performance of senior management. In discharging their duties, the Board members may rely on the Company’s senior executives and outside advisors and auditors.

The primary responsibilities of the Board include:

- reviewing and overseeing the implementation of the Company’s strategic plans and objectives;
- overseeing the Company’s processes for assessing and managing risks;
- adopting and overseeing policies of corporate conduct that address compliance with applicable laws and regulations and that address maintenance of necessary accounting, financial, and other controls;
- nominating directors and appointing members to Board committees;
- reviewing and approving significant corporate actions and transactions;
- selecting, evaluating the performance of, and setting compensation for the senior executives; and
- succession planning for the Board and senior executives.

The Board may delegate responsibilities to the committees of the Board in accordance with applicable law.

At times when the Board has a non-Executive Chairman, the primary responsibilities of the non-Executive Chairman include:

- in coordination with the Chief Executive Officer, planning the Board meeting agenda and flow of information to directors related to matters to be considered at the meeting;
- chairing the meetings of the Board;

- briefing the Chief Executive Officer, as appropriate, on executive sessions of the Board which the Chief Executive Officer does not attend;
- reviewing and responding, as appropriate, after consultation with the Chief Executive Officer, to communications from stockholders directed to, or requesting or requiring a response from, the Board;
- communicating and coordinating with the Chairs of the Board committees to enhance the efficiency and effectiveness of the committees;
- communicating informally with other directors between meetings to foster dialog among directors;
- communicating regularly with the Chief Executive Officer, and on occasion, as appropriate, other members of senior management, to enhance the effectiveness of communications between the directors and management;
- attending, as often as reasonably practicable, meetings of Board committees;
- overseeing Board committee structure, including assignments of members and committee Chairs; and
- taking a lead role in Chief Executive Officer succession planning.

## **2. Board Meetings**

The Board typically meets during scheduled meetings on a quarterly basis. The Board holds additional meetings when needed to address issues of special concern or urgency. The Chairman of the Board establishes the agenda for each Board meeting, taking into account suggestions from other members of the Board and senior management. Directors may also raise any topics that are not set forth in the agenda. Directors are expected to make a diligent effort to attend all Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to discharge properly their responsibilities. All information relevant to the Board's understanding of matters to be discussed at a Board or committee meeting generally should be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting to facilitate the efficient use of meeting time. All meetings of the Board are to be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Board, are to be duly filed in the Company records. Independent directors will meet periodically in executive sessions at which only independent directors are present. The executive session discussions may include such topics as the independent directors may determine.

## **3. Board Size**

The number of directors may be fixed or changed by amendment of the Bylaws of the Company or by resolution of the Board, which assesses periodically whether a larger or smaller number of directors would be preferable.

## **4. Board Member Criteria**

The members of the Board should collectively possess a broad range of skills, expertise, industry and other knowledge, as well as the highest personal and professional ethics, integrity and values, sound business judgment, willingness to commit sufficient time to the Board and be committed to

representing the long-term interests of the Company's stockholders. Members of the Board may include certain executives who can provide the Board with information and insight about the Company. As part of the nomination process, the Nominating and Corporate Governance Committee will consider diversity in professional background, experience, expertise (including as to financial matters) and perspective (including as to age, gender and ethnicity) with respect to Board composition as a whole. In addition, at least a majority of the members of the Board shall consist of directors who the Board has determined are independent. Generally, a director is independent if he or she is not an executive officer or employee of the Company or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board makes an annual affirmative determination regarding the independence of each director after consideration of all relevant facts and circumstances and in accordance with the standards of director independence under the listing standards of the Nasdaq National Market ("Nasdaq"). The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics that the Board seeks in Board members as well as the composition of the Board as a whole, including an annual evaluation of whether members qualify as independent under applicable standards.

## **5. Director Identification, Evaluation and Nomination**

The Nominating and Corporate Governance Committee (the "Committee" for purposes of this Section 5) is responsible for recommending to the Board candidates for nomination and election. The Committee annually reviews with the Board the skills and characteristics required of Board nominees and makes its nominations in consideration of, among other things, the Board Member Criteria described above. The Committee will also consider candidates that are formally nominated by stockholders following the procedures described in Article I of the Company's Bylaws. The Committee reviews the individual performance and qualifications of each person who wishes to be considered for nomination, including nomination for reelection, to the Board.

The Board members are elected by stockholders, except that any vacancies on the Board that occur between stockholder elections are filled by action of the majority of the remaining members of the Board until an election is held to fill such vacancy. If a director receives in an uncontested election a greater number of "withhold" votes than votes cast "for" his or her election, the Committee will undertake a prompt evaluation of the appropriateness of the director's continued service on the Board. In performing this evaluation, the Committee will review all factors it deems relevant, including the stated reasons why votes were withheld, the director's length of service, his or her past contributions to the Company and the availability of other qualified candidates. The Committee will then make its recommendation to the Board. The Board will review the Committee's recommendation and consider such further factors and information as it deems relevant. The Board will act on the Committee's recommendation no later than 90 days following the date of the stockholders' meeting. If the Board determines remedial action is appropriate, the director shall promptly take whatever action is requested by the Board. If the director does not promptly take the recommended remedial action or if the Board determines that immediate resignation is in the best interests of the Company and its stockholders, the Board may accept the director's resignation that will have been tendered as described below. The Company will publicly disclose the Board's decision in a Current Report on Form 8-K with the Securities and Exchange Commission. The director in question will not participate in the Committee's or the Board's

analysis. In furtherance of the foregoing, each director shall as a condition to his or her appointment or election as a director or nomination as a director agree in writing to comply with the terms of this policy and provide to the Board an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which such director faces re-election and (ii) Board acceptance of such resignation.

## **6. Board Committees**

The Board has an Executive Committee, an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The members of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be independent directors under the Nasdaq listing standards and any other applicable laws, rules or regulations. Committee members shall be appointed annually by the Board. Each committee has a written charter that sets forth the purposes, goals and responsibilities of the committees. The Board and each committee have the power to hire independent legal, financial or other advisors, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

## **7. Director Compensation**

Directors who are also employees of the Company do not receive compensation for serving as a director or as a member of a committee of the Board. Each non-employee director receives annual cash compensation and/or equity-based compensation for his or her services. Each non-employee director that serves on the Audit Committee or the Compensation Committee receives additional annual cash compensation per each committee on which he or she serves, with the Chair of each such committee receiving additional annual cash compensation. The Chair of the Nominating and Corporate Governance Committee and, at times while the Board has an Executive Chairman, the Lead Director, receive additional annual cash compensation. At times when the Board has a non-Executive Chairman, the non-Executive Chairman receives additional annual cash compensation and/or equity-based compensation. The Compensation Committee periodically reviews director compensation and recommends changes, as appropriate, to the Board for approval. All directors are reimbursed for reasonable out-of-pocket expenses incurred in connection with serving as a member of the Board.

## **8. Director Access to Officers, Employees and Outside Advisors**

Board members have full access to officers and other employees of the Company and the Company's outside advisors to ensure that directors can ask all questions and gather all information necessary to fulfill their duties. Board members' contact with management should be handled in a manner that is not disruptive to the Company's business operations. Any non-routine communication resulting from such contact should generally be copied to the Chief Executive Officer or Chief Financial Officer. Executives who are not Board members may attend Board meetings or committee meetings at the invitation of the Chairman of the Board to provide information and insight to the Board or a committee thereof.

## **9. Succession Planning**

The Board oversees processes and procedures to provide continuity of well-qualified executive leadership and to assess whether such leadership possesses the skill and talent to execute the Company's long term business strategies. The Board annually reviews the succession planning for the Chief Executive Officer and the senior executives tailored to reflect the Board's standards for executive leadership and the Company's business strategy and vision. The succession planning addresses both current and long term needs of the Company and establishes a process for identifying and assessing potential internal candidates; periodic review and assessment of readiness; contingency planning for temporary absences of the Chief Executive Officer due to disability or other unexpected event; and long term continuity planning for succession to the Chief Executive Officer position. The Board will review and assess the succession planning with the Nominating and Governance Committee and management on at least on an annual basis.

## **10. Annual Performance Evaluation**

The Nominating and Corporate Governance Committee annually reviews and evaluates the performance of the Board, each Committee of the Board, and each director in order to improve the effectiveness of the Board and each Committee of the Board. The Committee assesses the contributions of the Board as a whole and each of its Committees and identifies areas in which improvements may be made. The results of the evaluations are reviewed and discussed with the Board and its Committees, and recommendations are made, as appropriate, to the Board and its Committees.

## **11. Clawback Policy**

The Board will require each of its Named Executive Officers (as such term is defined in Item 402 of Regulation S-K) to agree in writing to reimburse the Company, to the fullest extent permitted by applicable law, for any bonus, severance payments or incentive compensation awarded to such executive officer after the effective date of this policy in the event that the Board learns that any misconduct by such executive officer contributed to the Company having to restate all or a portion of its financial statements. The Board will take such action as it deems necessary to remedy the misconduct, prevent its recurrence, and if it deems appropriate based on the relevant facts and circumstances, take remedial action against such executive officer, which may include requiring the reimbursement of any bonus or incentive compensation awarded to such executive officer or effect the cancellation of stock awards previously granted to such executive officer if: (i) the amount of the bonus, incentive compensation or stock award was calculated based upon the achievement of certain financial results that were subsequently the subject of a restatement, (ii) such executive officer engaged in intentional misconduct that caused or partially caused the need for the restatement, and (iii) the amount of the bonus, incentive compensation or stock award that would have been awarded to such executive officer had the financial results been properly reported would have been lower than the amount actually awarded. In addition, the Board, in its full and complete discretion, may dismiss such executive officer, authorize legal action for breach of fiduciary duty or take such other action to enforce such executive officer's obligations to the Company as the Board determines fit the facts surrounding the particular case.

## **12. Communicating Concerns to the Board**

The Company has established means for employees, stockholders and other interested persons to communicate their concerns to the Board. Persons may communicate with the Board, or directly with its Chairman, by submitting such communication in writing in care of Chairman of the Board of Directors, Patterson-UTI Energy, Inc., 10713 West Sam Houston Parkway North, Suite 800, Houston, Texas 77064. Persons may communicate with the independent members of the Board by submitting such communication in writing to the Nominating and Corporate Governance Committee of the Board of Directors of Patterson-UTI Energy, Inc., 10713 West Sam Houston Parkway North, Suite 800, Houston, Texas 77064. In addition, if employees, stockholders and other interested persons have a concern about the Company's books, records, internal accounting and financial controls, audit matters or other areas, they may communicate their concerns anonymously through the Company's Corporate Governance Hotline at 1-844-66-SHARP or using an application on the Company's website.

### **13. Review of Governance Guidelines**

The Nominating and Corporate Governance Committee is responsible for overseeing these Guidelines. The Nominating and Corporate Governance Committee reviews these Guidelines annually and recommends changes to the Board as appropriate for approval and adoption.

These Guidelines are subject to modification and the Board may, in the exercise of its discretion, deviate from these Guidelines from time to time, as the Board may deem appropriate or as required by applicable laws, regulations or listing standards.