

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment

Blank lines for listing Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attachment

Blank lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment

Blank lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *[Handwritten Signature]* Date ▶ October 5, 2023
Print your name ▶ C. Andrew Smith Title ▶ EVP & CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LAUREN REICHENAU	<i>Lauren Reichenau</i>	10/05/2023		P01269759
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶	86-106577
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Patterson-UTI Energy, Inc.
(successor to NexTier Oilfield Solutions Inc.)
EIN: 75-2504748 (PTEN); EIN: 38-4016639 (NEX)
Attachment to Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger (as defined below) on securities.¹ The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders of NexTier Oilfield Solutions Inc. (“NEX”) Capital Stock (defined below) are encouraged to consult their independent tax advisors regarding the particular consequences of the Merger (defined below) to them (including the applicability and effect of all federal, state, local and non-U.S. laws).

Line 14

On September 1, 2023, Pecos Merger Sub. Inc. (“**Merger Sub**”), a Delaware corporation and wholly owned subsidiary of Patterson-UTI Energy, Inc. (“**PTEN**”), merged with and into NEX, with NEX surviving (the “**First Step Merger**”). Immediately following the First Step Merger, NEX merged with and into Pecos Second Merger Sub LLC² (“**Merger Sub LLC**”), a Delaware limited liability company (the existence of which is disregarded as separate from that of PTEN for U.S. federal income tax purposes), with Merger Sub LLC surviving (the “**Second Step Merger**,” and together with the First Step Merger, the “**Merger**”). The Merger was carried out pursuant to an Agreement and Plan of Merger between PTEN, Merger Sub, Merger Sub LLC, and NEX dated June 14, 2023 (the “**Merger Agreement**”).

As a result of the Merger, each share of NEX common stock (the “**NEX Capital Stock**”) (including each Company Restricted Stock Award but other than the Excluded Shares) was converted into the right to receive 0.7520 of a share of PTEN common stock (the “**PTEN Stock**”),³ except that cash was paid in lieu of any fractional shares of PTEN Stock.

Line 15

In general, the Merger is intended to qualify as a tax-free reorganization under section 368(a). As such, any holder of NEX Capital Stock should not recognize gain or loss under section 354

¹ Unless otherwise specified, all “**section**” references are to the U.S. Internal Revenue Code (“**IRC**”) of 1986, as amended, and all “**Treas. Reg. §**” and “**Prop. Treas. Reg. §**” references are to the final and proposed U.S. Department of the Treasury (the “**Treasury**”) regulations promulgated and proposed thereunder (“**Treasury Regulations**”), each as in effect on the date or dates relevant for this Form 8937.

² Pecos Second Merger Sub LLC was subsequently renamed NexTier Oilfield Solutions LLC.

³ Capitalized terms that are not defined in this document have the meaning assigned to them in the Merger Agreement.

on the receipt of PTEN Stock. Under section 358(a), the tax basis a stockholder had in a share of NEX Capital Stock should transfer to the PTEN Stock received in exchange therefor, including any fractional shares the stockholder is deemed received under the fiction described above for the cash received in lieu fractional shares (the “**Adjusted Tax Basis**”).

In general, gain or loss may be recognized under section 302(a), however, to extent cash was received in lieu of a fractional share of PTEN Stock. Specifically, a holder of NEX Capital Stock who receives cash in lieu of a fractional share of PTEN Stock generally will be treated as having received such fractional share of PTEN Stock and then as having sold such fractional share of PTEN Stock for cash. As a result, the stockholder generally will recognize gain or loss equal to the difference between the amount of cash received and the portion of the Adjusted Tax Basis the stockholder had in its NEX Capital Stock surrendered that is allocated to such fractional share of PTEN Stock.

Holders of NEX Capital Stock should consult their independent tax advisors as to the specific tax consequences of the Merger to them in their particular circumstances.

Line 16

The Adjusted Tax Basis must generally be allocated to the shares of PTEN Stock received in a manner that reflects, to the greatest extent possible, the basis in the shares of NEX Capital Stock that were acquired on the same date and at the same price. To the extent it is not possible to allocate the Adjusted Tax Basis in this manner, the aggregate tax basis in the NEX Capital Stock surrendered must be allocated to the PTEN Stock in a manner that minimizes the disparity in the holding periods of the NEX Capital Stock whose basis is allocated to any particular share of PTEN Stock received.

Line 17

Sections 354, 358, and 368(a)

Section 302(a) (with respect to cash received in lieu of any fractional shares)

Line 18

No loss may be recognized as a result of the Merger; however, former holders of NEX Capital Stock will generally recognize gain or loss on any cash received in lieu of a fractional share of PTEN Stock equal to the difference between the amount of cash received and the tax basis allocated to such fractional share.

Line 19

A holder of NEX Capital Stock should take into account the U.S. federal income tax consequences of the Merger in their tax year that includes September 1, 2023 (*e.g.*, in 2023 for calendar year taxpayers).