

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 5, 2025



KBR, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33146
(Commission File Number)

20-4536774
(I.R.S. Employer Identification No.)

601 Jefferson Street
Suite 3400
Houston, Texas 77002
(Address of principal executive offices)

Registrant's telephone number including area code: (713) 753-2000

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

| Title of each class | Trading symbol | Name of each exchange on which listed |
|---------------------------------|----------------|---------------------------------------|
| Common Stock, \$0.001 par value | KBR | New York Stock Exchange |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director.

KBR, Inc. (“KBR”) announced on August 7, 2025, the appointment of Huibert H. Vigeveno to its Board of Directors (the “Board”) effective August 5, 2025. Mr. Vigeveno will serve a term expiring at KBR’s 2026 annual meeting of stockholders. Mr. Vigeveno has not been appointed to serve on any of the standing committees of the Board; the Nominating and Corporate Governance Committee of the Board will make recommendations for such appointments at its next meeting.

Mr. Vigeveno, age 55, has enjoyed 30 years of service with Shell plc as a key leader with extensive global energy expertise and strong business acumen and will complete his distinguished career with the company later this year. From January 2020 to March 2025, he served as a member of Shell plc’s Executive Committee and as Director of Downstream, Renewables and Energy Solutions. From 2017 to 2019, Mr. Vigeveno was Executive Vice President, Global Commercial, and prior to that role, from 2015 to 2016, he led the integration and served as transition CEO of BG Group in the UK following its acquisition by Shell. From 2012 to 2015, Mr. Vigeveno was Executive Chairman, Shell China, and from 2009 to 2012, he was Vice President, Europe and Africa, Shell Supply and Distribution. Since joining Shell as a business analyst in 1995 in the UK, Mr. Vigeveno gained extensive sales, marketing, strategy, and general management experience during assignments in Chemicals, Shell Capital, LPG, and Lubricants in The Netherlands, UK, USA, Mexico, and Brazil. Mr. Vigeveno holds a Master of Business Administration degree from the Erasmus University in Rotterdam, The Netherlands.

There are no related party transactions between KBR and Mr. Vigeveno that are subject to disclosure under Item 404(a) of Regulation S-K. The Board has determined that Mr. Vigeveno is an “independent” director within the meaning of KBR’s Corporate Governance Guidelines and pursuant to the independence criteria set forth under the rules and regulations of the New York Stock Exchange and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act. As a non-employee director, Mr. Vigeveno is entitled to receive the standard compensation arrangements for KBR directors described under “Director Compensation” in KBR’s 2025 Proxy Statement as filed with the Securities and Exchange Commission on March 31, 2025, except that the grant value of the annual equity award of restricted stock units has since been increased from \$170,000 to \$175,000. There are no arrangements or understandings between Mr. Vigeveno and any other persons, pursuant to which Mr. Vigeveno was selected as a director.

The full text of the press release announcing Mr. Vigeveno’s appointment is attached hereto as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|--|
| 99.1 | KBR, Inc. press release dated August 7, 2025, titled, “KBR Appoints Huibert Vigeveno to Board of Directors.” |
| 104 | The cover page from this Current Report on Form 8-K, formatted in Inline XBRL |

SIGNATURE

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

KBR, INC.

August 7, 2025

/s/ Sonia Galindo

Sonia Galindo

Executive Vice President, General Counsel & Corporate Secretary

KBR Appoints Huibert Vigeveno to Board of Directors



HOUSTON, August 7, 2025 – KBR (NYSE: KBR) announced today the appointment of Huibert H. Vigeveno to its board of directors effective August 5, 2025.

Mr. Vigeveno, 55, brings a wealth of energy and industrial sector expertise to KBR’s board, a result of his 30 years of distinguished service with Shell. Mr. Vigeveno joined Shell in the U.K. in 1995 and gained significant sales, marketing, strategy and general management experience across the enterprise. Mr. Vigeveno also has substantial experience with mergers, acquisitions and similar strategic transactions. From January 2020 to March 2025, he served as a member of Shell plc’s executive committee and as director of Downstream, Renewables and Energy Solutions. From 2017 to 2019, Mr. Vigeveno was executive vice president of Global Commercial. Prior to that role, from 2015 to 2016, he led the integration and served as transition CEO of BG Group in the U.K. following its acquisition by Shell. Other roles include executive chairman of Shell China (2012 to 2015) and vice president of Shell Supply and Distribution in Europe and Africa (2009 to 2012). Mr. Vigeveno will officially step down at Shell in September 2025 to pursue other opportunities. He holds a Master of Business Administration degree from Erasmus University Rotterdam in the Netherlands.

“It is my great pleasure to welcome Huibert to the KBR Board of Directors,” said KBR board Chair, President and CEO Stuart Bradie. “His deep experience at Shell, his wide-ranging expertise, and his unique perspective will be strong additions to our board. We know his contributions will be invaluable as KBR continues to grow its reputation as a leading provider of more sustainable traditional energy and energy transition solutions.”

About KBR

We deliver science, technology and engineering solutions to governments and companies around the world. KBR employs approximately 37,000 people worldwide with customers in more than 80 countries and operations in over 29 countries. KBR is proud to work with its customers across the globe to provide technology, value-added services, and long-term operations and maintenance services to ensure consistent delivery with predictable results. At KBR, We Deliver.

Visit www.kbr.com

Forward Looking Statements

The statements in this press release that are not historical statements, including statements regarding future financial performance, are forward-looking statements within the meaning of the federal securities laws. These statements are subject to numerous risks, uncertainties and assumptions, many of which are beyond the company’s control, that could cause actual results to differ materially from the results expressed or implied by the statements. These risks, uncertainties and assumptions include, but are not limited to, those set forth in the company’s most recently filed Annual Report on Form 10-K, any subsequent Form 10-Qs and 8-Ks and other U.S. Securities and Exchange Commission filings, which discuss some of the important risks, uncertainties and assumptions that the company has identified that may affect its business, results of operations and financial condition. Due to such risks, uncertainties and assumptions, you are cautioned not to place undue reliance on such forward-looking statements, which

speaking only as of the date hereof. Except as required by law, the company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

For further information, please contact:

Investors

Jamie DuBray
Vice President, Investor Relations
713-753-5082
Investors@kbr.com

Media

Philip Ivy
Vice President, Global Communications and Marketing
713-753-3800
MediaRelations@kbr.com