

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2025

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: 001-38048



**KINETIK HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**81-4675947**

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

**2700 Post Oak Blvd, Suite 300**

**Houston, Texas, 77056**

(Address of principal executive offices)  
(Zip Code)

(713) 621-7330

(Registrant's telephone number, including area code)

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

| Title of each class                             | Trading Symbol(s) | Name of each exchange on which registered     |
|-------------------------------------------------|-------------------|-----------------------------------------------|
| <b>Class A common stock, \$0.0001 par value</b> | <b>KNTK</b>       | <b>New York Stock Exchange<br/>NYSE Texas</b> |

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 "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares of registrant's Class A Common Stock, par value \$0.0001 per share issued and outstanding as of [October 31, 2025](#)

64,027,442

Number of shares of registrant's Class C Common Stock, par value \$0.0001 per share issued and outstanding as of [October 31, 2025](#)

97,557,604

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## GLOSSARY OF TERMS

The following are abbreviations and definitions of certain terms which may be used in this Quarterly Report on Form 10-Q and certain terms which are commonly used in the exploration, production and midstream sectors of the oil and natural gas industry:

- *A/R Facility*. Accounts Receivable Securitization Facility
- *ASC*. Accounting Standards Codification
- *ASU*. Accounting Standards Updates
- *Bbl*. One stock tank barrel of 42 United States (“U.S.”) gallons liquid volume used herein in reference to crude oil, condensate or natural gas liquids
- *Bcf*. One billion cubic feet
- *Bcf/d*. One Bcf per day
- *Btu*. One British thermal unit, which is the quantity of heat required to raise the temperature of a one-pound mass of water by one-degree Fahrenheit
- *CODM*. Chief Operating Decision Maker
- *Delaware Basin*. Located on the western section of the Permian Basin. The Delaware Basin covers a 6.4 million acre area
- *EBITDA*. Earnings before interest, taxes, depreciation, and amortization
- *Field*. An area consisting of a single reservoir or multiple reservoirs all grouped on, or related to, the same individual geological structural feature or stratigraphic condition. The field name refers to the surface area, although it may refer to both the surface and the underground productive formations
- *FASB*. Financial Accounting Standards Board
- *GAAP*. United States Generally Accepted Accounting Principles
- *MBbl*. One thousand barrels of crude oil, condensate or NGLs
- *MBbl/d*. One MBbl per day
- *Mcf*. One thousand cubic feet of natural gas
- *Mcf/d*. One Mcf per day
- *MMBtu*. One million British thermal units
- *MMcf*. One million cubic feet of natural gas
- *MVC*. Minimum volume commitments
- *NGL or NGLs*. Natural gas liquids. Hydrocarbons found in natural gas, which may be extracted as liquefied petroleum gas and natural gasoline
- *Throughput*. The volume of crude oil, natural gas, NGLs, water and refined petroleum products transported or passing through a pipeline, plant, terminal or other facility during a particular period
- *SEC*. United States Securities and Exchange Commission

## FORWARD-LOOKING STATEMENTS AND RISK

This Quarterly Report on Form 10-Q includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical facts included or incorporated by reference in this Quarterly Report on Form 10-Q, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected revenues, projected costs and plans, and objectives of management for future operations, are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “could,” “expect,” “intend,” “project,” “estimate,” “anticipate,” “plan,” “believe,” “continue,” “seek,” “guidance,” “might,” “outlook,” “possibly,” “potential,” “prospect,” “should,” “would,” or similar terminology. The absence of these words does not mean that a statement is not forward-looking. Although we believe that the expectations reflected in such forward-looking statements are reasonable under the circumstances, we can give no assurance that such expectations will prove to have been correct. Key factors that could cause actual results to differ materially from our expectations include, but are not limited to, assumptions about:

- our ability to integrate operations or realize anticipated benefits, savings or growth from the Barilla Draw Acquisition (as defined herein). See *Note 2 — Business Combinations* in the Notes to our Condensed Consolidated Financial Statements set forth in this Form 10-Q;
- the market prices of oil, natural gas, NGLs, electricity and other products or services;
- competition from other pipelines, terminals or other forms of midstream assets and competition from other service providers for gathering system capacity and availability;
- production rates, throughput volumes, reserve levels and development success of dedicated oil and gas fields;
- our future financial condition, results of operations, liquidity, compliance with debt covenants and competitive position;
- our future revenues, cash flows and expenses;
- our access to capital and our anticipated liquidity;
- our future business strategy and other plans and objectives for future operations;
- the amount, nature and timing of our future capital expenditures, including future development costs;
- the risks associated with potential acquisitions, divestitures, new joint ventures or other strategic opportunities, including the EPIC Sale;
- the risks associated with the construction of midstream infrastructure, including delays and cost overruns;
- the recruitment and retention of our officers and personnel;
- the likelihood of success and impact of litigation and other proceedings, including regulatory proceedings;
- our assessment of our counterparty risk and the ability of our counterparties to perform their future obligations;
- the impact of federal, state and local political, regulatory and environmental developments where we conduct our business operations, including the effects of a prolonged U.S. government shutdown;
- the changes in the U.S. and foreign trade policy and the impact of tariffs on our business and results of operations;
- the occurrence of an extreme weather event, terrorist attack or other event that materially impacts project construction and our operations, including cyber or other operational electronic systems;
- our ability to successfully implement, execute and achieve our sustainability goals and initiatives;
- the realizability and valuation allowance assessment of our net deferred tax asset position;
- general economic and political conditions, including the global geopolitical conflicts, foreign and domestic trade policies under the Trump Administration and other factors;
- and other factors disclosed in “Part I, Item 1A. — Risk Factors” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, filed on March 3, 2025.

Other factors or events that could cause the Company's actual results to differ materially from the Company's expectations may emerge from time to time, and it is not possible for the Company to predict all such factors or events. All subsequent written and oral forward-looking statements attributable to the Company, or persons acting on its behalf, are expressly qualified in their entirety by the cautionary statements. All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by law, the Company disclaims any obligation to update or revise its forward-looking statements, whether based on changes in internal estimates or expectations, new information, future developments or otherwise.

# PART I — FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

### KINETIK HOLDINGS INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

|                                                                             | Three Months Ended September 30, |            | Nine Months Ended September 30, |            |
|-----------------------------------------------------------------------------|----------------------------------|------------|---------------------------------|------------|
|                                                                             | 2025                             | 2024       | 2025                            | 2024       |
| (In thousands, except per share data)                                       |                                  |            |                                 |            |
| Operating revenues:                                                         |                                  |            |                                 |            |
| Service revenue                                                             | \$ 103,338                       | \$ 103,100 | \$ 343,918                      | \$ 301,710 |
| Product revenue                                                             | 357,608                          | 290,423    | 981,703                         | 787,092    |
| Other revenue                                                               | 3,023                            | 2,839      | 8,349                           | 8,411      |
| Total operating revenues <sup>(1)</sup>                                     | 463,969                          | 396,362    | 1,333,970                       | 1,097,213  |
| Operating costs and expenses:                                               |                                  |            |                                 |            |
| Costs of sales (excluding depreciation and amortization) <sup>(2) (3)</sup> | 235,391                          | 144,586    | 615,452                         | 444,786    |
| Operating expenses                                                          | 76,137                           | 55,804     | 207,785                         | 143,278    |
| Ad valorem taxes                                                            | 7,099                            | 5,896      | 20,449                          | 18,400     |
| General and administrative expenses                                         | 30,096                           | 29,619     | 91,932                          | 94,846     |
| Depreciation and amortization expenses                                      | 95,409                           | 87,583     | 281,845                         | 236,250    |
| Loss (gain) on disposal of assets, net                                      | 50                               | —          | (15)                            | 4,090      |
| Total operating costs and expenses                                          | 444,182                          | 323,488    | 1,217,448                       | 941,650    |
| Operating income                                                            | 19,787                           | 72,874     | 116,522                         | 155,563    |
| Other income (expense):                                                     |                                  |            |                                 |            |
| Interest and other income                                                   | 303                              | 1,872      | 3,820                           | 2,272      |
| Loss on debt extinguishment                                                 | —                                | —          | (635)                           | (525)      |
| Gain on sale of equity method investment                                    | —                                | 29,953     | —                               | 89,837     |
| Interest expense                                                            | (61,721)                         | (66,029)   | (173,949)                       | (167,545)  |
| Equity in earnings of unconsolidated affiliates                             | 58,289                           | 53,244     | 174,472                         | 169,668    |
| Total other (expense) income, net                                           | (3,129)                          | 19,040     | 3,708                           | 93,707     |
| Income before income taxes                                                  | 16,658                           | 91,914     | 120,230                         | 249,270    |
| Income tax expense                                                          | 1,109                            | 8,260      | 11,003                          | 21,261     |
| Net income including noncontrolling interest                                | 15,549                           | 83,654     | 109,227                         | 228,009    |
| Net income attributable to Common Unit limited partners                     | 10,284                           | 57,891     | 74,187                          | 153,504    |
| Net income attributable to holders of Class A Common Stock                  | \$ 5,265                         | \$ 25,763  | \$ 35,040                       | \$ 74,505  |
| Net income attributable to holders of Class A Common Stock, per share       |                                  |            |                                 |            |
| Basic                                                                       | \$ 0.03                          | \$ 0.35    | \$ 0.41                         | \$ 1.03    |
| Diluted                                                                     | \$ 0.03                          | \$ 0.35    | \$ 0.41                         | \$ 1.02    |
| Weighted-average shares                                                     |                                  |            |                                 |            |
| Basic                                                                       | 61,866                           | 59,811     | 61,256                          | 59,116     |
| Diluted                                                                     | 62,428                           | 60,424     | 62,120                          | 59,852     |

1) Includes amounts associated with related parties of nil and \$17.2 million for the nine months ended September 30, 2025 and 2024, respectively. No operating revenue associated with related parties for the three months ended September 30, 2025 and 2024.

2) Includes amounts associated with related parties of \$6.6 million and \$12.8 million for the three months ended September 30, 2025 and 2024, respectively, and \$18.3 million and \$48.7 million for the nine months ended September 30, 2025 and 2024, respectively.

3) Costs of sales (excluding depreciation and amortization) is net of gas service revenues totaling \$88.3 million and \$60.2 million for the three months ended September 30, 2025 and 2024, respectively, \$224.1 million and \$159.4 million for the nine months ended September 30, 2025 and 2024, respectively, for certain volumes where we act as principal.

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**KINETIK HOLDINGS INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

|                                                                                                                                                                                        | September 30,<br>2025              | December 31,<br>2024 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|----------------------|
|                                                                                                                                                                                        | (In thousands, except shares data) |                      |
| ASSETS                                                                                                                                                                                 |                                    |                      |
| CURRENT ASSETS:                                                                                                                                                                        |                                    |                      |
| Cash and cash equivalents                                                                                                                                                              | \$ 7,737                           | \$ 3,606             |
| Accounts receivable, net of allowance for credit losses of \$1,000 in 2025 and 2024                                                                                                    | 77,362                             | 111,940              |
| Accounts receivable pledged                                                                                                                                                            | 178,600                            | 140,200              |
| Derivative assets                                                                                                                                                                      | 7,463                              | 2,308                |
| Prepaid and other current assets                                                                                                                                                       | 43,908                             | 36,705               |
|                                                                                                                                                                                        | 315,070                            | 294,759              |
| NONCURRENT ASSETS:                                                                                                                                                                     |                                    |                      |
| Property, plant and equipment, net                                                                                                                                                     | 3,808,365                          | 3,433,864            |
| Intangible assets, net                                                                                                                                                                 | 584,619                            | 652,490              |
| Derivative asset, non-current                                                                                                                                                          | 1,135                              | 65                   |
| Operating lease right-of-use assets                                                                                                                                                    | 83,071                             | 29,814               |
| Deferred tax assets                                                                                                                                                                    | 233,576                            | 203,996              |
| Deferred charges and other assets                                                                                                                                                      | 85,661                             | 76,994               |
| Investments in unconsolidated affiliates                                                                                                                                               | 2,085,499                          | 2,117,878            |
| Goodwill                                                                                                                                                                               | 5,077                              | 5,077                |
|                                                                                                                                                                                        | 6,887,003                          | 6,520,178            |
| Total assets                                                                                                                                                                           | \$ 7,202,073                       | \$ 6,814,937         |
| LIABILITIES, NONCONTROLLING INTEREST AND EQUITY                                                                                                                                        |                                    |                      |
| CURRENT LIABILITIES:                                                                                                                                                                   |                                    |                      |
| Accounts payable                                                                                                                                                                       | \$ 31,610                          | \$ 27,239            |
| Accrued expenses                                                                                                                                                                       | 228,378                            | 186,714              |
| Derivative liabilities                                                                                                                                                                 | 4,078                              | 10,011               |
| Current portion of operating lease liabilities                                                                                                                                         | 44,472                             | 18,701               |
| Current debt obligations                                                                                                                                                               | 178,600                            | 140,200              |
| Other current liabilities                                                                                                                                                              | 17,185                             | 35,689               |
|                                                                                                                                                                                        | 504,323                            | 418,554              |
| NONCURRENT LIABILITIES                                                                                                                                                                 |                                    |                      |
| Long term debt, net                                                                                                                                                                    | 3,956,330                          | 3,363,996            |
| Contract liabilities                                                                                                                                                                   | 33,030                             | 20,985               |
| Operating lease liabilities                                                                                                                                                            | 39,900                             | 11,490               |
| Derivative liabilities                                                                                                                                                                 | 332                                | 1,937                |
| Other liabilities                                                                                                                                                                      | 24,762                             | 2,148                |
| Deferred tax liabilities                                                                                                                                                               | 18,200                             | 16,761               |
|                                                                                                                                                                                        | 4,072,554                          | 3,417,317            |
| Total liabilities                                                                                                                                                                      | 4,576,877                          | 3,835,871            |
| COMMITMENTS AND CONTINGENCIES (Note 16)                                                                                                                                                |                                    |                      |
| Redeemable noncontrolling interest — Common Unit limited partners                                                                                                                      | 4,400,882                          | 5,955,662            |
| EQUITY:                                                                                                                                                                                |                                    |                      |
| Class A Common Stock: \$0.0001 par, 1,500,000,000 shares authorized, 64,106,232 and 59,929,611 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively | 6                                  | 6                    |
| Class C Common Stock: \$0.0001 par, 1,500,000,000 shares authorized, 97,557,604 and 97,783,034 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively | 10                                 | 9                    |
| Deferred consideration                                                                                                                                                                 | —                                  | 1                    |
| Additional paid-in capital                                                                                                                                                             | 221,979                            | —                    |
| Accumulated deficit                                                                                                                                                                    | (1,997,681)                        | (2,976,612)          |
| Total equity                                                                                                                                                                           | (1,775,686)                        | (2,976,596)          |
| Total liabilities, noncontrolling interest and equity                                                                                                                                  | \$ 7,202,073                       | \$ 6,814,937         |

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**KINETIK HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

|                                                                                   | Nine Months Ended September 30, |            |
|-----------------------------------------------------------------------------------|---------------------------------|------------|
|                                                                                   | 2025                            | 2024       |
|                                                                                   | (In thousands)                  |            |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                      |                                 |            |
| Net income including noncontrolling interest                                      | \$ 109,227                      | \$ 228,009 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                 |            |
| Depreciation and amortization expense                                             | 281,845                         | 236,250    |
| Amortization of deferred financing costs                                          | 5,892                           | 5,497      |
| Amortization of contract costs                                                    | 5,054                           | 4,965      |
| Contingent liabilities fair value adjustment                                      | 5,700                           | 1,400      |
| Distributions from unconsolidated affiliates                                      | 205,204                         | 223,670    |
| Derivative settlement                                                             | 626                             | (8,103)    |
| Derivative fair value adjustment                                                  | (14,389)                        | 8,938      |
| Gain on sale of equity method investment                                          | —                               | (89,837)   |
| (Gain) loss on disposal of assets, net                                            | (15)                            | 4,090      |
| Equity in earnings of unconsolidated affiliates                                   | (174,472)                       | (169,668)  |
| Loss on debt extinguishment                                                       | 635                             | 525        |
| Share-based compensation                                                          | 44,577                          | 52,868     |
| Deferred income taxes                                                             | 10,494                          | 19,733     |
| Changes in operating assets and liabilities:                                      |                                 |            |
| Accounts receivable and pledged receivable                                        | (3,822)                         | 29,492     |
| Other assets                                                                      | (16,057)                        | (3,729)    |
| Accounts payable                                                                  | (13,426)                        | (53,361)   |
| Accrued liabilities                                                               | 23,419                          | 4,815      |
| Other non-current liabilities                                                     | 22,614                          | (1,744)    |
| Operating leases                                                                  | 924                             | (454)      |
| Net cash provided by operating activities                                         | 494,030                         | 493,356    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                      |                                 |            |
| Property, plant and equipment expenditures                                        | (358,354)                       | (155,805)  |
| Intangible assets expenditures                                                    | (30,879)                        | (7,744)    |
| Investments in unconsolidated affiliates                                          | (1,206)                         | (3,273)    |
| Net cash paid for acquisition of interest in unconsolidated affiliates            | —                               | (85,417)   |
| Distributions from unconsolidated affiliates                                      | 2,853                           | 2,789      |
| Cash proceeds from sale of equity method investment                               | —                               | 524,390    |
| Cash proceeds from disposal of assets                                             | 137                             | 334        |
| Net cash paid for acquisition                                                     | (175,481)                       | (341,183)  |
| Net cash used in investing activities                                             | (562,930)                       | (65,909)   |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                      |                                 |            |
| Proceeds from borrowing under A/R Facility                                        | 88,200                          | 151,200    |
| Payments on A/R Facility                                                          | (49,800)                        | (1,200)    |
| Proceeds from borrowings from long-term debt                                      | 1,400,000                       | —          |
| Payments on long-term debt                                                        | (1,000,000)                     | (200,000)  |
| Payments of debt issuance costs, net                                              | (10,860)                        | (1,086)    |
| Payments of debt discount, net                                                    | (1,200)                         | (500)      |
| Proceeds from revolving line of credit                                            | 1,462,000                       | 826,000    |
| Payments on revolving line of credit                                              | (1,269,000)                     | (913,000)  |
| Cash dividends paid to Class A Common Stock shareholders                          | (143,521)                       | (128,428)  |
| Distributions paid to Class C Common Unit limited partners                        | (230,234)                       | (144,505)  |
| Repurchase of Class A Common Stock                                                | (172,554)                       | —          |
| Net cash provided by (used in) financing activities                               | 73,031                          | (411,519)  |
| Net change in cash                                                                | 4,131                           | 15,928     |

**KINETIK HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

|                                                                                            | <b>Nine Months Ended September 30,</b> |                  |
|--------------------------------------------------------------------------------------------|----------------------------------------|------------------|
|                                                                                            | <b>2025</b>                            | <b>2024</b>      |
|                                                                                            | <b>(In thousands)</b>                  |                  |
| CASH, BEGINNING OF PERIOD                                                                  | 3,606                                  | 4,510            |
| CASH, END OF PERIOD                                                                        | <u>\$ 7,737</u>                        | <u>\$ 20,438</u> |
| <b>SUPPLEMENTAL SCHEDULE OF INVESTING AND FINANCING ACTIVITIES</b>                         |                                        |                  |
| Cash paid for interest, net of amounts capitalized                                         | \$ 128,154                             | \$ 166,769       |
| Cash paid for income taxes, net                                                            | \$ 3,643                               | \$ 559           |
| Property and equipment and intangible accruals in accounts payable and accrued liabilities | \$ 44,977                              | \$ 24,140        |
| Right-of-use assets obtained in exchange for lease liabilities                             | \$ 34,735                              | \$ 42,974        |
| Class A Common Stock issued through dividend and distribution reinvestment plan            | \$ 1,137                               | \$ 75,243        |
| Fair value of assets acquired in business combinations                                     | \$ 191,133                             | \$ 910,221       |
| Cash consideration paid                                                                    | 175,481                                | 357,968          |
| Class C Common Units issued                                                                | —                                      | 148,200          |
| Deferred consideration                                                                     | —                                      | 275,000          |
| Contingent consideration                                                                   | —                                      | 64,000           |
| Liabilities assumed                                                                        | <u>\$ 15,652</u>                       | <u>\$ 65,053</u> |

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**KINETIK HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY AND NONCONTROLLING INTERESTS**  
**(UNAUDITED)**

|                                                                              | Redeemable<br>Noncontrolling<br>Interest —<br>Common Unit<br>Limited<br>Partners | Class A<br>Common Stock |        | Class C<br>Common Stock |        |                           |        | Additional<br>Paid-in<br>Capital | Accumulated<br>Deficit | Treasury<br>Stock | Total<br>Equity |
|------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------|--------|-------------------------|--------|---------------------------|--------|----------------------------------|------------------------|-------------------|-----------------|
|                                                                              |                                                                                  | Shares                  | Amount | Shares                  | Amount | Deferred<br>Consideration |        |                                  |                        |                   |                 |
|                                                                              |                                                                                  |                         |        |                         |        | Shares                    | Amount |                                  |                        |                   |                 |
| (In thousands)                                                               |                                                                                  |                         |        |                         |        |                           |        |                                  |                        |                   |                 |
| For the Quarter Ended September 30, 2024                                     |                                                                                  |                         |        |                         |        |                           |        |                                  |                        |                   |                 |
| Balance at June 30, 2024                                                     | \$ 4,289,591                                                                     | 59,736                  | \$ 6   | 97,783                  | \$ 9   | 7,680                     | \$ 1   | \$ —                             | \$ (1,206,909)         | \$ —              | \$(1,206,893)   |
| Issuance of common stock through dividend and distribution reinvestment plan | —                                                                                | 11                      | —      | —                       | —      | —                         | —      | 444                              | —                      | —                 | 444             |
| Share-based compensation                                                     | —                                                                                | 4                       | —      | —                       | —      | —                         | —      | 15,171                           | —                      | —                 | 15,171          |
| Net income                                                                   | 57,891                                                                           | —                       | —      | —                       | —      | —                         | —      | —                                | 25,763                 | —                 | 25,763          |
| Change in redemption value of noncontrolling interest                        | 509,035                                                                          | —                       | —      | —                       | —      | —                         | —      | (14,801)                         | (494,234)              | —                 | (509,035)       |
| Recognition of deferred tax asset                                            | —                                                                                | —                       | —      | —                       | —      | —                         | —      | (814)                            | —                      | —                 | (814)           |
| Distributions paid to Common Unit limited partners                           | (73,337)                                                                         | —                       | —      | —                       | —      | —                         | —      | —                                | —                      | —                 | —               |
| Dividends on Class A Common Stock (\$0.75 per share)                         | —                                                                                | —                       | —      | —                       | —      | —                         | —      | —                                | (45,341)               | —                 | (45,341)        |
| Balance at September 30, 2024                                                | \$ 4,783,180                                                                     | 59,751                  | \$ 6   | 97,783                  | \$ 9   | 7,680                     | \$ 1   | \$ —                             | \$ (1,720,721)         | \$ —              | \$(1,720,705)   |
| For the Quarter Ended September 30, 2025                                     |                                                                                  |                         |        |                         |        |                           |        |                                  |                        |                   |                 |
| Balance at June 30, 2025                                                     | \$ 4,376,104                                                                     | 63,545                  | \$ 6   | 92,777                  | \$ 9   | 7,680                     | \$ 1   | \$ 288,295                       | \$ (1,781,415)         | \$(72,554)        | \$(1,565,658)   |
| Issuance of deferred consideration for Durango Acquisition                   | —                                                                                | —                       | —      | 7,680                   | 1      | (7,680)                   | (1)    | —                                | —                      | —                 | —               |
| Redemption of Common Units                                                   | (127,895)                                                                        | 2,900                   | —      | (2,900)                 | —      | —                         | —      | 127,895                          | —                      | —                 | 127,895         |
| Issuance of common stock through dividend and distribution reinvestment plan | —                                                                                | 9                       | —      | —                       | —      | —                         | —      | 413                              | —                      | —                 | 413             |
| Repurchase of Class A Common Stock                                           | —                                                                                | (2,372)                 | —      | —                       | —      | —                         | —      | —                                | —                      | (100,000)         | (100,000)       |
| Retirement of treasury stock                                                 | —                                                                                | —                       | —      | —                       | —      | —                         | —      | —                                | (172,554)              | 172,554           | —               |
| Share-based compensation                                                     | —                                                                                | 24                      | —      | —                       | —      | —                         | —      | 14,229                           | —                      | —                 | 14,229          |
| Net income                                                                   | 10,284                                                                           | —                       | —      | —                       | —      | —                         | —      | —                                | 5,265                  | —                 | 5,265           |
| Change in redemption value of noncontrolling interest                        | 220,746                                                                          | —                       | —      | —                       | —      | —                         | —      | (220,746)                        | —                      | —                 | (220,746)       |
| Recognition of deferred tax asset                                            | —                                                                                | —                       | —      | —                       | —      | —                         | —      | 11,893                           | —                      | —                 | 11,893          |
| Distributions paid to Common Unit limited partners                           | (78,357)                                                                         | —                       | —      | —                       | —      | —                         | —      | —                                | —                      | —                 | —               |
| Dividends on Class A Common Stock (\$0.78 per share)                         | —                                                                                | —                       | —      | —                       | —      | —                         | —      | —                                | (48,977)               | —                 | (48,977)        |
| Balance at September 30, 2025                                                | \$ 4,400,882                                                                     | 64,106                  | \$ 6   | 97,557                  | \$ 10  | —                         | \$ —   | \$ 221,979                       | \$ (1,997,681)         | \$ —              | \$(1,775,686)   |

**KINETIK HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY AND NONCONTROLLING INTERESTS**  
**(UNAUDITED)**

|                                                                              | Redeemable<br>Noncontrolling<br>Interest —<br>Common Unit<br>Limited<br>Partners | Class A<br>Common Stock |        | Class C<br>Common Stock |        |                           |        | Additional<br>Paid-in<br>Capital | Accumulated<br>Deficit | Treasury<br>Stock | Total<br>Equity |  |
|------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------|--------|-------------------------|--------|---------------------------|--------|----------------------------------|------------------------|-------------------|-----------------|--|
|                                                                              |                                                                                  | Shares                  | Amount | Shares                  | Amount | Deferred<br>Consideration |        |                                  |                        |                   |                 |  |
|                                                                              |                                                                                  |                         |        |                         |        | Shares                    | Amount |                                  |                        |                   |                 |  |
| (In thousands)                                                               |                                                                                  |                         |        |                         |        |                           |        |                                  |                        |                   |                 |  |
| For the Nine Months Ended September 30, 2024                                 |                                                                                  |                         |        |                         |        |                           |        |                                  |                        |                   |                 |  |
| Balance at December 31, 2023                                                 | \$ 3,157,807                                                                     | 57,097                  | \$ 6   | 94,089                  | \$ 9   | —                         | \$ —   | \$ 192,678                       | \$ (723,516)           | \$ —              | \$ (530,823)    |  |
| Durango Acquisition                                                          | 423,200                                                                          | —                       | —      | 3,840                   | —      | 7,680                     | 1      | —                                | —                      | —                 | 1               |  |
| Redemption of Common Units                                                   | (5,060)                                                                          | 146                     | —      | (146)                   | —      | —                         | —      | 5,060                            | —                      | —                 | 5,060           |  |
| Issuance of common stock through dividend and distribution reinvestment plan | —                                                                                | 2,205                   | —      | —                       | —      | —                         | —      | 75,243                           | —                      | —                 | 75,243          |  |
| Share-based compensation                                                     | —                                                                                | 303                     | —      | —                       | —      | —                         | —      | 52,868                           | —                      | —                 | 52,868          |  |
| Net income                                                                   | 153,504                                                                          | —                       | —      | —                       | —      | —                         | —      | —                                | 74,505                 | —                 | 74,505          |  |
| Change in redemption value of noncontrolling interests                       | 1,268,038                                                                        | —                       | —      | —                       | —      | —                         | —      | (330,196)                        | (937,842)              | —                 | (1,268,038)     |  |
| Recognition of deferred tax asset                                            | —                                                                                | —                       | —      | —                       | —      | —                         | —      | 4,347                            | —                      | —                 | 4,347           |  |
| Distributions paid to Common Unit limited partners                           | (214,309)                                                                        | —                       | —      | —                       | —      | —                         | —      | —                                | —                      | —                 | —               |  |
| Cash dividends on Class A Common Stock (\$2.25 per share)                    | —                                                                                | —                       | —      | —                       | —      | —                         | —      | —                                | (133,868)              | —                 | (133,868)       |  |
| Balance at September 30, 2024                                                | \$ 4,783,180                                                                     | 59,751                  | \$ 6   | 97,783                  | \$ 9   | 7,680                     | \$ 1   | \$ —                             | \$ (1,720,721)         | \$ —              | \$(1,720,705)   |  |
| For the Nine Months Ended September 30, 2025                                 |                                                                                  |                         |        |                         |        |                           |        |                                  |                        |                   |                 |  |
| Balance at December 31, 2024                                                 | \$ 5,955,662                                                                     | 59,930                  | \$ 6   | 97,783                  | \$ 9   | 7,680                     | \$ 1   | \$ —                             | \$ (2,976,612)         | \$ —              | \$(2,976,596)   |  |
| Issuance of deferred consideration for Durango Acquisition                   | —                                                                                | —                       | —      | 7,680                   | 1      | (7,680)                   | (1)    | —                                | —                      | —                 | —               |  |
| Redemption of Common Units                                                   | (358,376)                                                                        | 7,906                   | —      | (7,906)                 | —      | —                         | —      | 358,376                          | —                      | —                 | 358,376         |  |
| Issuance of common stock through dividend and distribution reinvestment plan | —                                                                                | 22                      | —      | —                       | —      | —                         | —      | 1,137                            | —                      | —                 | 1,137           |  |
| Repurchase of Class A Common Stock                                           | —                                                                                | (4,025)                 | —      | —                       | —      | —                         | —      | —                                | —                      | (172,554)         | (172,554)       |  |
| Retirement of treasury stock                                                 | —                                                                                | —                       | —      | —                       | —      | —                         | —      | —                                | (172,554)              | 172,554           | —               |  |
| Share-based compensation                                                     | —                                                                                | 273                     | —      | —                       | —      | —                         | —      | 44,577                           | —                      | —                 | 44,577          |  |
| Net income                                                                   | 74,187                                                                           | —                       | —      | —                       | —      | —                         | —      | —                                | 35,040                 | —                 | 35,040          |  |
| Change in redemption value of noncontrolling interest                        | (1,040,339)                                                                      | —                       | —      | —                       | —      | —                         | —      | (220,746)                        | 1,261,085              | —                 | 1,040,339       |  |
| Recognition of deferred tax asset                                            | —                                                                                | —                       | —      | —                       | —      | —                         | —      | 38,635                           | —                      | —                 | 38,635          |  |
| Distributions paid to Common Unit limited partners                           | (230,252)                                                                        | —                       | —      | —                       | —      | —                         | —      | —                                | —                      | —                 | —               |  |
| Dividends on Class A Common Stock (\$2.34 per share)                         | —                                                                                | —                       | —      | —                       | —      | —                         | —      | —                                | (144,640)              | —                 | (144,640)       |  |
| Balance at September 30, 2025                                                | \$ 4,400,882                                                                     | 64,106                  | \$ 6   | 97,557                  | \$ 10  | —                         | \$ —   | \$ 221,979                       | \$ (1,997,681)         | \$ —              | \$(1,775,686)   |  |

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**KINETIK HOLDINGS INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

*These Condensed Consolidated Financial Statements have been prepared by Kinetik Holdings Inc. (the “Company”), without audit, pursuant to the rules and regulations of the SEC. They reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the results for interim periods, on a basis consistent with the annual audited financial statements, with the exception of recently adopted accounting pronouncements. All such adjustments are of a normal recurring nature. Certain information, accounting policies and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. This Quarterly Report on Form 10-Q should be read along with the Company’s audited financial statements and related notes thereto for the year ended December 31, 2024 included in the Company’s Annual Report on Form 10-K filed with the SEC on March 3, 2025.*

## **1. THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Organization**

The Company is a holding company, whose only significant assets are ownership of the non-economic general partner interest and an approximate 40% limited partner interest in Kinetik Holdings LP, a Delaware limited partnership (the “Partnership”). As the owner of the non-economic general partner interest in the Partnership, the Company is responsible for all operational, management and administrative decisions related to, and consolidates the results of, the Partnership and its subsidiaries.

The Company provides comprehensive gathering, produced water disposal, transportation, compression, processing and treating services necessary to bring natural gas, NGLs and crude oil to market. Additionally, the Company owns equity interests in three separate Permian Basin pipeline entities that have access to various markets along the U.S. Gulf Coast.

### **Basis of Presentation**

The accompanying Condensed Consolidated Financial Statements have been prepared in accordance with GAAP. Certain reclassifications of prior year balances have been made to conform such amounts to the current year’s presentation. These reclassifications have no impact on net income. All adjustments that, in the opinion of management, are necessary for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein. The results of operations for such interim periods are not necessarily indicative of results of operations for a full year; accordingly, you should read these Condensed Consolidated Financial Statements in conjunction with our Consolidated Financial Statements and related notes included in our 2024 Annual Report on Form 10-K. All intercompany balances and transactions have been eliminated in consolidation.

During the year ended December 31, 2024, the Company adopted ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* which has required prior periods to reflect the change in presentation. See *Note 2—Summary of Significant Accounting Policies*, Recent Accounting Pronouncements in our 2024 Annual Report on Form 10-K for further discussion.

### **Significant Accounting Policies**

The accounting policies that we follow are set forth in *Note 2 – Summary of Significant Accounting Policies* of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K. There were no significant updates or revisions to our accounting policies during the nine months ended September 30, 2025.

#### *Transactions with related parties*

The Company incurs cost of sales with two of its equity method investment (“EMI”) pipeline entities, Permian Highway Pipeline LLC (“PHP”) and Breviloba, LLC (“Breviloba”). The Company pays a demand fee to PHP and pays a capacity fee to Breviloba for certain volumes moving on the Shin Oak NGL Pipeline (“Shin Oak”). For the three and nine months ended September 30, 2025, the Company recorded cost of sales of \$6.6 million and \$18.3 million, respectively, with these affiliates. For the three and nine months ended September 30, 2024, the Company recorded cost of sales of \$12.8 million and \$39.3 million, respectively, with these affiliates.

### Recently issued accounting pronouncements not yet adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (“ASU 2023-09”). The amendments in this update require, among other items, that public entities disclose, on an annual and interim basis, (i) specific categories of income taxes in the rate reconciliation, and (ii) a disaggregation of income taxes paid by federal, state, and foreign taxes. The amendments are required to be applied prospectively with retrospective application permitted. The Company plans to adopt ASU 2023-09 in the Annual Report on Form 10-K for the year ended December 31, 2025.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure* (Subtopic 220-40), *Disaggregation of Income Statement Expenses*, (“ASU 2024-03”). In January 2025, the FASB issued ASU 2025-01, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures - Clarifying the Effective Date* (“ASU 2025-01”). ASU 2024-03 and ASU 2025-01 require a public business entity to disclose specific information about certain costs and expenses in the notes to its financial statements for interim and annual reporting periods. All public business entities are required to adopt the guidance in annual reporting periods beginning after December 15, 2026. The requirements will be applied prospectively with the option for retrospective application. Early adoption is permitted. The Company is currently evaluating the effect that ASU 2024-03 and 2025-01 will have on the disclosures within its Consolidated Financial Statements.

## 2. BUSINESS COMBINATIONS

For acquired businesses, we recognize the identifiable assets acquired and the liabilities assumed at their estimated fair values on the date of acquisition with any excess purchase price over the fair value of net assets acquired recorded to goodwill. Determining the fair value of these items requires management’s judgment and the utilization of an independent valuation specialist, if applicable, and involves the use of significant estimates and assumptions.

As of September 30, 2025, our allocations of purchase price for acquisitions made during 2025 and 2024 are detailed below:

|     | Acquisition Date | Acquisition          | Consideration Transferred | Current Assets | Property Plant & Equipment | Intangible Assets | Other Long Term Assets | Liabilities | Contingent Consideration |
|-----|------------------|----------------------|---------------------------|----------------|----------------------------|-------------------|------------------------|-------------|--------------------------|
|     |                  |                      |                           |                |                            | (In thousands)    |                        |             |                          |
| (1) | Q1 2025          | Barilla Draw         | \$ 175,481                | \$ —           | \$ 164,981                 | \$ 10,500         | \$ 15,652              | \$ 15,652   | \$ —                     |
| (2) | Q2 2024          | Durango Permian, LLC | \$ 781,167                | \$ 61,171      | \$ 627,452                 | \$ 183,000        | \$ 3,621               | \$ 89,577   | \$ 4,500                 |

### Barilla Draw Acquisition

On January 14, 2025, the Company completed the previously announced bolt-on acquisition with Permian Resources Corporation, who directly owned all of the issued and outstanding membership interests of (a) RC Permian Gathering, LLC, a Delaware limited liability company (“Permian Gathering”) and (b) Barilla Draw Gathering, LLC, a Delaware limited liability company (“Barilla Draw”), to acquire all issued and outstanding membership interests of Permian Gathering and Barilla Draw (the “Barilla Draw Acquisition”) for \$175.5 million of cash consideration. Assets acquired consisted of natural gas and crude gathering pipelines and compression equipment of \$165.0 million, intangible right-of-way assets of \$10.5 million and operating lease right of use assets of \$15.7 million. Acquired gathering pipelines and compression were valued based on replacement cost along with economic obsolescence adjustments. These assets are depreciated over an estimated useful life of 20 years. Intangible right-of-way assets were valued based on the *across the fence* method and are amortized over an estimated useful life of seven years. Acquired net assets from this business combination were included in the Midstream Logistics segment. This transaction was accounted for as a business combination in accordance with ASC 805 *Business Combination* (“ASC 805”). Certain data necessary to complete the purchase price allocation is not yet available, including, but not limited to, the completion of the valuation of the underlying assets and liabilities assumed. The Company is continuing its review of these matters during the measurement period. During 2025, the Company recorded measurement period adjustments totaling \$2.9 million related to working capital settlements for the effective period. Acquisition-related costs were immaterial for this transaction. For the three and nine months ended September 30, 2025, excluding intercompany revenue and cost of sales, Barilla Draw recorded revenues of \$7.6 million and \$22.3 million, respectively, and net income of \$1.9 million and \$5.1 million, respectively.

## **Durango Acquisition**

On June 24, 2024 (the “Durango Closing Date”), the Company consummated the Membership Interest Purchase Agreement (the “Durango MIPA”), dated May 9, 2024, by and between the Company, the Partnership, and Durango Midstream LLC, an affiliate of Morgan Stanley Equity Partners (the “Durango Seller”), pursuant to which the Partnership purchased all of the membership interests of Durango Permian, LLC and its wholly owned subsidiaries (“Durango”) from Durango Seller for an adjusted purchase price of approximately \$785.7 million (the “Durango Acquisition”). Durango Seller is entitled to an earn out up to \$75.0 million in cash (the “Kings Landing Earn Out”), contingent upon the Kings Landing gas processing complex in Eddy County, New Mexico (the “Kings Landing Project”), which was placed into service in September 2025. The Kings Landing Earn Out is subject to reductions based on actual capital costs associated with the Kings Landing Project. The Company recorded a contingent liability related to the Kings Landing Earnout based on project completion probability, see additional information in *Note 16—Commitments and Contingencies* in the Notes to our Condensed Consolidated Financial Statements set forth in this Form 10-Q. The Durango Acquisition allows the Company to further expand its footprint into New Mexico and across the Northern Delaware Basin.

The Durango Acquisition was accounted for as a business combination in accordance with ASC 805. Starting on the Durango Closing Date, our Consolidated Financial Statements reflected Durango as a consolidated subsidiary. The accompanying Condensed Consolidated Financial Statements herein include (i) the combined net assets of the Company carried at historical costs and net assets of Durango carried at fair value as of the Durango Closing Date and (ii) the combined results of operations of the Company with Durango’s results presented within the Condensed Consolidated Financial Statements from the Durango Closing Date going forward. Acquired net assets from this business combination were included in the Midstream Logistic segment. For the three and nine months ended September 30, 2025, excluding intercompany revenue and cost of sales, Durango recorded revenues of \$49.0 million and \$141.6 million, respectively, and net loss of \$5.1 million and \$0.1 million, respectively. For the three and nine months ended September 30, 2024, Durango recorded revenues of \$35.8 million and \$38.9 million, and net income of \$1.4 million and \$1.6 million, respectively, excluding intercompany revenue and cost of sales. Decrease in net income was primarily driven by decreases in NGL and condensate prices and a fair value adjustment to the Kings Landing Earn Out contingent liability of \$5.7 million recognized during the third quarter of 2025.

## **3. REVENUE RECOGNITION**

### **Disaggregation of Revenue**

The following table presents a disaggregation of the Company’s revenue:

|                                        | <b>Three Months Ended September 30,</b> |                   | <b>Nine Months Ended September 30,</b> |                     |
|----------------------------------------|-----------------------------------------|-------------------|----------------------------------------|---------------------|
|                                        | <b>2025</b>                             | <b>2024</b>       | <b>2025</b>                            | <b>2024</b>         |
|                                        | <b>(In thousands)</b>                   |                   |                                        |                     |
| Gathering and processing services      | \$ 103,338                              | \$ 103,100        | \$ 343,918                             | \$ 301,710          |
| Natural gas, NGLs and condensate sales | 357,608                                 | 290,423           | 981,703                                | 787,092             |
| Other revenue                          | 3,023                                   | 2,839             | 8,349                                  | 8,411               |
| Total revenues                         | <u>\$ 463,969</u>                       | <u>\$ 396,362</u> | <u>\$ 1,333,970</u>                    | <u>\$ 1,097,213</u> |

There have been no significant changes to the Company’s contracts with customers during the three and nine months ended September 30, 2025, aside from the addition of certain gas gathering and processing agreements associated with the Durango Acquisition in 2024 and the Barilla Draw Acquisition in January 2025. Contracts with customers acquired through these acquisitions have similar structures to the Company’s existing contracts with customers. The Company recognized \$0.2 million and \$1.0 million in revenues from MVC deficiency payments for the three and nine months ended September 30, 2025, respectively, and nil for the three and nine months ended September 30, 2024.

### **Remaining Performance Obligations**

The following table presents our estimated revenue from contracts with customers for remaining performance obligations that have not yet been recognized, representing our contractually committed revenues as of September 30, 2025:

| Fiscal Year       | Amount         |         |
|-------------------|----------------|---------|
|                   | (In thousands) |         |
| Remaining of 2025 | \$             | 3,467   |
| 2026              |                | 71,516  |
| 2027              |                | 73,935  |
| 2028              |                | 76,186  |
| 2029              |                | 73,500  |
| Thereafter        |                | 176,428 |
|                   | \$             | 475,032 |

Our contractually committed revenue, for the purposes of the table above, is limited to customer contracts that have fixed pricing and fixed volume terms and conditions, including contracts with payment obligations associated with MVCs.

### **Contract Liabilities**

The following table provides information about contract liabilities from contracts with customers as of September 30, 2025:

|                                                                                                                      | Amount         |         |
|----------------------------------------------------------------------------------------------------------------------|----------------|---------|
|                                                                                                                      | (In thousands) |         |
| Balance at December 31, 2024                                                                                         | \$             | 26,665  |
| Reclassification of beginning contract liabilities to revenue as a result of performance obligations being satisfied |                | (4,849) |
| Cash received in advance and not recognized as revenue                                                               |                | 17,049  |
| Balance at September 30, 2025                                                                                        |                | 38,865  |
| Less: Current portion                                                                                                |                | 5,835   |
| Non-current portion                                                                                                  | \$             | 33,030  |

Contract liabilities relate to payments received in advance of satisfying performance obligations under a contract, which result from contribution in aid of construction payments. Current and noncurrent contract liabilities are included in “Other Current Liabilities” and “Contract Liabilities,” respectively, in the Condensed Consolidated Balance Sheets.

### **Contract Cost Assets**

The Company has capitalized certain costs incurred to obtain a contract or additional contract dedicated acreage or volumes that would not have been incurred if the contract or associated acreage and volumes had not been obtained. As of September 30, 2025 and December 31, 2024, the Company had contract acquisition cost assets of \$63.3 million and \$64.6 million, respectively. Current and noncurrent contract cost assets are included in “Prepaid and Other Current Assets” and “Deferred Charges and Other Assets,” respectively, in the Condensed Consolidated Balance Sheets. The Company amortizes these assets as cost of sales on a straight-line basis over the life of the associated long-term customer contract. The Company recognized costs of sales associated with these assets of \$1.7 million and \$1.7 million for the three months ended September 30, 2025 and 2024, respectively, and \$5.1 million and \$5.0 million for the nine months ended September 30, 2025 and 2024, respectively.

#### 4. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, at carrying value, is as follows:

|                                                                | September 30,<br>2025 | December 31,<br>2024 |
|----------------------------------------------------------------|-----------------------|----------------------|
|                                                                | (In thousands)        |                      |
| Gathering, processing, and transmission systems and facilities | \$ 4,549,093          | \$ 3,977,825         |
| Vehicles                                                       | 19,725                | 15,659               |
| Computers and equipment                                        | 11,680                | 7,872                |
| Less: accumulated depreciation                                 | (985,347)             | (813,371)            |
| Total depreciable assets, net                                  | 3,595,151             | 3,187,985            |
| Construction in progress                                       | 181,269               | 215,168              |
| Land                                                           | 31,945                | 30,711               |
| Total property, plant, and equipment, net                      | \$ 3,808,365          | \$ 3,433,864         |

The cost of property classified as “Construction in progress” is excluded from capitalized costs being depreciated. These amounts represent property that is not yet available to be placed into productive service as of the respective reporting date. The Company recorded \$58.4 million and \$48.7 million of depreciation expense for the three months ended September 30, 2025 and 2024, respectively, and \$177.5 million and \$135.3 million for the nine months ended September 30, 2025 and 2024, respectively. There were no impairment triggering events for property, plant and equipment during the three and nine months ended September 30, 2025 and 2024.

#### 5. INTANGIBLE ASSETS, NET

Intangible assets, net, are comprised of the following:

|                                          | September 30,<br>2025 | December 31,<br>2024 |
|------------------------------------------|-----------------------|----------------------|
|                                          | (In thousands)        |                      |
| Customer contracts                       | \$ 1,275,910          | \$ 1,270,106         |
| Right of way assets                      | 233,028               | 196,979              |
| Less accumulated amortization            | (924,319)             | (814,595)            |
| Total amortizable intangible assets, net | \$ 584,619            | \$ 652,490           |

As of September 30, 2025, the remaining customer contract amortization terms range from four months to sixteen years with weighted average amortization periods of approximately seven years and the right-of-way assets remaining amortization terms range from ten months to fourteen years with weighted average amortization periods of approximately seven years. The remaining weighted average amortization period for the intangible assets as of September 30, 2025 was approximately seven years. The right of way agreements are typically for an initial term of ten years with an option to renew for an additional ten years at agreed upon renewal rates based on certain indices or up to 130% of the original consideration paid.

The Company recorded \$37.0 million and \$38.9 million of amortization expense for the three months ended September 30, 2025 and 2024, respectively, and \$104.4 million and \$100.9 million for the nine months ended September 30, 2025 and 2024, respectively. There was no impairment recognized on intangible assets for the three and nine months ended September 30, 2025 and 2024.

## 6. EQUITY METHOD INVESTMENTS

As of September 30, 2025, the Company owned investments in the following long-haul pipeline entities in the Permian Basin. These investments were accounted for using the equity method of accounting. For each EMI pipeline entity, the Company has the ability to exercise significant influence based on certain governance provisions and its participation in the significant activities and decisions that impact the management and economic performance of the EMI pipeline. The table below presents the ownership percentages and investment balances held by the Company for each entity:

|                                                 | Ownership | September 30,<br>2025 | December 31,<br>2024 |
|-------------------------------------------------|-----------|-----------------------|----------------------|
|                                                 |           | (In thousands)        |                      |
| PHP                                             | 55.5%     | \$ 1,576,289          | \$ 1,607,323         |
| Breviloba                                       | 33.0%     | 421,226               | 428,383              |
| Epic Crude Holdings, LP ("EPIC") <sup>(1)</sup> | 27.5%     | 87,984                | 82,172               |
|                                                 |           | <u>\$ 2,085,499</u>   | <u>\$ 2,117,878</u>  |

1) The Company owned 27.5% of EPIC as of September 30, 2025. In August 2025, the Company entered into a Purchase and Sale Agreement to sell all of its equity interest in EPIC and such transaction was closed in October 2025.

The unamortized net basis included in the EMI pipeline balances were \$39.3 million and \$40.3 million as of September 30, 2025 and December 31, 2024, respectively. These amounts represent differences in the Company's contributions to date and the Company's underlying equity in the separate net assets within the financial statements of the respective entities. Unamortized basis differences are amortized or accreted on a straight-line basis into equity income of unconsolidated affiliates over the useful lives of the underlying pipeline assets. In addition, there was capitalized interest of \$23.2 million and \$23.9 million as of September 30, 2025 and December 31, 2024, respectively. Capitalized interest is amortized on a straight-line basis into equity income of unconsolidated affiliates.

The following table presents the activity in the Company's EMIs for the nine months ended September 30, 2025:

|                                      | Permian Highway Pipeline<br>LLC | Breviloba, LLC    | EPIC Crude Holdings, LP | Total               |
|--------------------------------------|---------------------------------|-------------------|-------------------------|---------------------|
|                                      | (In thousands)                  |                   |                         |                     |
| <b>Balance at December 31, 2024</b>  | \$ 1,607,323                    | \$ 428,383        | \$ 82,172               | \$ 2,117,878        |
| Contributions and acquisitions       | 1,206                           | —                 | —                       | 1,206               |
| Distributions <sup>(1)</sup>         | (165,051)                       | (37,506)          | (5,500)                 | (208,057)           |
| Equity income, net <sup>(2)</sup>    | 132,811                         | 30,349            | 11,312                  | 174,472             |
| <b>Balance at September 30, 2025</b> | <u>\$ 1,576,289</u>             | <u>\$ 421,226</u> | <u>\$ 87,984</u>        | <u>\$ 2,085,499</u> |

1) Distributions consisted of a return on investment of \$205.2 million, which was included in cash flows from operating activities, and a return of investment of \$2.9 million, which was included in cash flows from investing activities.

2) For the nine months ended September 30, 2025, equity income was net of amortization and accretion of basis differences and capitalized interests, which represents undistributed earnings, amortization of \$5.9 million from PHP, \$0.5 million from Breviloba, LLC, and accretion of \$4.7 million from EPIC.

## Summarized Financial Information

The following table represents selected data for the Company's ongoing EMI pipelines (on a 100 percent basis) for the three and nine months ended September 30, 2025 and 2024.

| Three Months Ended September 30, |                |                         |                              |                |                         |           |
|----------------------------------|----------------|-------------------------|------------------------------|----------------|-------------------------|-----------|
| 2025                             |                |                         | 2024                         |                |                         |           |
| Permian Highway Pipeline LLC     | Breviloba, LLC | EPIC Crude Holdings, LP | Permian Highway Pipeline LLC | Breviloba, LLC | EPIC Crude Holdings, LP |           |
| (In thousands)                   |                |                         |                              |                |                         |           |
| Revenues                         | \$ 130,660     | \$ 56,527               | \$ 90,273                    | \$ 127,719     | \$ 53,929               | \$ 97,514 |
| Operating income                 | 84,656         | 29,565                  | 26,801                       | 83,785         | 27,398                  | 25,052    |
| Net income (loss)                | 84,518         | 30,277                  | 2,673                        | 83,783         | 27,558                  | (5,159)   |

  

| Nine Months Ended September 30, |                |                         |                              |                |                         |            |
|---------------------------------|----------------|-------------------------|------------------------------|----------------|-------------------------|------------|
| 2025                            |                |                         | 2024                         |                |                         |            |
| Permian Highway Pipeline LLC    | Breviloba, LLC | EPIC Crude Holdings, LP | Permian Highway Pipeline LLC | Breviloba, LLC | EPIC Crude Holdings, LP |            |
| (In thousands)                  |                |                         |                              |                |                         |            |
| Revenues                        | \$ 387,728     | \$ 171,432              | \$ 294,950                   | \$ 380,359     | \$ 156,326              | \$ 284,050 |
| Operating income                | 250,474        | 88,662                  | 88,274                       | 245,467        | 74,563                  | 70,631     |
| Net income (loss)               | 250,237        | 89,562                  | 20,599                       | 245,016        | 75,005                  | (29,889)   |

## 7. DEBT AND FINANCING COSTS

### Term Loan Credit Agreement

On May 30, 2025, the Partnership entered into a term loan credit agreement (the "Term Loan Credit Agreement") among Toronto Dominion (Texas) LLC, as administrative agent and the banks and other financial institutions party thereto, as lenders. The Term Loan Credit Agreement provides for a \$1.15 billion senior unsecured credit facility and matures on May 30, 2028. The obligations under the Term Loan Credit Agreement are guaranteed by the Company.

In connection with entry into the Term Loan Credit Agreement, the Partnership paid fees and expenses to third parties totaling \$1.2 million, which was capitalized as debt issuance cost, and paid fees directly to lenders totaling \$1.8 million, which was capitalized as original debt discount. Capitalized debt issuance cost and original debt discount were included in the Condensed Consolidated Balance Sheet as direct deductions to the term loan and was amortized over the life of the term loan using the effective interest method.

The Term Loan Credit Agreement provides for borrowings of either at the Partnership's option, base rate loans or term SOFR loans. Base rate loans bear interest at a rate per annum equal to the greatest of (a) the prime rate as quoted by The Wall Street Journal from time to time, (b) the greater of (i) the federal funds effective rate and (ii) the overnight bank funding rate, plus 1/2 of 1% and (c) the adjusted term SOFR rate for an interest period of one month plus 1%, plus a margin that ranges between 0.25% and 1.0%, depending on the credit rating of the Partnership. SOFR loans bear interest at a rate per annum equal to the term SOFR rate for one, three or six month interest periods plus 0.10%, plus a margin that ranges between 1.25% and 2.0%, depending on the credit rating of the Partnership.

### Revolving Credit Agreement

On May 30, 2025, the Partnership entered into a new revolving credit agreement (the "Revolving Credit Agreement") among PNC Bank, National Association, as administrative agent ("PNC Bank"), and the banks and other financial institutions party thereto, as lenders. The Revolving Credit Agreement provides for a \$1.60 billion senior unsecured revolving credit facility, which includes a \$200.0 million sublimit for the issuance of letters of credit, and a \$300.0 million sublimit for swingline loans. All borrowings under the Revolving Credit Agreement will mature on May 30, 2030, unless such maturity date is adjusted in accordance with the Revolving Credit Agreement. The obligations under the Revolving Credit Agreement are guaranteed by the Company.

The aggregate fees and expenses paid directly to lenders and third parties in connection with the Revolving Credit Agreement, totaled \$6.9 million, which were capitalized as debt issuance costs, were included in “Deferred charges and other assets” on the Condensed Consolidated Balance Sheet and amortized over the term of the revolving credit facility to interest expense using straight-line method.

The Revolving Credit Agreement provides for borrowings of either at the Partnership’s option, base rate loans or term SOFR loans or, with respect to swingline loans, simple SOFR loans. Base rate loans bear interest at a rate per annum equal to the greatest of (a) the prime rate as announced from time to time by PNC Bank, (b) the greater of (i) the federal funds effective rate and (ii) the overnight bank funding rate, plus 1/2 of 1% and (c) the adjusted term SOFR rate for an interest period of one month plus 1%, plus a margin that ranges between 0.25% and 1.00%, depending on the credit rating of the Partnership. SOFR loans bear interest at a rate per annum equal to the term SOFR rate for one, three or six month interest periods plus 0.10%, plus a margin that ranges between 1.25% and 2.0%, depending on the credit rating of the Partnership.

In addition, the Partnership is required to pay to each lender a commitment fee on the daily unfunded amount of such lender’s revolving commitment, which accrues at a rate that ranges between 0.15% and 0.35% depending on the credit rating of the Partnership.

### **Repayment of Existing Credit Facilities**

On May 30, 2025, in connection with entry into the Term Loan Credit Agreement and the Revolving Credit Agreement, the Company repaid all outstanding borrowings under and extinguished (1) the 2022 term loan credit agreement, dated June 8, 2022 and (2) the 2022 revolving credit agreement, dated June 8, 2022. The Company recorded a loss on debt extinguishment of \$0.6 million for the extinguishment of these existing credit facilities.

### **Accounts Receivable Securitization Facility**

On April 1, 2025, the Partnership entered into an amendment to its accounts receivable securitization facility dated April 2, 2024 (the “A/R Facility” and as amended, the “Amended A/R Facility”) to, among other things, increase the facility limit and extend the scheduled termination date.

The documentation for the Amended A/R Facility includes (i) a Receivables Purchase Agreement dated as of April 2, 2024 (the “Receivables Purchase Agreement”) by and among Kinetik Receivables LLC, a wholly-owned, consolidated, bankruptcy-remote subsidiary of the Partnership, as the seller (the “Kinetik Receivables”), the Partnership, as the servicer, the persons from time to time party thereto as purchasers, PNC Bank, as administrative agent, and PNC Capital Markets LLC, as structuring agent and sustainability agent, as amended by Amendment No. 1 to Receivables Purchase Agreement dated as of April 1, 2025 (“Amendment No. 1 to Receivables Purchase Agreement”) by and among Kinetik Receivables, the Partnership, PNC Bank and the purchasers party thereto and (ii) a Sale and Contribution Agreement, dated as of April 2, 2024 (the “Sale and Contribution Agreement”), as supplemented by that Joinder Agreement dated as of April 1, 2025 (the “Joinder Agreement”), by and among Frontier Field Services, LLC, a Delaware limited liability company (“FFS”), the Partnership and PNC Bank.

Pursuant to the A/R Facility and as amended, the Amended A/R Facility, the Company and certain of its subsidiaries continuously transfer receivables to Kinetik Receivables, who then transfers receivables that meet certain qualifying conditions to third-party purchasers in exchange for cash. These receivables are held by Kinetik Receivables and pledged to secure the collectability of the sold receivables and are accounted for as secured borrowings. The amount available for borrowing at any one time under the Amended A/R Facility is limited to an amount calculated based on the outstanding balance of eligible receivables sold to the purchasers, subject to certain reserves, concentration limits, and other limitations. As of September 30, 2025, eligible accounts receivable of \$178.6 million were pledged to the Amended A/R Facility as collateral and \$71.4 million was available to be invested by the purchasers.

Pursuant to Amendment No. 1 to Receivables Purchase Agreement, the facility limit of the A/R Facility was increased to \$250.0 million and the scheduled termination date was extended to March 31, 2026. In addition, Amendment No. 1 to Receivables Purchase Agreement eliminated certain of the Sustainability Performance Targets applicable to Kinetik LP and the Company under the Receivables Purchase Agreement.

Pursuant to the Joinder Agreement, as of April 1, 2025, FFS is a party to the Sale and Contribution Agreement as an Originator and has assumed all interests, obligations, rights, duties and liabilities of an Originator under the Sale and Contribution Agreement.

The aggregate fees and expenses paid directly to third parties for the amendment totaled \$0.2 million, which were capitalized as debt issuance costs and included in the Condensed Consolidated Balance Sheet as a current asset within “Prepaid and other current assets”, were amortized over the term of the Amended A/R Facility to interest expense using the straight-line method. The unamortized debt issuance costs related to the Amended A/R Facility were immaterial as of September 30, 2025.

### **December 2028 Sustainability-Linked Senior Notes**

On March 14, 2025, the Company completed an additional private placement of \$250.0 million aggregate principal amount of 6.625% Sustainability-Linked Senior Notes due 2028 (the “New 2028 Notes”) at 101.25% of par. The aggregate fees and expenses totaling \$2.5 million paid to third parties to issue the New 2028 Notes and the initial purchasers’ discount of \$2.5 million were capitalized as debt issuance cost and original debt discount, respectively. These capitalized costs were included in the Condensed Consolidated Balance Sheet as a direct deduction to the New 2028 Notes. In addition, original debt premium of \$3.1 million was added to the New 2028 Notes. The debt issuance cost and original debt discount are amortized, and the debt premium is accreted to interest expense over the term of the New 2028 Notes using the effective interest method.

The New 2028 Notes were issued as additional notes under the indenture dated as of December 6, 2023, as may be supplemented from time to time (the “Indenture”), pursuant to which the Partnership has previously issued \$800.0 million aggregate principal amount of 6.625% Sustainability-Linked Senior Notes due 2028 (the “Existing Notes” and together with the New 2028 Notes, the “2028 Notes”).

The New 2028 Notes and the Existing Notes are treated as a single series of securities under the Indenture and vote together as a single class and the New 2028 Notes have substantially identical terms, other than the issue date, issue price and the first interest payment date, as the Existing Notes. Interest on the 2028 Notes is payable semi-annually in arrears on June 15 and December 15 of each year.

The following table summarizes the Company’s debt obligations as of September 30, 2025 and December 31, 2024:

|                                                       | September 30,<br>2025 | December 31,<br>2024 |
|-------------------------------------------------------|-----------------------|----------------------|
|                                                       | (In thousands)        |                      |
| A/R Facility <sup>(1)</sup>                           | \$ 178,600            | \$ 140,200           |
| Total current debt obligations                        | \$ 178,600            | \$ 140,200           |
| Unsecured term loan <sup>(2)</sup>                    | \$ 1,150,000          | \$ 1,000,000         |
| 5.875% senior unsecured notes due 2030 (“2030 Notes”) | 1,000,000             | 1,000,000            |
| 6.625% senior unsecured notes due 2028 (“2028 Notes”) | 1,050,000             | 800,000              |
| Revolving line of credit <sup>(3)</sup>               | 783,000               | 590,000              |
| Total long-term debt                                  | 3,983,000             | 3,390,000            |
| Unamortized debt issuance costs, net <sup>(4)</sup>   | (25,761)              | (26,174)             |
| Unamortized debt premiums and discounts, net          | (909)                 | 170                  |
| Total long-term debt, net                             | \$ 3,956,330          | \$ 3,363,996         |

1) The effective interest rate was 5.08% and 5.55% as of September 30, 2025 and December 31, 2024, respectively.

2) The effective interest rate of the Term Loan Credit Agreement was 5.89% as of September 30, 2025. The effective interest rate of the 2022 Term Loan Credit Agreement was 6.25% as of December 31, 2024.

3) The weighted average effective interest rate of the Revolving Credit Agreement was 5.89% as of September 30, 2025. The weighted average effective interest rate of the 2022 Revolving Credit Agreement was 6.43% as of December 31, 2024.

4) Excludes unamortized debt issuance costs related to the revolving line of credit. Unamortized debt issuance costs associated with the revolving line of credit were \$8.9 million and \$3.8 million as of September 30, 2025 and December 31, 2024, respectively. The unamortized debt issuance costs related to the revolving credit facilities were included in the “Deferred charges and other assets” of the Condensed Consolidated Balance Sheets.

The table below presents the components of the Company's financing costs, net of capitalized interest:

|                                                    | Three Months Ended September 30, |            | Nine Months Ended September 30, |            |
|----------------------------------------------------|----------------------------------|------------|---------------------------------|------------|
|                                                    | 2025                             | 2024       | 2025                            | 2024       |
|                                                    | (In thousands)                   |            |                                 |            |
| Capitalized interest                               | \$ (4,449)                       | \$ (2,955) | \$ (12,308)                     | \$ (4,885) |
| Debt issuance costs                                | 1,908                            | 1,916      | 5,892                           | 5,497      |
| Interest expense                                   | 64,262                           | 67,068     | 180,365                         | 166,933    |
| Total financing costs, net of capitalized interest | \$ 61,721                        | \$ 66,029  | \$ 173,949                      | \$ 167,545 |

### **Compliance with our Covenants**

The Term Loan Credit Agreement and the Revolving Credit Agreement contain customary covenants and restrictive provisions which may, among other things, limit the Partnership's ability to create liens, incur additional indebtedness and make restricted payments and the Partnership's ability to liquidate, dissolve, consolidate with or merge into or with any other person. The 2030 Notes and the 2028 Notes also contain covenants and restrictive provisions, which may, among other things, limit the Partnership's and its subsidiaries' ability to create liens to secure indebtedness.

The A/R Facility contains covenants and restrictive provisions with respect to the Partnership and Kinetik Receivables that are customary for accounts receivable securitization facilities. As of September 30, 2025, the Partnership was in compliance with all customary and financial covenants.

### **Letters of Credit**

Our letters of credit obligations totaled \$12.6 million as of September 30, 2025 and December 31, 2024. As of September 30, 2025, the Revolving Credit Facility has a borrowing capacity of \$804.4 million available.

### **Fair Value of Financial Instruments**

The fair value of the Company and its subsidiaries' consolidated debt as of September 30, 2025 and December 31, 2024 was \$4.19 billion and \$3.52 billion, respectively. On September 30, 2025, the senior unsecured notes' fair value was based on Level 1 inputs, the Term Loan Credit Agreement and Revolving Credit Agreement's fair value was based on Level 3 inputs and the Amended A/R Facility's fair value approximates its carrying value due to its short-term nature.

## **8. ACCRUED EXPENSES**

The following table provides the Company's current accrued expenses on September 30, 2025 and December 31, 2024:

|                                                  | September 30,<br>2025 | December 31,<br>2024 |
|--------------------------------------------------|-----------------------|----------------------|
|                                                  | (In thousands)        |                      |
| Accrued product purchases                        | \$ 118,546            | \$ 132,439           |
| Accrued taxes                                    | 20,150                | 15,538               |
| Accrued salaries, vacation, and related benefits | 4,893                 | 3,111                |
| Accrued capital expenditures                     | 20,807                | 13,484               |
| Accrued interest                                 | 39,535                | 6,127                |
| Accrued other expenses                           | 24,447                | 16,015               |
| Total accrued expenses                           | \$ 228,378            | \$ 186,714           |

Accrued product purchases mainly accrue the liabilities related to producer payments and any additional business-related miscellaneous fees we owe to third parties, such as transport or capacity fees as of September 30, 2025 and December 31, 2024.

## 9. LEASES

Components of lease costs are included in the Condensed Consolidated Statements of Operations as “general and administrative expense” for real-estate leases and “operating expenses” for non-real estate leases. Total operating lease costs were \$15.2 million and \$10.6 million for the three months ended September 30, 2025 and 2024, respectively, and \$40.3 million and \$28.0 million for the nine months ended September 30, 2025 and 2024, respectively. Short-term lease costs were \$1.1 million and \$1.2 million for the three months ended September 30, 2025 and 2024, respectively, and \$2.4 million and \$7.7 million for the nine months ended September 30, 2025 and 2024, respectively. Variable lease cost was immaterial for the three and nine months ended September 30, 2025 and 2024.

The following table presents other supplemental lease information:

|                                                                              | Three Months Ended September 30, |           | Nine Months Ended September 30, |           |
|------------------------------------------------------------------------------|----------------------------------|-----------|---------------------------------|-----------|
|                                                                              | 2025                             | 2024      | 2025                            | 2024      |
|                                                                              | (In thousands)                   |           |                                 |           |
| Operating cash flows from operating leases                                   | \$ 14,819                        | \$ 10,635 | \$ 39,534                       | \$ 28,377 |
| Right-of-use assets obtained in exchange for new operating lease liabilities | \$ 17,003                        | \$ 437    | \$ 34,735                       | \$ 42,974 |
| Weighted-average remaining lease term — operating leases (in years)          | 2.24                             | 1.77      | 2.24                            | 1.77      |
| Weighted-average discount rate — operating leases                            | 6.10 %                           | 7.25 %    | 6.10 %                          | 7.25 %    |

## 10. EQUITY

### Redeemable Noncontrolling Interest — Common Unit Limited Partners

The redemption option of the Common Unit is not legally detachable or separately exercisable from the instrument and is non-transferable; the Common Unit is redeemable at the option of the holder. Therefore, the Common Unit is accounted for as redeemable noncontrolling interest and classified as temporary equity on the Company’s Condensed Consolidated Balance Sheets. During the nine months ended September 30, 2025, 7.9 million common units representing limited partner interests in the Partnership (“Common Units”) were redeemed on a one-for-one basis for shares of Class A Common Stock, par value \$0.0001 per share of the Company (“Class A Common Stock”) and a corresponding number of shares of Class C Common Stock, par value \$0.0001 per share of the Company (“Class C Common Stock”) were cancelled. There were 97.6 million Common Units and an equal number of Class C Common Stock issued and outstanding as of September 30, 2025, including the 7.7 million shares of Class C Common Stock and equivalent number of Common Units of deferred consideration for the Durango Acquisition that were issued on July 1, 2025. The Common Units fair value was approximately \$4.40 billion as of September 30, 2025.

### Common Stock

As of September 30, 2025, there were 64.1 million and 97.6 million shares, respectively, of Class A Common Stock and Class C Common Stock issued and outstanding (collectively, “Common Stock”).

### Share Repurchase Program

In February 2023, the Board of Directors (the “Board”) approved a share repurchase program (“Repurchase Program”), authorizing discretionary purchases of the Company’s Class A Common Stock up to \$100.0 million in aggregate. In May 2025, the Board approved a \$400.0 million increase to the previously announced Repurchase Program, pursuant to which we are authorized to repurchase the Company’s Class A Common Stock for an aggregate purchase price of up to \$500.0 million. Repurchases may be made at management’s discretion from time to time, in accordance with applicable securities laws, on the open market or through privately negotiated transactions and may be made pursuant to a trading plan meeting the requirements of Rule 10b5-1 under the Exchange Act. Privately negotiated repurchases from affiliates are also authorized under the Repurchase Program, subject to such affiliates’ interest and other limitations. The repurchases will depend on market conditions and may be discontinued at any time without prior notice.

During the three and nine months ended September 30, 2025, the Company repurchased 2.4 million shares at a total cost of \$100.0 million and 4.0 million shares at a total cost of \$172.6 million, respectively. Furthermore, during the third quarter of 2025, the Company retired the entirety of the 4.0 million shares of treasury stock it repurchased during the first nine months of 2025.

### **Dividend**

On August 1, 2025, the Company made cash dividend payments of \$126.9 million to holders of Class A Common Stock and Common Units and reinvested \$0.4 million in shares of Class A Common Stock. For the nine months ended September 30, 2025, the Company made cash dividend payments of \$373.8 million to holders of Class A Common Stock and Common Units and reinvested \$1.1 million in shares of Class A Common Stock.

## **11. FAIR VALUE MEASUREMENTS**

The following tables present financial assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2025 and December 31, 2024:

| September 30, 2025        |         |           |           |           |
|---------------------------|---------|-----------|-----------|-----------|
|                           | Level 1 | Level 2   | Level 3   | Total     |
| (In thousands)            |         |           |           |           |
| Commodity swaps           | \$ —    | \$ 8,242  | \$ —      | \$ 8,242  |
| Interest rate derivatives | —       | 356       | —         | 356       |
| Total assets              | \$ —    | \$ 8,598  | \$ —      | \$ 8,598  |
| Commodity swaps           | \$ —    | \$ 3,984  | \$ —      | \$ 3,984  |
| Interest rate derivatives | —       | 426       | —         | 426       |
| Contingent liabilities    | —       | —         | 10,400    | 10,400    |
| Total liabilities         | \$ —    | \$ 4,410  | \$ 10,400 | \$ 14,810 |
| December 31, 2024         |         |           |           |           |
|                           | Level 1 | Level 2   | Level 3   | Total     |
| (In thousands)            |         |           |           |           |
| Commodity swaps           | \$ —    | \$ 1,869  | \$ —      | \$ 1,869  |
| Interest rate derivatives | —       | 504       | —         | 504       |
| Total assets              | \$ —    | \$ 2,373  | \$ —      | \$ 2,373  |
| Commodity swaps           | \$ —    | \$ 10,742 | \$ —      | \$ 10,742 |
| Interest rate derivatives | —       | 1,206     | —         | 1,206     |
| Contingent liabilities    | —       | —         | 4,700     | 4,700     |
| Total liabilities         | \$ —    | \$ 11,948 | \$ 4,700  | \$ 16,648 |

Our derivative contracts consist of interest rate swaps and commodity swaps. The valuation of these derivative contracts involved both observable publicly quoted prices and certain credit valuation inputs that may not be readily observable in the marketplace. As such, derivative contracts are classified as Level 2 in the hierarchy. Refer to *Note 12—Derivatives and Hedging Activities* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for further discussion related to commodity swaps and interest rate derivatives.

The Company recorded a contingent liability related to the Kings Landing Earn Out using Level 3 inputs, including projected spending and completion probability of the project. Refer to *Note 16—Commitments and Contingencies* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for further discussion related to the Kings Landing Earn Out contingent liability.

Long-term debt's carrying value can vary from fair value. See *Note 7—Debt and Financing Costs* in the Notes to Condensed Financial Statements for further information. The carrying amounts reported on the Condensed Consolidated Balance Sheets for the Company's remaining financial assets and liabilities approximate fair value due to their short-term nature. There were no transfers between Levels 1, 2 or 3 of the fair value hierarchy during the nine months ended September 30, 2025 and 2024.

## 12. DERIVATIVES AND HEDGING ACTIVITIES

The Company is exposed to certain risks arising from both its business operations and economic conditions, and it enters into certain derivative contracts to manage exposure to these risks. To minimize counterparty credit risk in derivative instruments, the Company enters into transactions with high credit-rating counterparties. The Company did not elect to apply hedge accounting to these derivative contracts and recorded the fair value of the derivatives on the Condensed Consolidated Balance Sheets as of September 30, 2025 and December 31, 2024.

### Interest Rate Risk

The Company manages market risks, including interest rate, liquidity and credit risk primarily by managing the amount, sources and duration of its debt funding and by using derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from activities that result in the payment of future-known and uncertain cash amounts, the value of which is determined by interest rates.

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract.

As of September 30, 2025, the Company had 11 interest rate swap contracts with a notional amount of \$1.18 billion that pays a fixed rate ranging from 3.02% to 4.18%. Of the 11 interest rate swap contracts, nine will reach maturity on December 31, 2025 and the remaining two will reach maturity on December 31, 2026. The fair value or settlement value of the consolidated interest rate swaps outstanding are presented on a gross basis on the Condensed Consolidated Balance Sheets. The following table presents the fair value of derivative assets and liabilities related to the interest rate swap contracts:

|                                      | September 30,<br>2025 | December 31,<br>2024 |
|--------------------------------------|-----------------------|----------------------|
|                                      | (In thousands)        |                      |
| Derivative assets - current          | \$ 356                | \$ 504               |
| Total derivative assets              | \$ 356                | \$ 504               |
| Derivative liabilities - current     | \$ 94                 | \$ 1,206             |
| Derivatives liabilities - noncurrent | 332                   | —                    |
| Total derivative liabilities         | \$ 426                | \$ 1,206             |

The Company recorded cash settlements and changes in fair value of the interest rate swap contracts in "Interest expense" in the Condensed Consolidated Statements of Operations. The following table presents interest rate swap derivative activities for the three and nine months ended September 30, 2025 and 2024:

|                                               | Three Months Ended September 30, |            | Nine Months Ended September 30, |           |
|-----------------------------------------------|----------------------------------|------------|---------------------------------|-----------|
|                                               | 2025                             | 2024       | 2025                            | 2024      |
|                                               | (In thousands)                   |            |                                 |           |
| Realized gain on interest rate swaps          | \$ 750                           | \$ 3,994   | \$ 406                          | \$ 11,899 |
| (Unfavorable) favorable fair value adjustment | \$ (29)                          | \$ (8,342) | \$ 1,038                        | \$ 9,129  |

## Commodity Price Risk

The results of the Company's operations may be affected by the market prices of oil, natural gas and NGLs. A portion of the Company's revenue is directly tied to local natural gas, natural gas liquids and condensate prices in the Permian Basin and the U.S. Gulf Coast. Fluctuations in commodity prices also impact operating cost elements both directly and indirectly. Management regularly reviews the Company's potential exposure to commodity price risk and manages exposure of such risk through commodity hedge contracts.

During the past twelve months, the Company entered into multiple commodity swap contracts based on the OPIS NGL Mont Belvieu prices for ethane, propane and butane, the Waha Basis index, the HSC index and the NYMEX West Texas Intermediate Control index. These contracts are for various notional quantities of NGLs, natural gas and crude. Similarly, the Company has entered into various natural gas basis spread swaps and crude collars. These contracts are effective over the next 1 to 18 months and are used to hedge against location price risk of the respective commodities resulting from supply and demand volatility and protect cash flows against price fluctuations.

The following table presents detailed information of commodity swaps outstanding as of September 30, 2025 (in thousands, except volumes):

| Commodity                      | Unit    | September 30, 2025 |                 |
|--------------------------------|---------|--------------------|-----------------|
|                                |         | Notional Volume    | Net Fair Value  |
| Natural Gas                    | MMBtus  | 900,000            | \$ 38           |
| NGL                            | Gallons | 142,674,000        | 3,770           |
| Crude                          | Bbl     | 712,800            | 3,259           |
| Crude Collars                  | Bbl     | 18,400             | 155             |
| Natural Gas Basis Spread Swaps | MMBtus  | 7,604,000          | (2,964)         |
|                                |         |                    | <u>\$ 4,258</u> |

The fair value or settlement value of the outstanding swaps are presented on a gross basis on the Condensed Consolidated Balance Sheets. The following table presents the fair value of derivative assets and liabilities related to commodity swaps:

|                                     | September 30,<br>2025 | December 31,<br>2024 |
|-------------------------------------|-----------------------|----------------------|
|                                     | (In thousands)        |                      |
| Derivative assets - current         | \$ 7,107              | \$ 1,804             |
| Derivative assets - noncurrent      | 1,135                 | 65                   |
| Total derivative assets             | <u>\$ 8,242</u>       | <u>\$ 1,869</u>      |
| Derivative liabilities - current    | \$ 3,984              | \$ 8,805             |
| Derivative liabilities - noncurrent | —                     | 1,937                |
| Total derivative liabilities        | <u>\$ 3,984</u>       | <u>\$ 10,742</u>     |

The Company recorded cash settlements and fair value adjustments on commodity swap derivatives in "Product revenue" in the Condensed Consolidated Statements of Operations. The following table presents commodity swap derivatives activities for the three and nine months ended September 30, 2025 and 2024:

|                                               | Three Months Ended September 30, |            | Nine Months Ended September 30, |             |
|-----------------------------------------------|----------------------------------|------------|---------------------------------|-------------|
|                                               | 2025                             | 2024       | 2025                            | 2024        |
|                                               | (In thousands)                   |            |                                 |             |
| Realized gain (loss) on commodity swaps       | \$ 5,533                         | \$ (2,790) | \$ 220                          | \$ (20,002) |
| (Unfavorable) favorable fair value adjustment | \$ (952)                         | \$ 6,027   | \$ 13,351                       | \$ (18,067) |

### 13. SHARE-BASED COMPENSATION

The Company granted various Class A and Class C Shares, restricted stock units (“RSUs”) and performance stock units (“PSUs”) to members of the Board and employees. The Class A Shares and Class C Shares and RSUs are subject to service requirements for vesting and the PSUs have both service requirements and market condition performance requirements for vesting. These units are recorded at grant-date fair value and compensation expense is recognized on a straight-line or graded straight-line basis over the vesting period within “general and administrative expenses” of the Condensed Consolidated Statements of Operations in accordance with FASB ASC 718, *Compensation - Stock Compensation*. Forfeitures are recognized as they occur.

#### Class A Shares and Class C Shares

The table below summarizes Class A Share and Class C Share activities for the nine months ended September 30, 2025:

|                                                       | Number of Shares | Weighted Avg Grant-Date Fair Market Value Per Unit |
|-------------------------------------------------------|------------------|----------------------------------------------------|
| Outstanding and unvested shares at December 31, 2024  | 5,399,730        | \$ 28.89                                           |
| Vested                                                | 2,359,102        | 31.18                                              |
| Outstanding and unvested shares at September 30, 2025 | 3,040,628        | \$ 27.12                                           |

The table below summarizes aggregate intrinsic value (market value at vesting date) and grant-date fair value of vested Class A Shares for the three and nine months ended September 30, 2025 and 2024:

|                                                    | Three Months Ended September 30, |          | Nine Months Ended September 30, |          |
|----------------------------------------------------|----------------------------------|----------|---------------------------------|----------|
|                                                    | 2025                             | 2024     | 2025                            | 2024     |
|                                                    | (In thousands)                   |          |                                 |          |
| Aggregate intrinsic value of vested Class A Shares | \$ —                             | \$ 1,102 | \$ 134,139                      | \$ 1,756 |
| Grant-date fair value of vested Class A Shares     | \$ —                             | \$ 834   | \$ 73,545                       | \$ 1,346 |

No vesting or forfeiture occurred for Class C Shares for the three and nine months ended September 30, 2025 and 2024. As of September 30, 2025, there were \$8.3 million of unrecognized compensation costs related to unvested Class A Shares and Class C Shares. These costs are expected to be recognized over a weighted average period of 0.42 years.

#### Restricted Stock Units

RSUs were granted to certain executives and employees under the Kinetik Holdings Inc. Amended and Restated 2019 Omnibus Compensation Plan (the “2019 Plan”) with various service vesting requirements. Such RSUs may be settled only for shares of Class A Common Stock on a one-for-one basis, contingent upon continued employment.

The table below summarizes RSUs activities for the nine months ended September 30, 2025:

|                                                                      | Number of Shares | Weighted Avg Grant-Date Fair Market Value Per Unit |
|----------------------------------------------------------------------|------------------|----------------------------------------------------|
| Outstanding and unvested shares at December 31, 2024                 | 698,595          | \$ 33.11                                           |
| Granted                                                              | 578,548          | 49.58                                              |
| Vested                                                               | 293,944          | 46.40                                              |
| Forfeited                                                            | 17,536           | 41.13                                              |
| Outstanding and unvested shares at September 30, 2025 <sup>(1)</sup> | 965,663          | \$ 41.06                                           |

1) The weighted average grant-date fair market value per unit of outstanding and unvested shares at September 30, 2025 includes modifications made during 2025.

The table below summarizes aggregate intrinsic value (market value at vesting date) and grant-date fair value of RSUs for the three and nine months ended September 30, 2025 and 2024.

|                                          | Three Months Ended September 30, |        | Nine Months Ended September 30, |           |
|------------------------------------------|----------------------------------|--------|---------------------------------|-----------|
|                                          | 2025                             | 2024   | 2025                            | 2024      |
|                                          | (In thousands)                   |        |                                 |           |
| Aggregate intrinsic value of vested RSUs | \$ 1,031                         | \$ 387 | \$ 15,139                       | \$ 11,469 |
| Grant-date fair value of vested RSUs     | \$ 1,021                         | \$ 372 | \$ 13,618                       | \$ 11,243 |

As of September 30, 2025, there were \$17.7 million of unrecognized compensation costs related to the RSUs. These costs are expected to be recognized over a weighted average period of 1.42 years.

### Performance Stock Units

The Company granted PSUs pursuant to the 2019 Plan to certain of its employees and executives. These PSUs vest and become earned upon the achievement of certain performance goals based on the Company's annualized absolute total stockholder return and the Company's relative total stockholder return as compared to the performance peer group during a three-year performance period. Depending on the results achieved during the three-year performance period, the actual number of Class A Common Stock that a holder of the PSUs earns at the end of the performance period may range from 0% to 200% of the target number of PSUs granted. The fair value of the PSUs is determined using a Monte Carlo simulation at the grant date. The Company recognized compensation expense for PSUs on a straight-line basis over the performance period. Any PSU not earned at the end of the performance period will be forfeited.

The table below summarizes PSU activities for the nine months ended September 30, 2025:

|                                                                      | Number of Shares | Weighted Avg Grant-Date Fair Market Value Per Unit |
|----------------------------------------------------------------------|------------------|----------------------------------------------------|
| Outstanding and unvested shares at December 31, 2024                 | 198,703          | \$ 36.76                                           |
| Granted                                                              | 148,794          | 40.66                                              |
| Outstanding and unvested shares at September 30, 2025 <sup>(1)</sup> | 347,497          | \$ 41.41                                           |

1) The weighted average grant-date fair market value per unit of outstanding and unvested shares at September 30, 2025 includes modifications made during 2025.

No vesting or forfeiture occurred for PSUs for the three and nine months ended September 30, 2025 and 2024.

The table below presents a summary of the grant-date fair value assumptions used to value the PSUs granted during 2025:

|                                | March 2025 |
|--------------------------------|------------|
| Grant-date fair value per unit | \$42.10    |
| Beginning average price        | \$55.95    |
| Risk-free interest rate        | 3.93%      |
| Volatility factor              | 33%        |
| Expected term                  | 2.82 years |

As of September 30, 2025, there were \$9.2 million of unrecognized compensation costs related to the PSUs. These costs are expected to be recognized over a weighted average period of 1.53 years.

With respect to the above Class A Shares, Class C Shares, RSUs and PSUs, the Company recorded compensation expenses of \$14.2 million and \$15.2 million for the three months ended September 30, 2025 and 2024, respectively, and \$44.6 million and \$52.9 million for the nine months ended September 30, 2025 and 2024, respectively. In addition, during the first nine months of 2025, the Company modified certain equity awards in connection with two key employees retiring from the Company. The modifications allowed for continued vesting of unvested equity awards that would have otherwise been forfeited upon the former employees' retirement. As a result of the modifications, the Company is to recognize \$2.9 million in additional stock-based compensation cost, which is amortized over the remaining term of respective equity awards.

## 14. INCOME TAXES

The Company is subject to U.S. federal income tax and state taxes. Income tax expense included in the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q is as follows:

|                            | Three Months Ended September 30, |           | Nine Months Ended September 30, |            |
|----------------------------|----------------------------------|-----------|---------------------------------|------------|
|                            | 2025                             | 2024      | 2025                            | 2024       |
|                            | (In thousands)                   |           |                                 |            |
| Income before income taxes | \$ 16,658                        | \$ 91,914 | \$ 120,230                      | \$ 249,270 |
| Income tax expense         | \$ 1,109                         | \$ 8,260  | \$ 11,003                       | \$ 21,261  |
| Effective tax rate         | 6.66 %                           | 8.99 %    | 9.15 %                          | 8.53 %     |

The effective tax rate for the three and nine months ended September 30, 2025 was lower than the statutory rate mainly due to the impact of tax attributable to noncontrolling interest related to the Common Unit limited partners.

The effective tax rate for the three and nine months ended September 30, 2024 was lower than the statutory rate mainly due to the impact of tax attributable to noncontrolling interest related to the Common Unit limited partners.

## 15. NET INCOME PER SHARE

The computation of basic and diluted net income per share for the periods presented in the Condensed Consolidated Financial Statements is shown in the tables below:

|                                                                                                            | Three Months Ended September 30,         |           | Nine Months Ended September 30, |           |
|------------------------------------------------------------------------------------------------------------|------------------------------------------|-----------|---------------------------------|-----------|
|                                                                                                            | 2025                                     | 2024      | 2025                            | 2024      |
|                                                                                                            | (In thousands, except per share amounts) |           |                                 |           |
| Net income attributable to Class A common shareholders                                                     | \$ 5,265                                 | \$ 25,763 | \$ 35,040                       | \$ 74,505 |
| Less: Net income available to participating unvested restricted Class A common shareholders <sup>(1)</sup> | (3,398)                                  | (4,755)   | (9,831)                         | (13,636)  |
| Total net income attributable to Class A common shareholders                                               | \$ 1,867                                 | \$ 21,008 | \$ 25,209                       | \$ 60,869 |
| Weighted average shares outstanding - basic                                                                | 61,866                                   | 59,811    | 61,256                          | 59,116    |
| Dilutive effect of unvested Class A common shares <sup>(2)</sup>                                           | 562                                      | 613       | 864                             | 736       |
| Weighted average shares outstanding - diluted <sup>(3)</sup>                                               | 62,428                                   | 60,424    | 62,120                          | 59,852    |
| Net income available per common share - basic                                                              | \$ 0.03                                  | \$ 0.35   | \$ 0.41                         | \$ 1.03   |
| Net income available per common share - diluted                                                            | \$ 0.03                                  | \$ 0.35   | \$ 0.41                         | \$ 1.02   |

1) Represents dividends paid to unvested Class A and Class C Shares, RSUs and PSUs.

2) Includes dilutive effect from both RSUs and PSUs on unvested Class A common shares.

3) The effect of an assumed exchange of outstanding Common Units (and the cancellation of a corresponding number of shares of outstanding Class C Common Stock) would have been anti-dilutive for all periods presented in which the Common Units were outstanding.

## 16. COMMITMENTS AND CONTINGENCIES

Accruals for loss contingencies arising from claims, assessments, litigation, environmental and other sources are recorded when it is probable that a liability has been incurred, and the amount can be reasonably estimated. These accruals are adjusted as additional information becomes available, or circumstances change. As of September 30, 2025 and December 31, 2024, there were no accruals for loss contingencies.

## **Litigation**

The Company is a party to various legal actions arising in the ordinary course of its business. In accordance with FASB ASC 450, *Contingencies*, the Company accrues reserves for outstanding lawsuits, claims and proceedings when a loss contingency is probable and can be reasonably estimated. The Company estimates the amount of loss contingencies using current available information from legal proceedings, advice from legal counsel and available insurance coverage. Due to the inherent subjectivity of the assessments and unpredictability of the outcomes of the legal proceedings, any amounts accrued or included in this aggregate amount may not represent the ultimate loss to the Company from the legal proceedings in question. There were no litigation-related accrued reserves as of September 30, 2025 and December 31, 2024.

The Company has entered into litigation with a third party to collect receivables totaling \$11.6 million and is waiting on settlement of \$8.0 million in outstanding vendor credits from another counterparty related to prior litigation the Company had previously entered into and subsequently dropped. These amounts remain outstanding from the Winter Storm Uri during February of 2021. Given the counterparties' sufficient creditworthiness and the valid claims, we hold, no allowance has currently been established for these items as we have legally enforceable agreements with these parties.

## **Environmental Matters**

The Company is subject to various local, state, and federal laws and regulations relating to various environmental matters during the ordinary course of business. Although we believe our operations are in substantial compliance with applicable environmental laws and regulations, risks of additional costs and liabilities are inherent in our operations. Moreover, changes in environmental laws and regulations occur frequently, and any changes that result in more stringent or costly requirements could require the Company to make significant expenditures to attain and maintain compliance or may otherwise have a material adverse effect on its operations, competitive position, or financial condition.

As of the Durango Closing Date, the Company has become potentially liable for civil penalties related to excess emission violations of certain gas plants and compressor stations acquired. The Company recorded an initial liability of \$24.0 million based on information related to the alleged violations available as of the Durango Closing Date. The estimated environmental matter-related liability was \$24.0 million as of September 30, 2025 and December 31, 2024. The estimated environmental matter-related liability was classified as a noncurrent liability and included in "Other liabilities" in the Condensed Consolidated Balance Sheet as of September 30, 2025 as the Company expects the matter to be settled beyond the next 12 months.

## **Contingent Liabilities**

### *Durango Acquisition*

On June 24, 2024, the Company consummated the previously announced Durango Acquisition. Pursuant to the Durango MIPA, Durango (the "Seller") is entitled to an earn out of up to \$75.0 million in cash contingent upon the completion of the Kings Landing Project and placing it into service in Eddy County, New Mexico. This earn out is subject to reduction based on actual capital costs associated with the Kings Landing Project.

Upon closing, the Company evaluated the earn out consideration classification in accordance with ASC 480. The Company determined the earn out consideration to be classified as a liability based on the settlement provision. As of closing of the Durango Acquisition, the Company recorded an initial contingent liability based on the project's completion probability and projected spend. The estimated contingent liability associated with the Kings Landing Project was \$10.4 million and \$4.7 million as of September 30, 2025 and December 31, 2024, respectively. The Company recorded a change in fair value of the contingent liability of \$5.7 million in "Costs of sales (excluding depreciation and amortization)" in the Condensed Statement of Operations for the three and nine months ended September 30, 2025. This contingent liability was settled in late October.

### *Permian Gas Acquisition*

As part of the acquisition of Permian Gas on June 11, 2019, consideration included a contingent liability arrangement with PDC Permian, Inc. ("PDC"). The arrangement requires additional monies to be paid by the Company to PDC on a per Mcf basis if the actual annual Mcf volume amounts exceed forecasted annual Mcf volume amounts starting in 2020 and continuing through 2029. The total monies paid under this arrangement are capped at \$60.5 million and are payable on an annual basis over the earn out period. PDC's actual annual Mcf volume did not exceed the incentive forecast volume during the past five years and is not expected to over the next four years; therefore, no contingent consideration liability is accrued as of September 30, 2025 and December 31, 2024.

## 17. SEGMENTS

Midstream Logistics and Pipeline Transportation are our operating segments representing the Company's segments for which discrete financial information are available and utilized on a regular basis by our CODM to make key operating decisions, assess performance and allocate resources. These segments represent strategic business units with differing products and services. No operating segments have been aggregated to form the reportable segments. Therefore, our two operating segments represent our reportable segments. The activities of each of our reportable segments from which the Company earns revenues and incurs expenses are described below:

- Midstream Logistics: The Midstream Logistics segment operates under three revenue streams, 1) gas gathering and processing, 2) crude oil gathering, stabilization and storage services and 3) produced water gathering and disposal.
- Pipeline Transportation: The Pipeline Transportation segment consists of equity investment interests in three Permian Basin pipelines that access various points along the U.S. Gulf Coast, Kinetik NGL Pipeline and Delaware Link Pipeline. The current operating pipelines transport crude oil, natural gas and NGLs.

Our Chief Executive Officer, who is the CODM, uses segment net income or loss including noncontrolling interest adjusted for interest, taxes, depreciation and amortization, gain or loss on disposal of assets and debt extinguishment, the proportionate EBITDA from our EMI pipelines, equity income and gain from sale of investments recorded using the equity method, share-based compensation expense, noncash increases and decreases related to commodity hedging activities, fair value adjustments to contingent liabilities, integration and transaction costs and extraordinary losses and unusual or non-recurring charges ("Segment Adjusted EBITDA") to assess performance of each operating segment. For both segments, the CODM uses Segment Adjusted EBITDA to allocate resources. The CODM considers budget-to-actual and forecast-to-actual variances on a monthly basis for both measures when making decisions about allocating capital and personnel to the segments.

The Midstream Logistics segment accounts for more than 99% of the Company's operating revenues, cost of sales (excluding depreciation and amortization), operating expenses and ad valorem expenses. The Pipeline Transportation segment contains all of the Company's equity method investments, which contribute more than 92% of the segment's adjusted EBITDA. Corporate and Other activities contain the Company's executive and administrative functions, including more than 78% of the Company's general and administrative expenses and all of the Company's debt service costs.

The Company regularly provides management reports to the CODM that include cost of sales, operating, general and administrative expenses related to the segments, which are all considered to be significant.

The following tables present the Segment Adjusted EBITDA of the Company's reportable segments and reconciliations of the segment profits to consolidated income before income tax expenses for the three and nine months ended September 30, 2025 and 2024:

|                                                                                | Midstream<br>Logistics | Pipeline<br>Transportation | Corporate and<br>Other <sup>(1)</sup> | Elimination | Consolidated |
|--------------------------------------------------------------------------------|------------------------|----------------------------|---------------------------------------|-------------|--------------|
| <b>For the three months ended September 30, 2025</b>                           |                        |                            |                                       |             |              |
|                                                                                | <b>(In thousands)</b>  |                            |                                       |             |              |
| Revenue                                                                        | \$ 458,621             | \$ 2,325                   | \$ —                                  | \$ —        | \$ 460,946   |
| Other revenue                                                                  | 3,021                  | 2                          | —                                     | —           | 3,023        |
| Intersegment revenue <sup>(2)</sup>                                            | —                      | 5,793                      | —                                     | (5,793)     | —            |
| Total segment operating revenue                                                | 461,642                | 8,120                      | —                                     | (5,793)     | 463,969      |
| Costs of sales (excluding depreciation and amortization expense)               | (236,001)              | 610                        | —                                     | —           | (235,391)    |
| Intersegment costs of sales                                                    | (5,793)                | —                          | —                                     | 5,793       | —            |
| Operating expenses <sup>(3)</sup>                                              | (82,486)               | (750)                      | —                                     | —           | (83,236)     |
| General and administrative expenses                                            | (6,610)                | (241)                      | (23,245)                              | —           | (30,096)     |
| Proportionate EMI EBITDA                                                       | —                      | 87,715                     | —                                     | —           | 87,715       |
| Other segment items <sup>(4)</sup>                                             | 20,606                 | —                          | 19,067                                | —           | 39,673       |
| Segment Adjusted EBITDA <sup>(5)</sup>                                         | \$ 151,358             | \$ 95,454                  | \$ (4,178)                            | \$ —        | \$ 242,634   |
| <b>Reconciliation of Segment Adjusted EBITDA to income before income taxes</b> |                        |                            |                                       |             |              |
| Segment Adjusted EBITDA <sup>(5)</sup>                                         | \$ 151,358             | \$ 95,454                  | \$ (4,178)                            | \$ —        | \$ 242,634   |
| Add back:                                                                      |                        |                            |                                       |             |              |
| Other interest income                                                          | —                      | —                          | 166                                   | —           | 166          |
| Equity in earnings of unconsolidated affiliates                                | —                      | 58,289                     | —                                     | —           | 58,289       |
| Deduct:                                                                        |                        |                            |                                       |             |              |
| Interest expense                                                               | 37                     | —                          | 61,684                                | —           | 61,721       |
| Depreciation and amortization expenses                                         | 93,095                 | 2,308                      | 6                                     | —           | 95,409       |
| Contract assets amortization                                                   | 1,744                  | —                          | —                                     | —           | 1,744        |
| Proportionate EMI EBITDA                                                       | —                      | 87,715                     | —                                     | —           | 87,715       |
| Share-based compensation                                                       | —                      | —                          | 14,229                                | —           | 14,229       |
| Loss on disposal of assets, net                                                | 50                     | —                          | —                                     | —           | 50           |
| Commodity hedging unrealized loss                                              | 6,485                  | —                          | —                                     | —           | 6,485        |
| Contingent liabilities fair value adjustment                                   | 5,700                  | —                          | —                                     | —           | 5,700        |
| Integration costs                                                              | 6,552                  | —                          | 98                                    | —           | 6,650        |
| Acquisition / divestiture transaction costs                                    | —                      | —                          | 812                                   | —           | 812          |
| Other one-time costs or amortization                                           | (12)                   | —                          | 3,928                                 | —           | 3,916        |
| Income (loss) before income taxes                                              | \$ 37,707              | \$ 63,720                  | \$ (84,769)                           | \$ —        | \$ 16,658    |

|                                                                                | Midstream<br>Logistics | Pipeline<br>Transportation | Corporate and<br>Other <sup>(1)</sup> | Elimination | Consolidated |
|--------------------------------------------------------------------------------|------------------------|----------------------------|---------------------------------------|-------------|--------------|
| <b>For the three months ended September 30, 2024</b>                           |                        |                            |                                       |             |              |
|                                                                                | <b>(In thousands)</b>  |                            |                                       |             |              |
| Revenue                                                                        | \$ 391,331             | \$ 2,192                   | \$ —                                  | \$ —        | \$ 393,523   |
| Other revenue                                                                  | 2,837                  | 2                          | —                                     | —           | 2,839        |
| Intersegment revenue <sup>(2)</sup>                                            | —                      | 6,748                      | —                                     | (6,748)     | —            |
| Total segment operating revenue                                                | 394,168                | 8,942                      | —                                     | (6,748)     | 396,362      |
| Costs of sales (excluding depreciation and amortization expense)               | (144,648)              | 62                         | —                                     | —           | (144,586)    |
| Intersegment costs of sales                                                    | (6,748)                | —                          | —                                     | 6,748       | —            |
| Operating expenses <sup>(3)</sup>                                              | (61,010)               | (690)                      | —                                     | —           | (61,700)     |
| General and administrative expenses                                            | (6,542)                | (409)                      | (22,668)                              | —           | (29,619)     |
| Proportionate EMI EBITDA                                                       | —                      | 88,229                     | —                                     | —           | 88,229       |
| Other segment items <sup>(4)</sup>                                             | (1,597)                | —                          | 18,594                                | —           | 16,997       |
| Segment Adjusted EBITDA <sup>(5)</sup>                                         | \$ 173,623             | \$ 96,134                  | \$ (4,074)                            | \$ —        | \$ 265,683   |
| <b>Reconciliation of Segment Adjusted EBITDA to income before income taxes</b> |                        |                            |                                       |             |              |
| Segment Adjusted EBITDA <sup>(5)</sup>                                         | \$ 173,623             | \$ 96,134                  | \$ (4,074)                            | \$ —        | \$ 265,683   |
| Add back:                                                                      |                        |                            |                                       |             |              |
| Other interest income                                                          | —                      | —                          | 572                                   | —           | 572          |
| Gain on sale of equity method investment                                       | —                      | 29,953                     | —                                     | —           | 29,953       |
| Commodity hedging unrealized gain                                              | 8,817                  | —                          | —                                     | —           | 8,817        |
| Equity in earnings of unconsolidated affiliates                                | —                      | 53,244                     | —                                     | —           | 53,244       |
| Deduct:                                                                        |                        |                            |                                       |             |              |
| Interest expense                                                               | 2,666                  | —                          | 63,363                                | —           | 66,029       |
| Depreciation and amortization expenses                                         | 85,273                 | 2,305                      | 5                                     | —           | 87,583       |
| Contract assets amortization                                                   | 1,655                  | —                          | —                                     | —           | 1,655        |
| Proportionate EMI EBITDA                                                       | —                      | 88,229                     | —                                     | —           | 88,229       |
| Share-based compensation                                                       | —                      | —                          | 15,171                                | —           | 15,171       |
| Contingent liabilities fair value adjustment                                   | 1,400                  | —                          | —                                     | —           | 1,400        |
| Integration costs                                                              | 1,208                  | —                          | 1,332                                 | —           | 2,540        |
| Acquisition transaction costs                                                  | —                      | —                          | 31                                    | —           | 31           |
| Other one-time costs or amortization                                           | 1,657                  | —                          | 2,060                                 | —           | 3,717        |
| Income (loss) before income taxes                                              | \$ 88,581              | \$ 88,797                  | \$ (85,464)                           | \$ —        | \$ 91,914    |

|                                                                                | Midstream<br>Logistics | Pipeline<br>Transportation | Corporate and<br>Other <sup>(1)</sup> | Elimination | Consolidated |
|--------------------------------------------------------------------------------|------------------------|----------------------------|---------------------------------------|-------------|--------------|
| <b>For the nine months ended September 30, 2025</b>                            |                        |                            |                                       |             |              |
|                                                                                | <b>(In thousands)</b>  |                            |                                       |             |              |
| Revenue                                                                        | \$ 1,318,459           | \$ 7,162                   | \$ —                                  | \$ —        | \$ 1,325,621 |
| Other revenue                                                                  | 8,343                  | 6                          | —                                     | —           | 8,349        |
| Intersegment revenue <sup>(2)</sup>                                            | —                      | 18,271                     | —                                     | (18,271)    | —            |
| Total segment operating revenue                                                | 1,326,802              | 25,439                     | —                                     | (18,271)    | 1,333,970    |
| Costs of sales (excluding depreciation and amortization expense)               | (615,624)              | 172                        | —                                     | —           | (615,452)    |
| Intersegment costs of sales                                                    | (18,271)               | —                          | —                                     | 18,271      | —            |
| Operating expenses <sup>(3)</sup>                                              | (226,283)              | (1,951)                    | —                                     | —           | (228,234)    |
| General and administrative expenses                                            | (18,731)               | (901)                      | (72,300)                              | —           | (91,932)     |
| Proportionate EMI EBITDA                                                       | —                      | 263,345                    | —                                     | —           | 263,345      |
| Other segment items <sup>(4)</sup>                                             | 14,870                 | —                          | 59,017                                | —           | 73,887       |
| Segment Adjusted EBITDA <sup>(5)</sup>                                         | \$ 462,763             | \$ 286,104                 | \$ (13,283)                           | \$ —        | \$ 735,584   |
| <b>Reconciliation of Segment Adjusted EBITDA to income before income taxes</b> |                        |                            |                                       |             |              |
| Segment Adjusted EBITDA <sup>(5)</sup>                                         | \$ 462,763             | \$ 286,104                 | \$ (13,283)                           | \$ —        | \$ 735,584   |
| Add back:                                                                      |                        |                            |                                       |             |              |
| Other interest income                                                          | —                      | —                          | 1,274                                 | —           | 1,274        |
| Gain on disposal of assets, net                                                | 15                     | —                          | —                                     | —           | 15           |
| Commodity hedging unrealized gain                                              | 13,131                 | —                          | —                                     | —           | 13,131       |
| Equity in earnings of unconsolidated affiliates                                | —                      | 174,472                    | —                                     | —           | 174,472      |
| Deduct:                                                                        |                        |                            |                                       |             |              |
| Interest expense                                                               | 97                     | —                          | 173,852                               | —           | 173,949      |
| Depreciation and amortization expenses                                         | 274,903                | 6,924                      | 18                                    | —           | 281,845      |
| Contract assets amortization                                                   | 5,054                  | —                          | —                                     | —           | 5,054        |
| Proportionate EMI EBITDA                                                       | —                      | 263,345                    | —                                     | —           | 263,345      |
| Share-based compensation                                                       | —                      | —                          | 44,577                                | —           | 44,577       |
| Loss on debt extinguishment                                                    | —                      | —                          | 635                                   | —           | 635          |
| Contingent liabilities fair value adjustment                                   | 5,700                  | —                          | —                                     | —           | 5,700        |
| Integration costs                                                              | 10,999                 | —                          | 1,622                                 | —           | 12,621       |
| Acquisition / divestiture transaction costs                                    | —                      | —                          | 812                                   | —           | 812          |
| Other one-time costs or amortization                                           | 3,702                  | —                          | 12,006                                | —           | 15,708       |
| Income (loss) before income taxes                                              | \$ 175,454             | \$ 190,307                 | \$ (245,531)                          | \$ —        | \$ 120,230   |

|                                                                  | Midstream<br>Logistics | Pipeline<br>Transportation | Corporate and<br>Other <sup>(1)</sup> | Elimination | Consolidated |
|------------------------------------------------------------------|------------------------|----------------------------|---------------------------------------|-------------|--------------|
| <b>For the nine months ended September 30, 2024</b>              |                        |                            |                                       |             |              |
|                                                                  | <b>(In thousands)</b>  |                            |                                       |             |              |
| Revenue                                                          | \$ 1,082,236           | \$ 6,566                   | \$ —                                  | \$ —        | \$ 1,088,802 |
| Other revenue                                                    | 8,122                  | 289                        | —                                     | —           | 8,411        |
| Intersegment revenue <sup>(2)</sup>                              | —                      | 19,288                     | —                                     | (19,288)    | —            |
| Total segment operating revenue                                  | 1,090,358              | 26,143                     | —                                     | (19,288)    | 1,097,213    |
| Costs of sales (excluding depreciation and amortization expense) | (444,767)              | (19)                       | —                                     | —           | (444,786)    |
| Intersegment costs of sales                                      | (19,288)               | —                          | —                                     | 19,288      | —            |
| Operating expenses <sup>(3)</sup>                                | (159,455)              | (2,223)                    | —                                     | —           | (161,678)    |
| General and administrative expenses                              | (13,766)               | (1,263)                    | (79,817)                              | —           | (94,846)     |
| Proportionate EMI EBITDA                                         | —                      | 262,553                    | —                                     | —           | 262,553      |
| Other segment items <sup>(4)</sup>                               | 11,083                 | —                          | 64,105                                | —           | 75,188       |
| Segment Adjusted EBITDA <sup>(5)</sup>                           | \$ 464,165             | \$ 285,191                 | \$ (15,712)                           | \$ —        | \$ 733,644   |

**Reconciliation of Segment Adjusted EBITDA to income before income taxes**

|                                                 |            |            |              |      |            |
|-------------------------------------------------|------------|------------|--------------|------|------------|
| Segment Adjusted EBITDA <sup>(5)</sup>          | \$ 464,165 | \$ 285,191 | \$ (15,712)  | \$ — | \$ 733,644 |
| <b>Add back:</b>                                |            |            |              |      |            |
| Other interest income                           | —          | —          | 1,459        | —    | 1,459      |
| Commodity hedging unrealized gain               | 1,935      | —          | —            | —    | 1,935      |
| Gain on sale of equity method investment        | —          | 89,837     | —            | —    | 89,837     |
| Equity in earnings of unconsolidated affiliates | —          | 169,668    | —            | —    | 169,668    |
| <b>Deduct:</b>                                  |            |            |              |      |            |
| Interest expense                                | 5,273      | —          | 162,272      | —    | 167,545    |
| Depreciation and amortization expenses          | 229,336    | 6,897      | 17           | —    | 236,250    |
| Contract assets amortization                    | 4,965      | —          | —            | —    | 4,965      |
| Proportionate EMI EBITDA                        | —          | 262,553    | —            | —    | 262,553    |
| Share-based compensation                        | —          | —          | 52,868       | —    | 52,868     |
| Loss on disposal of assets, net                 | 4,090      | —          | —            | —    | 4,090      |
| Loss on debt extinguishment                     | —          | —          | 525          | —    | 525        |
| Contingent liabilities fair value adjustment    | 1,400      | —          | —            | —    | 1,400      |
| Integration costs                               | 1,792      | —          | 3,299        | —    | 5,091      |
| Acquisition transaction costs                   | —          | —          | 3,538        | —    | 3,538      |
| Other one-time costs or amortization            | 4,048      | —          | 4,400        | —    | 8,448      |
| Income (loss) before income taxes               | \$ 215,196 | \$ 275,246 | \$ (241,172) | \$ — | \$ 249,270 |

- 1) Corporate and Other represents those results that: (i) are not specifically attributable to an operating segment; (ii) are not individually reportable or (iii) have not been allocated to a reportable segment for the purpose of evaluating their performance, including certain general and administrative expense items. Items included here to reconcile operating segments' profit and loss with the Company's consolidated profit and loss.
- 2) The Company accounts for intersegment sales at market prices, while it accounts for asset transfers at book value. Intersegment revenue is eliminated at consolidation.
- 3) Operating expenses includes ad valorem taxes.
- 4) Other segment items include certain other income items, share-based compensation, adjustments related to amortization of contract costs, fair value adjustments to contingent liabilities, commodity hedging unrealized gain or loss, integration costs, acquisition costs and other one-time costs or amortization.
- 5) Segment Adjusted EBITDA is a non-GAAP measure; please see *Key Performance Metrics* in "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Quarterly Report on Form 10-Q, for a definition and reconciliation to the GAAP measure.

The following tables present other segment expenses that are not included in the segment profit measurements above for the three and nine months ended September 30, 2025 and 2024:

|                                                      | Midstream Logistics   | Pipeline Transportation | Corporate and Other <sup>(1)</sup> | Consolidated |
|------------------------------------------------------|-----------------------|-------------------------|------------------------------------|--------------|
| <b>For the three months ended September 30, 2025</b> | <b>(In thousands)</b> |                         |                                    |              |
| Income tax expenses                                  | \$ —                  | \$ —                    | \$ 1,109                           | \$ 1,109     |
| Capital expenditure <sup>(3)(4)</sup>                | \$ 171,824            | \$ 2                    | \$ —                               | \$ 171,826   |

|                                                      |           |          |          |           |
|------------------------------------------------------|-----------|----------|----------|-----------|
| <b>For the three months ended September 30, 2024</b> |           |          |          |           |
| Income tax expenses                                  | \$ —      | \$ —     | \$ 8,260 | \$ 8,260  |
| Capital expenditure <sup>(3)(4)</sup>                | \$ 60,053 | \$ 3,373 | \$ —     | \$ 63,426 |

|                                                     | Midstream Logistics   | Pipeline Transportation | Corporate and Other <sup>(1)</sup> | Consolidated |
|-----------------------------------------------------|-----------------------|-------------------------|------------------------------------|--------------|
| <b>For the nine months ended September 30, 2025</b> | <b>(In thousands)</b> |                         |                                    |              |
| Income tax expenses                                 | \$ —                  | \$ —                    | \$ 11,003                          | \$ 11,003    |
| Capital expenditure <sup>(3)(4)</sup>               | \$ 388,988            | \$ 245                  | \$ —                               | \$ 389,233   |

|                                                     |            |          |           |            |
|-----------------------------------------------------|------------|----------|-----------|------------|
| <b>For the nine months ended September 30, 2024</b> |            |          |           |            |
| Income tax expenses                                 | \$ —       | \$ —     | \$ 21,261 | \$ 21,261  |
| Capital expenditure <sup>(3)(4)</sup>               | \$ 158,171 | \$ 5,378 | \$ —      | \$ 163,549 |

|                                        | September 30,<br>2025 | December 31,<br>2024 |
|----------------------------------------|-----------------------|----------------------|
| <b>Total assets:</b>                   | <b>(In thousands)</b> |                      |
| Midstream Logistics                    | \$ 4,706,271          | \$ 4,326,954         |
| Pipeline Transportation <sup>(2)</sup> | 2,231,968             | 2,270,403            |
| Segment total assets                   | 6,938,239             | 6,597,357            |
| Corporate and other <sup>(1)</sup>     | 263,834               | 217,580              |
| Total assets                           | \$ 7,202,073          | \$ 6,814,937         |

- 1) Corporate and Other activities represents those results that: (i) are not specifically attributable to an operating segment; (ii) are not individually reportable or (iii) have not been allocated to a reportable segment for the purpose of evaluating their performance, including certain general and administrative expense items. Items included here to reconcile operating segments profit and loss with the Company's consolidated profit and loss.
- 2) The Pipeline Transportation segment includes investments in unconsolidated affiliates of \$2.09 billion and \$2.12 billion as of September 30, 2025 and December 31, 2024, respectively.
- 3) Excludes capital assets acquired in business combinations and included in the Midstream Logistic segment. See *Note 2—Business Combinations* in the Notes to our Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for additional information.
- 4) Excludes contributions or acquisitions made in the Company's EMI that are included in the Pipeline Transportation segment. See *Note 6—Equity Method Investments* in the Notes to our Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for additional information.

## **18. SUBSEQUENT EVENTS**

On October 31, 2025, the Company consummated the previously announced EPIC Sale with affiliates of Diamondback Energy, Inc (together with the Company, the “Sellers”) and affiliates of Plains All American Pipeline, L.P. (the “Buyer”) to sell, collectively, 55.5% outstanding interests in EPIC. The Company received \$504.2 million of upfront cash consideration in exchange for its respective 27.5% interest in EPIC. In addition, the Company can receive approximately \$96.0 million attributable to an earn out, payable upon the approval by the board of directors of the general partner of EPIC of one or more capital projects that achieve certain capacity expansion criteria.

On October 15, 2025, the Board declared a cash dividend of \$0.78 per share on the Company’s Class A Common Stock payable to stockholders of record as of October 27, 2025 on October 31, 2025. The Company, through its ownership of the general partner of the Partnership, declared a distribution of \$0.78 per Common Unit from the Partnership to the holders of Common Units, which was paid on October 31, 2025.

Subsequent to the quarter ended September 30, 2025, the Company repurchased 0.1 million shares of its outstanding Class A Common Stock for a total cost of \$3.5 million. The Company has repurchased 4.1 million shares of its outstanding Class A Common Stock for a total cost of \$176.0 million under its Repurchase Program, of which 4.1 million shares held as treasury stock was retired, year to date as of November 5, 2025.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis addresses the results of our operations for the three and nine months ended September 30, 2025, as compared to our results of operations for the same period in 2024. Please read the following discussion of our financial condition and results of operations in conjunction with the financial statements and notes thereto included elsewhere in this report.*

### **Overview**

We are an integrated midstream energy company in the Permian Basin providing comprehensive gathering, transportation, compression, processing and treating services. Our core capabilities include a variety of service offerings including natural gas gathering, transportation, compression, treating and processing; NGLs stabilization and transportation; produced water gathering and disposal; and crude oil gathering, stabilization, storage and transportation. Our operations are strategically located in the heart of the Delaware Basin.

### **Our Operations and Segments**

We have two reportable segments with revenue streams from various products and services. The Midstream Logistics segment operates under three revenue streams, 1) gas gathering and processing, 2) crude oil gathering, stabilization and storage services and 3) produced water gathering and disposal. The Pipeline Transportation segment consists of three EMI pipelines originating in the Permian Basin with various access points to the U.S. Gulf Coast, as well as Kinetik NGL and Delaware Link Pipelines. The pipelines transport natural gas, NGLs and crude oil within the Permian Basin and to the U.S. Gulf Coast.

#### ***Midstream Logistics***

***Gas Gathering and Processing.*** The Midstream Logistics segment provides gas gathering and processing services with over 4,300 miles of low and high-pressure steel pipeline located throughout the Delaware Basin, including over 2,300 miles of gas pipeline acquired through the Durango Acquisition, over 200 miles of gas pipeline acquired through the Barilla Draw Acquisition, and over 630,000 horsepower of compression capacity. Gas processing assets are centralized at eight processing complexes with total cryogenic processing capacity totaling over 2.4 Bcf/d.

***Crude Oil Gathering, Stabilization and Storage Services.*** Crude gathering assets are centralized at the Caprock Stampede Terminal and the Pinnacle Sierra Grande Terminal. The system includes approximately 280 miles of gathering pipeline and 90,000 barrels of crude storage. The crude facilities have connections for takeaway transportation into certain facilities operated by Plains All American Pipeline, L.P.

***Water Gathering and Disposal.*** The system includes approximately 370 miles of gathering pipeline and approximately 580,000 barrels per day of permitted disposal capacity.

#### ***Pipeline Transportation***

***EMI pipelines.*** The Company owns the following equity interests in three EMI pipelines in the Permian Basin with access to various points along the U.S. Gulf Coast: 1) an approximate 55.5% equity interest in Permian Highway Pipeline LLC ("PHP"), which is operated by Kinder Morgan; 2) 33.0% equity interest in Breviloba, LLC ("Breviloba"), the owner of the Shin Oak NGL Pipeline ("Shin Oak"), which is operated by Enterprise Products Operating LLC; and 3) 27.5% equity interest in Epic Crude Holdings, LP ("EPIC"), which is operated by EPIC Consolidated Operations, LLC.

***Kinetik NGL Pipelines.*** The Kinetik NGL Pipelines consist of approximately 96 miles of NGL pipelines connecting our East Toyah and Pecos complexes to Waha, including our 20-inch Dewpoint pipeline that spans over 40 miles, and our 30 mile, 20-inch Brandywine Pipeline connecting to our Diamond Cryogenic complex. The Kinetik NGL pipeline system has a capacity of approximately 580 MBbl/d.

***Delaware Link Pipeline.*** The Delaware Link Pipeline consists of approximately 40 miles of 30-inch diameter pipeline with an initial capacity of approximately 1.0 Bcf/d that provides additional transportation capacity to Waha.

## **Recent Developments**

### ***EPIC Sale***

On August 30, 2025, Altus Midstream Processing LP, a Delaware limited partnership (“Altus”) and indirect subsidiary of the Company, Kinetik EC Holdco LLC, a Delaware limited liability company and indirect subsidiary of the Company (“Kinetik EC” and, together with Altus, the “Kinetik Sellers”), and, solely for the purposes set forth therein, Kinetik Holdings LP, a subsidiary of the Company, entered into a Purchase and Sale Agreement with Rattler Midstream Operating LLC, a Delaware limited liability company (“Rattler”), Rattler OMOG LLC, a Delaware limited liability company (“Rattler OMOG” together with Rattler, the “Diamondback Sellers” and, the Diamondback Sellers together with the Kinetik Sellers, the “Sellers”), Plains BK Holdco LLC, a Delaware limited liability company (“Buyer”), and, solely for the purposes set forth therein, each of Plains All American Pipeline, L.P., a Delaware limited partnership, and Rattler Midstream LP, a Delaware limited partnership, pursuant to which the Sellers have agreed to sell all of their respective partnership interests in EPIC, collectively representing 55% of the outstanding interests in EPIC, to Buyer for a total purchase price of approximately \$1.8 billion (the “EPIC Sale”), consisting of approximately \$1.6 billion of cash (subject to customary adjustments, including deductions for outstanding indebtedness) to be paid at closing (the “Purchase Price”) and an additional \$192.5 million of contingent cash in the form of an earn out, payable upon the approval by the board of directors of the general partner of EPIC of one or more capital projects that achieve certain capacity expansion criteria (the “Earn Out”).

On October 31, 2025, the Company consummated the EPIC Sale and received \$504.2 million of upfront cash consideration in exchange for its 27.5% interest in EPIC. In addition, the Company can receive approximately \$96 million attributable to an earn out, payable upon the approval by the board of directors of the general partner of EPIC of one or more capital projects that achieve certain capacity expansion criteria.

## **Factors Affecting Our Business**

### ***Commodity Price Volatility***

There has been, and we believe there will continue to be, volatility in commodity prices and in the relationships among NGLs, crude oil and natural gas prices. As a result of uncertainty around global commodity supply and demand, global geopolitical conflicts, foreign and domestic trade policies implemented by the Trump Administration and response thereto, and recent action by OPEC+, global oil and natural gas commodity prices continue to remain volatile. The volatility and uncertainty of natural gas, crude oil and NGL prices impact drilling, completion and other investment decisions by producers and ultimately supply to our systems. In addition, the instability of the international political environment and human and economic hardship resulting from the armed conflicts would have a highly uncertain impact on the U.S. economy, which in turn, might affect our business and operations adversely. Moreover, the impact of tariffs imposed by the Trump Administration and foreign governments is highly uncertain. Our product sales revenue is exposed to commodity price fluctuations. Therefore, commodity price decline and sustained periods of low natural gas, NGL, and condensate prices could have an adverse effect on our product revenue stream. The Company continues to monitor commodity prices closely and may enter into commodity price hedges to mitigate the volatility risk. In addition, the Company, when economically appropriate, enters into fee-based and NGL arbitrage arrangements that insulate the Company from commodity price volatility.

In addition, our business requires access to steel and other materials to construct and maintain our pipelines and other midstream assets. Imposition of, or increase in, tariffs on imports of steel or other materials, as well as corresponding price increases for such materials available domestically, could increase our construction costs and our costs to maintain our assets. The Company continues to monitor costs of materials used for capital expenditure and considers budget-to-actual and forecast-to-actual variances on a monthly basis to mitigate volatility risk. See *Part II, Item 1A. Risk Factors* for additional discussion.

### ***Inflation and Interest Rates***

The annual rate of inflation in the United States was 3.0% in September 2025 as measured by the Consumer Price Index. In light of the recent economic activity and labor market conditions, the Federal Open Market Committee (the “FOMC”) decided to lower the target range for the federal funds rate to 3.75% - 4.00 % during its meeting in October 2025. During the meeting, the FOMC noted that the economic activity has been expanding at a moderate pace; job gains have slowed, the unemployment rate has edged up but remains low, and inflation has moved up and remains somewhat elevated. The FOMC also noted that it remains attentive to the risks to both sides of its dual mandate, judges that downside risks to employment have risen in recent months and seeks to achieve maximum employment and inflation at the rate of 2.00%. The Company will continue to monitor the FOMC’s monetary policy and interest rate movement. Refer to *Note 12—Derivatives and Hedging Activities* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report for additional discussion regarding our hedging strategies and objectives for interest rate risk.

## Results of Operations

The following table presents the Company's results of operations for the periods presented:

|                                                                        | Three Months Ended September 30, |            |          | Nine Months Ended September 30, |            |          |
|------------------------------------------------------------------------|----------------------------------|------------|----------|---------------------------------|------------|----------|
|                                                                        | 2025                             | 2024       | % Change | 2025                            | 2024       | % Change |
| (In thousands, except percentages)                                     |                                  |            |          |                                 |            |          |
| Operating revenues:                                                    |                                  |            |          |                                 |            |          |
| Service revenue                                                        | \$ 103,338                       | \$ 103,100 | —%       | \$ 343,918                      | \$ 301,710 | 14%      |
| Product revenue                                                        | 357,608                          | 290,423    | 23%      | 981,703                         | 787,092    | 25%      |
| Other revenue                                                          | 3,023                            | 2,839      | 6%       | 8,349                           | 8,411      | (1%)     |
| Total operating revenues                                               | 463,969                          | 396,362    | 17%      | 1,333,970                       | 1,097,213  | 22%      |
| Operating costs and expenses:                                          |                                  |            |          |                                 |            |          |
| Cost of sales (excluding depreciation and amortization) <sup>(1)</sup> | 235,391                          | 144,586    | 63%      | 615,452                         | 444,786    | 38%      |
| Operating expenses                                                     | 76,137                           | 55,804     | 36%      | 207,785                         | 143,278    | 45%      |
| Ad valorem taxes                                                       | 7,099                            | 5,896      | 20%      | 20,449                          | 18,400     | 11%      |
| General and administrative expenses                                    | 30,096                           | 29,619     | 2%       | 91,932                          | 94,846     | (3%)     |
| Depreciation and amortization expenses                                 | 95,409                           | 87,583     | 9%       | 281,845                         | 236,250    | 19%      |
| Loss (gain) on disposal of assets, net                                 | 50                               | —          | 100%     | (15)                            | 4,090      | (100%)   |
| Total operating costs and expenses                                     | 444,182                          | 323,488    | 37%      | 1,217,448                       | 941,650    | 29%      |
| Operating income                                                       | 19,787                           | 72,874     | (73%)    | 116,522                         | 155,563    | (25%)    |
| Other income (expense):                                                |                                  |            |          |                                 |            |          |
| Interest and other income                                              | 303                              | 1,872      | (84%)    | 3,820                           | 2,272      | 68%      |
| Loss on debt extinguishment                                            | —                                | —          | —%       | (635)                           | (525)      | 21%      |
| Gain on sale of equity method investment                               | —                                | 29,953     | (100%)   | —                               | 89,837     | (100%)   |
| Interest expense                                                       | (61,721)                         | (66,029)   | (7%)     | (173,949)                       | (167,545)  | 4%       |
| Equity in earnings of unconsolidated affiliates                        | 58,289                           | 53,244     | 9%       | 174,472                         | 169,668    | 3%       |
| Total other (expense) income, net                                      | (3,129)                          | 19,040     | (116%)   | 3,708                           | 93,707     | (96%)    |
| Income before income taxes                                             | 16,658                           | 91,914     | (82%)    | 120,230                         | 249,270    | (52%)    |
| Income tax expense                                                     | 1,109                            | 8,260      | (87%)    | 11,003                          | 21,261     | (48%)    |
| Net income including noncontrolling interest                           | \$ 15,549                        | \$ 83,654  | (81%)    | \$ 109,227                      | \$ 228,009 | (52%)    |

1) Costs of sales (excluding depreciation and amortization) is net of gas service fees totaling \$88.3 million and \$60.2 million for the three months ended September 30, 2025 and 2024, respectively, and \$224.1 million and \$159.4 million for the nine months ended September 30, 2025 and 2024, respectively, for certain volumes, where we act as principal.

NM - Not meaningful

### Three Months Ended September 30, 2025 Compared to Three Months Ended September 30, 2024

#### **Revenues**

For the three months ended September 30, 2025, revenue increased by \$67.6 million, or 17%, to \$464.0 million, compared to \$396.4 million for the same period in 2024. The increase was primarily driven by higher product revenues related to higher NGL and condensate volumes sold.

#### *Service*

Service revenue for the three months ended September 30, 2025 was flat as compared to the same period in 2024. However, period-over-period gathered and processed gas volumes increased by 307.1 MMcf per day, or 15% and 188.6 MMcf per day, or 11%, respectively. As the total gathered and processed gas volumes where we function as the agent decreased period-over-period, the change in net gas gathering fees presented as revenues were flat versus the expected increase. Of the increase, Durango's operations accounted for 45.3 MMcf per day and 102.1 MMcf per day of gathered and processed gas volume, respectively. Over 97% of service revenues are included in the Midstream Logistics segment for the three months ended September 30, 2025.

#### *Product revenue*

Product revenue for the three months ended September 30, 2025, increased by \$67.2 million, or 23%, to \$357.6 million, compared to \$290.4 million for the same period in 2024, primarily driven by an increase in NGL and condensate volumes sold, partially offset by decreases in natural gas residue volumes sold and NGL and condensate prices. Period-over-period NGL and condensate volumes sold increased 2.4 million barrels, or 22%. The increase in volumes sold was partially offset by decreases in period-over-period NGL and condensate prices of \$2.05 per barrel, or 10% and \$8.87 per barrel, or 12%, respectively. Period-over-period natural gas residue volumes sold decreased 4.0 million MMBtu, or 21%, partially offset by an increase in natural gas prices of \$0.64 per MMBtu, or 67%. Product revenues are included entirely in the Midstream Logistics segment.

#### **Operating Costs and Expenses**

#### *Costs of sales (excluding depreciation and amortization)*

Cost of sales (excluding depreciation and amortization) primarily consists of purchases of NGLs and natural gas from our producers at contracted market prices to support product sales to other third parties. For the three months ended September 30, 2025, cost of sales increased by \$90.8 million, or 63%, to \$235.4 million, compared to \$144.6 million for the same period in 2024. The increase was primarily driven by the aforementioned period-over-period increases in NGL and condensate volumes sold and higher natural gas residue prices, partially offset by decreases in natural gas volumes sold and NGL and condensate prices. The increase was also driven by a fair value adjustment to the Kings Landing earn out contingent liability of \$5.7 million. Costs of sales (excluding depreciation and amortization) is included in the Midstream Logistics segment.

#### *Operating expenses*

Operating expenses increased by \$20.3 million, or 36%, to \$76.1 million for the three months ended September 30, 2025, compared to \$55.8 million for the same period in 2024. Of the total increase, \$5.5 million was driven by Durango's operations and the start-up of the Kings Landing plant, and \$6.3 million was driven by Barilla Draw operations acquired in January 2025. The remaining increase was primarily driven by increases in utility costs of \$8.4 million. Over 99% of operating expenses are included in the Midstream Logistics segment.

#### *Depreciation and amortization expense*

Depreciation and amortization expense increased by \$7.8 million, or 9% to \$95.4 million for the three months ended September 30, 2025, compared to \$87.6 million for the same period in 2024. Of the total increase, \$2.4 million was from the Barilla Draw Acquisition completed in January 2025. The remaining increase was driven by assets placed into service since the second quarter of 2024.

***Other Income (Expenses)******Gain on sale of equity method investment***

The gain on sale of equity method investment decreased by \$30.0 million, or 100%, for the three months ended September 30, 2025, compared to the same period in 2024. The decrease was related to the GCX divestiture consummated in the second quarter of 2024 and the related earn out that was realized during the third quarter of 2024.

***Income Tax Expense***

Income tax expense decreased by \$7.2 million, or 87% to \$1.1 million for the three months ended September 30, 2025, compared to \$8.3 million for the same period in 2024. The decrease is primarily driven by lower income before income taxes for the three months ended September 30, 2025.

**Nine Months Ended September 30, 2025 Compared to Nine Months Ended September 30, 2024*****Revenues***

For the nine months ended September 30, 2025, revenue increased by \$236.8 million, or 22%, to \$1.33 billion, compared to \$1.10 billion for the same period in 2024. The increase was primarily driven by higher service and product revenue from the Durango Acquisition completed in June 2024 and the Barilla Draw Acquisition completed in January 2025.

***Service revenue***

Service revenue for the nine months ended September 30, 2025, increased by \$42.2 million, or 14%, to \$343.9 million, compared to \$301.7 million for the same period in 2024. The increase was primarily driven by higher period-over-period gas gathering fees of \$37.4 million. Period-over-period gathered and processed gas volumes increased 376.8 MMcf per day, or 20% and 210.8 MMcf per day, or 13%, respectively. Of the increase, Durango's operations accounted for 170.4 MMcf per day and 161.0 MMcf per day of gathered and processed gas volume, respectively. Over 97% of service revenues are included in the Midstream Logistics segment for the nine months ended September 30, 2025.

***Product revenue***

Product revenue for the nine months ended September 30, 2025, increased by \$194.6 million, or 25%, to \$981.7 million, compared to \$787.1 million for the same period in 2024, primarily due to increased NGL and condensate volumes sold and increased natural gas residue prices. Period-over-period NGL and condensate volumes sold increased 9.5 million barrels, or 32%, of which, Durango's operations accounted for 3.4 million barrels, partially offset by decreases in NGL and condensate prices of \$1.53 per barrel, or 7% and \$8.70 per barrel, or 12%, respectively. The increase in product revenue was also driven by period-over-period increases in natural gas residue prices of \$0.74 per MMBtu, or 58%, partially offset by a decrease in period-over-period natural gas residue volumes sold of 8.3 million MMBtu, or 18%. Product revenues are included entirely in the Midstream Logistics segment.

***Operating Costs and Expenses******Costs of sales (excluding depreciation and amortization)***

Cost of sales (excluding depreciation and amortization) primarily consists of purchases of NGLs and natural gas from our producers at contracted market prices to support product sales to other third parties. For the nine months ended September 30, 2025, cost of sales increased by \$170.7 million, or 38%, to \$615.5 million, compared to \$444.8 million for the same period in 2024. As discussed above, the increase was primarily driven by period-over-period increases in NGL and condensate volumes sold and higher natural gas residue prices, partially offset by decreases in NGL and condensate prices and natural gas residue volumes sold. The increase was also driven by a fair value adjustment to Kings Landing earn out contingent liability of \$5.7 million. Over 100% of cost of sales (excluding depreciation and amortization) is included entirely in the Midstream Logistics segment.

### *Operating expenses*

Operating expenses increased by \$64.5 million, or 45%, to \$207.8 million for the nine months ended September 30, 2025, compared to \$143.3 million for the same period in 2024. Of the total increase, \$33.2 million was driven by Durango's operations that were acquired in late June 2024, which had a full nine months of operations in 2025 compared to one quarter of operations in the same period in 2024, and \$16.0 million was driven by the Barilla Draw operations acquired in January 2025. The remaining increase was primarily driven by increases in utility costs of \$14.2 million. Over 99% of operating expenses are included in the Midstream Logistics segment.

### *Depreciation and amortization expense*

Depreciation and amortization expense increased by \$45.6 million, or 19%, to \$281.8 million for the nine months ended September 30, 2025, compared to \$236.3 million for the same period in 2024. Of the total increase, \$26.8 million was driven by the Durango Acquisition that was completed in late June 2024 and \$7.2 million is from the Barilla Draw Acquisition completed in January 2025. The remaining increase of \$11.6 million was driven by assets placed in service since the second quarter of 2024.

### ***Other Income (Expenses)***

#### *Gain on sale of equity method investments*

Gain on sale of equity method investment decreased by \$89.8 million, or 100%, for the nine months ended September 30, 2025, compared to the same period in 2024. The decrease was related to the GCX divestiture, which was consummated in the second quarter of 2024.

#### *Interest expense*

Interest expense increased by \$6.4 million, or 4%, to \$173.9 million for the nine months ended September 30, 2025, compared to \$167.5 million for the same period in 2024. The increase in interest expense was primarily driven by a decrease in net realized and unrealized gains on interest rate swaps totaling \$8.1 million and an increase in interest expenses of \$5.2 million due to higher outstanding debt balances. The increase was partially offset by an increase in capitalized interest of \$7.4 million related to the Kings Landing Project. Refer to *Note—12 Derivatives and Hedging Activities* in the Notes to Condensed Consolidated Financial Statements regarding the Company's strategy in managing interest rate risk.

### ***Income Tax Expense***

Income tax expense decreased by \$10.3 million, or 48% to \$11.0 million for the nine months ended September 30, 2025, compared to \$21.3 million for the same period in 2024. The decrease is primarily driven by lower income before income taxes for the nine months ended September 30, 2025.

## **Key Performance Metrics**

### ***Adjusted EBITDA***

Adjusted EBITDA is defined as net income including noncontrolling interest adjusted for interest, taxes, depreciation and amortization, gain or loss on disposal of assets and debt extinguishment, the proportionate EBITDA from our EMI pipelines, equity income and gain from sale of investments recorded using the equity method, share-based compensation expense, noncash increases and decreases related to commodity hedging activities, fair value adjustments to contingent liabilities, integration and transaction costs and extraordinary losses and unusual or non-recurring charges. Adjusted EBITDA provides a basis for comparison of our business operations between current, past and future periods by excluding items that we do not believe are indicative of our core operating performance.

We believe that Adjusted EBITDA provides a meaningful understanding of certain aspects of earnings before the impact of investing and financing charges and income taxes. Adjusted EBITDA is useful to an investor in evaluating our performance because this measure:

- is widely used by analysts, investors and competitors to measure a company's operating performance;
- is a financial measurement that is used by rating agencies and other parties to evaluate our credit worthiness; and
- is used by our management for various purposes, including as a basis for strategic planning and forecasting.

### Adjusted EBITDA is not defined in GAAP

The GAAP measure used by the Company that is most directly comparable to Adjusted EBITDA is net income including noncontrolling interest. Adjusted EBITDA should not be considered as an alternative to the GAAP measure of net income including noncontrolling interest or any other measure of financial performance presented in accordance with GAAP. Adjusted EBITDA has important limitations as an analytical tool because it excludes some, but not all, items that affect net income including noncontrolling interest. Adjusted EBITDA should not be considered in isolation or as a substitute for analysis of the Company's results as reported under GAAP. The Company's definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies in the industry, thereby diminishing its utility.

### Reconciliation of non-GAAP financial measure

Company management compensates for the limitations of Adjusted EBITDA as an analytical tool by reviewing the comparable GAAP measure, understanding the differences between Adjusted EBITDA as compared to net income including noncontrolling interest, and incorporating this knowledge into its decision-making processes. Management believes that investors benefit from having access to the same financial measure that the Company uses in evaluating operating results.

The following table presents a reconciliation of the GAAP financial measure of net income including noncontrolling interest to the non-GAAP financial measure of Adjusted EBITDA.

|                                                                                          | Three Months Ended September 30, |                   |             | Nine Months Ended September 30, |                   |           |
|------------------------------------------------------------------------------------------|----------------------------------|-------------------|-------------|---------------------------------|-------------------|-----------|
|                                                                                          | 2025                             | 2024              | % Change    | 2025                            | 2024              | % Change  |
| (In thousands, except percentages)                                                       |                                  |                   |             |                                 |                   |           |
| <b>Reconciliation of net income including noncontrolling interest to Adjusted EBITDA</b> |                                  |                   |             |                                 |                   |           |
| Net income including noncontrolling interest                                             | \$ 15,549                        | \$ 83,654         | (81%)       | \$ 109,227                      | \$ 228,009        | (52%)     |
| Add back:                                                                                |                                  |                   |             |                                 |                   |           |
| Interest expense                                                                         | 61,721                           | 66,029            | (7%)        | 173,949                         | 167,545           | 4%        |
| Income tax expense                                                                       | 1,109                            | 8,260             | (87%)       | 11,003                          | 21,261            | (48%)     |
| Depreciation and amortization expenses                                                   | 95,409                           | 87,583            | 9%          | 281,845                         | 236,250           | 19%       |
| Amortization of contract costs                                                           | 1,744                            | 1,655             | 5%          | 5,054                           | 4,965             | 2%        |
| Proportionate EMI EBITDA                                                                 | 87,715                           | 88,229            | (1%)        | 263,345                         | 262,553           | —%        |
| Share-based compensation                                                                 | 14,229                           | 15,171            | (6%)        | 44,577                          | 52,868            | (16%)     |
| Loss (gain) on disposal of assets, net                                                   | 50                               | —                 | 100%        | (15)                            | 4,090             | (100%)    |
| Loss on debt extinguishment                                                              | —                                | —                 | —%          | 635                             | 525               | 21%       |
| Commodity hedging unrealized loss                                                        | 6,485                            | —                 | 100%        | —                               | —                 | —%        |
| Contingent liability fair value adjustment                                               | 5,700                            | 1,400             | NM          | 5,700                           | 1,400             | NM        |
| Integration costs                                                                        | 6,650                            | 2,540             | 162%        | 12,621                          | 5,091             | 148%      |
| Acquisition / divestiture transaction costs                                              | 812                              | 31                | NM          | 812                             | 3,538             | (77%)     |
| Other one-time cost or amortization                                                      | 3,916                            | 3,717             | 5%          | 15,708                          | 8,448             | 86%       |
| Deduct:                                                                                  |                                  |                   |             |                                 |                   |           |
| Interest income                                                                          | 166                              | 572               | (71%)       | 1,274                           | 1,459             | (13%)     |
| Commodity hedging unrealized gain                                                        | —                                | 8,817             | (100%)      | 13,131                          | 1,935             | NM        |
| Gain on sale of equity method investment                                                 | —                                | 29,953            | (100%)      | —                               | 89,837            | (100%)    |
| Equity in earnings of unconsolidated affiliates                                          | 58,289                           | 53,244            | 9%          | 174,472                         | 169,668           | 3%        |
| Adjusted EBITDA                                                                          | <u>\$ 242,634</u>                | <u>\$ 265,683</u> | <u>(9%)</u> | <u>\$ 735,584</u>               | <u>\$ 733,644</u> | <u>—%</u> |

NM - not meaningful

For the three months ended September 30, 2025, Adjusted EBITDA decreased by \$23.0 million, or 9%, to \$242.6 million, compared to \$265.7 million for the same period in 2024. As discussed in *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations* to this Quarterly Report, the decrease was primarily driven by increased cost of sales (excluding depreciation and amortization), operating expenses, ad valorem taxes and general and administrative expense totaling \$112.8 million, partially offset by an increase in operating revenue of \$67.6 million. Further offsetting the increases in expenses were period over period net changes in unrealized gain / loss in commodity hedging activities of \$15.3 million, and higher fair value adjustments to contingent liabilities of \$4.3 million.

Adjusted EBITDA increased by \$1.9 million, to \$735.6 million for the nine months ended September 30, 2025, compared to \$733.6 million for the same period in 2024. As discussed in *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations* to this Quarterly Report Form 10-Q, the increase was due to increased total operating revenue of \$236.8 million, offset by increased cost of sales (excluding depreciation and amortization), operating expenses, ad valorem taxes and general and administrative expenses totaling \$234.3 million. The increase was also driven by increases related to integration, transaction and other one-time costs or amortization of \$12.1 million and higher fair value adjustments to contingent liabilities of \$4.3 million, partially offset by a decrease in stock based compensation of \$8.3 million and an increase in unrealized gain in commodity hedging activities of \$11.2 million.

### Segment Adjusted EBITDA

Segment Adjusted EBITDA is defined as segment net income or loss including noncontrolling interest adjusted for interest, taxes, depreciation and amortization, gain or loss on disposal of assets and debt extinguishment, the proportionate EBITDA from our EMI pipelines, equity income and gain from sale of investments recorded using the equity method, share-based compensation expense, noncash increases and decreases related to commodity hedging activities, integration and transaction costs and extraordinary losses and unusual or non-recurring charges. The following table presents Segment Adjusted EBITDA for the three and nine months ended September 30, 2025 and 2024. Also refer to *Note 17—Segments* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report for a reconciliation of Segment Adjusted EBITDA to net income before income taxes.

|                                    | Three Months Ended September 30, |                   |             | Nine Months Ended September 30, |                   |           |
|------------------------------------|----------------------------------|-------------------|-------------|---------------------------------|-------------------|-----------|
|                                    | 2025                             | 2024              | % Change    | 2025                            | 2024              | % Change  |
| (In thousands, except percentages) |                                  |                   |             |                                 |                   |           |
| Midstream Logistics                | \$ 151,358                       | \$ 173,623        | (13%)       | \$ 462,763                      | \$ 464,165        | —%        |
| Pipeline Transportation            | 95,454                           | 96,134            | (1%)        | 286,104                         | 285,191           | —%        |
| Corporate and Other <sup>(1)</sup> | (4,178)                          | (4,074)           | 3%          | (13,283)                        | (15,712)          | (15%)     |
| Total Segment Adjusted EBITDA      | <u>\$ 242,634</u>                | <u>\$ 265,683</u> | <u>(9%)</u> | <u>\$ 735,584</u>               | <u>\$ 733,644</u> | <u>—%</u> |

1) Corporate and Other represents those results that: (i) are not specifically attributable to a reportable segment; (ii) are not individually reportable or (iii) have not been allocated to a reportable segment for the purpose of evaluating their performance, including certain general and administrative expense items.

Midstream Logistics Segment Adjusted EBITDA decreased by \$22.3 million, or 13%, to \$151.4 million for the three months ended September 30, 2025, compared to \$173.6 million for the same period in 2024. The decrease was primarily due to increased cost of sales (excluding depreciation and amortization), operating expenses, ad valorem taxes and general and administrative expenses of \$111.9 million, partially offset by an increase in total operating revenue of \$67.5 million. Further offsetting the increases in expenses were period over period net changes in unrealized gain / loss in commodity hedging activities of \$15.3 million, and higher fair value adjustments to contingent liabilities of \$4.3 million. The reasons for the fluctuations are discussed in *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations* to this Quarterly Report on Form 10-Q.

Midstream Logistics Segment Adjusted EBITDA decreased by \$1.4 million, to \$462.8 million for the nine months ended September 30, 2025, compared to \$464.2 million for the same period in 2024. The decrease was primarily due to increased cost of sales (excluding depreciation and amortization), operating expenses, ad valorem taxes and general and administrative expenses of \$241.6 million, partially offset by increased total operating revenue of \$236.4 million. Further offsetting the increases in expenses were higher fair value adjustments to contingent liabilities fair of \$4.3 million and higher integration, transaction and other one-time costs or amortization of \$8.9 million, partially offset by an increase in unrealized gains in commodity hedging activities of \$11.2 million. The reasons for the fluctuations are discussed in *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations* to this Quarterly Report on Form 10-Q.

Pipeline Transportation Segment Adjusted EBITDA was \$95.5 million and \$286.1 million for the three and nine months ended September 30, 2025, respectively, which were consistent with the corresponding 2024 periods.

## **Contractual Obligations**

We have contractual obligations for principal and interest payments on our 2028 Notes, 2030 Notes, and under the Term Loan Credit Agreement, the Revolving Credit Agreement and the Amended A/R Facility. See *Note 7—Debt and Financing Costs* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

Under certain clauses of our transportation services agreements with third party pipelines to transport natural gas and NGLs, if we fail to ship a minimum throughput volume, then we will pay certain deficiency payments for transportation based on the volume shortfall up to the MVC amount.

## **Liquidity and Capital Resources**

The Company's primary use of capital since inception has been for the initial construction of gathering and processing assets, as well as the acquisition of businesses and EMI pipelines and associated subsequent construction costs. For 2025, the Company's primary spending requirements are related to business acquisitions and other budgeted capital expenditures for the construction and maintenance of gathering and processing assets, the Company's contractual debt obligations, quarterly cash dividends and repurchases of its Class A Common Stock pursuant to the Repurchase Program from time to time.

During the nine months ended September 30, 2025, the Company's primary sources of cash were distributions from the EMI pipelines, borrowings under the revolving credit facility and A/R Facility, and cash generated from operations. Based on the Company's current financial plan, the Company believes that cash from operations and distributions from the EMI pipelines and remaining borrowing capacity on our credit facilities will generate cash flows in excess of capital expenditures and the amount required to fund the Company's planned quarterly dividend over the next 12 months. The following table presents a summary of the Company's key liquidity indicators at the dates presented:

### ***Liquidity***

| (In thousands)            | September 30, 2025  |                        |                   |                              |
|---------------------------|---------------------|------------------------|-------------------|------------------------------|
|                           | Total Capacity      | Outstanding Borrowings | Letters of Credit | Available Borrowing Capacity |
| A/R Facility              | \$ 250,000          | \$ 178,600             | \$ —              | \$ 71,400                    |
| Revolving Line of Credit  | 1,600,000           | 783,000                | 12,600            | 804,400                      |
| Total                     | <u>\$ 1,850,000</u> | <u>\$ 961,600</u>      | <u>\$ 12,600</u>  | <u>\$ 875,800</u>            |
| Cash and cash equivalents |                     |                        |                   | 7,737                        |
| Total liquidity           |                     |                        |                   | <u>\$ 883,537</u>            |

  

| (In thousands)            | December 31, 2024   |                        |                   |                              |
|---------------------------|---------------------|------------------------|-------------------|------------------------------|
|                           | Total Capacity      | Outstanding Borrowings | Letters of Credit | Available Borrowing Capacity |
| A/R Facility              | \$ 150,000          | \$ 140,200             | \$ —              | \$ 9,800                     |
| Revolving Line of Credit  | 1,250,000           | 590,000                | 12,600            | 647,400                      |
| Total                     | <u>\$ 1,400,000</u> | <u>\$ 730,200</u>      | <u>\$ 12,600</u>  | <u>\$ 657,200</u>            |
| Cash and cash equivalents |                     |                        |                   | 3,606                        |
| Total liquidity           |                     |                        |                   | <u>\$ 660,806</u>            |

### ***Long-term Financing***

From time to time, we issue long-term debt. Our senior unsecured notes are fixed rate borrowings; however, we have some exposure to the risk of changes in interest rates, primarily as a result of the variable rate borrowings under the term loan, revolving credit facilities and the A/R Facility. We use interest rate swaps to mitigate the impact of changes in interest rates on cash flows. See *Note 12—Derivatives and Hedging Activities* in the Notes to the Condensed Consolidated Financial Statements in this Quarterly Report for detailed discussion.

As of September 30, 2025, we had \$1.05 billion of our 6.625% senior unsecured notes due 2028 and \$1.00 billion of our 5.875% senior unsecured notes due 2030 outstanding.

On May 30, 2025, the Partnership entered into the Term Loan Credit Agreement. The proceeds were used to repay and terminate the 2022 Term Loan Credit Agreement. As of September 30, 2025, we had an outstanding borrowing of \$1.15 billion under the Term Loan Credit Agreement.

### ***Revolving Credit Agreement***

On May 30, 2025, the Partnership entered into the Revolving Credit Agreement. The Revolving Credit Agreement provides for a \$1.60 billion senior unsecured revolving credit facility, which includes a \$200.0 million sublimit for the issuance of letters of credit, and a \$300.0 million sublimit for swingline loans.

All borrowings under the Revolving Credit Agreement mature on May 30, 2030, unless such maturity date is adjusted in accordance with the Revolving Credit Agreement. As of September 30, 2025, we had an outstanding borrowing of \$783.0 million and remaining borrowing capacity of \$804.4 million.

### ***A/R Facility***

On April 1, 2025, the Partnership entered into an amendment to its A/R Facility to, among other things, increase the facility limit to \$250.0 million and extend the scheduled termination date to March 31, 2026. As of September 30, 2025, we had an outstanding borrowing of \$178.6 million and remaining borrowing capacity of \$71.4 million.

### ***Capital Requirements and Expenditures***

Our operations can be capital intensive, requiring investments to expand, upgrade, maintain or enhance existing operations and to meet environmental and operational regulations. During the nine months ended September 30, 2025 and 2024, capital spending for property, plant and equipment totaled \$358.4 million and \$155.8 million, respectively, intangible asset purchases totaled \$30.9 million and \$7.7 million, respectively, and contributions to EMI totaled \$1.2 million and \$3.3 million, respectively. The increase in capital spending was mainly related to the Kings Landing Project, which was completed in the third quarter of 2025. Management believes its existing gathering, processing and transmission infrastructure capacity and future planned projects are capable of fulfilling its midstream contracts to service its customers.

The Company anticipates its existing capital resources will be sufficient to fund future capital expenditures for EMI pipelines and the Company's existing infrastructure assets over the next 12 months. For further information on EMIs, refer to *Note 6—Equity Method Investments* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

### ***Cash Flow***

The following tables present cash flows from operating, investing and financing activities during the periods presented:

|                                                 | Nine Months Ended September 30, |              |
|-------------------------------------------------|---------------------------------|--------------|
|                                                 | 2025                            | 2024         |
|                                                 | (In thousands)                  |              |
| Cash provided by operating activities           | \$ 494,030                      | \$ 493,356   |
| Cash used in investing activities               | \$ (562,930)                    | \$ (65,909)  |
| Cash provided by (used in) financing activities | \$ 73,031                       | \$ (411,519) |

*Operating activities.* Net cash provided by operating activities increased by \$0.7 million for the nine months ended September 30, 2025, compared with the same period in 2024. The change in the operating cash flows reflected (i) a decrease in net income including noncontrolling interest of \$118.8 million; (ii) an increase in adjustments related to non-cash items of \$80.8 million, which was mainly driven by a decrease in gain related to sale of equity method investment of \$89.8 million and an increase in depreciation and amortization expense of \$45.6 million, partially offset by a decrease in distributions from unconsolidated affiliates of \$18.5 million, and a favorable derivative fair value adjustment of \$14.4 million compared to an unfavorable derivative fair value adjustment of \$8.9 million in the same period in 2024; and (iii) an increase in working capital of \$38.6 million.

*Investing activities.* Net cash used in investing activities increased by \$497.0 million for the nine months ended September 30, 2025 to \$562.9 million, compared to \$65.9 million used in the same period in 2024. The increase was primarily driven by proceeds from the sale of GCX in 2024 that totaled \$524.4 million and offset almost all of 2024's capital investment expenditures. Additionally, we incurred higher capital spending for property, plant and equipment of \$202.5 million and intangible assets of \$23.1 million, mainly related to the Kings Landing Project, partially offset by a decrease in cash used in business and EMI acquisitions of \$251.1 million.

*Financing activities.* Net cash provided by financing activities was \$73.0 million for the nine months ended September 30, 2025, which was primarily comprised of net proceeds from the issuance of long-term debt, revolving credit facility and A/R Facility of \$619.3 million, partially offset by cash dividends of \$373.8 million paid to the holders of Class A Common Stock and Common Units and cash paid to repurchase Class A Common Stock totaling \$172.6 million, compared with net cash used in financing activities of \$411.5 million for the nine months ended September 30, 2024, which was primarily comprised of net payments to the Company's long-term debt, revolving credit facility and A/R Facility of \$138.6 million and cash dividends of \$272.9 million paid to the holders of Class A Common Stock and Common Units.

### ***Dividend***

During the nine months ended September 30, 2025, the Company made cash dividend payments of \$373.8 million to holders of Class A Common Stock and Common Units and \$1.1 million was reinvested in shares of Class A Common Stock by the Reinvestment Holders.

On October 15, 2025, the Board declared a cash dividend of \$0.78 per share on the Company's Class A Common Stock which became payable to stockholders on October 31, 2025. The Company, through its ownership of the general partner of the Partnership, declared a distribution of \$0.78 per Common Unit from the Partnership to the holders of Common Units, which became payable on October 31, 2025. As described in these Condensed Consolidated Financial Statements, as the context requires, dividends paid to holders of Class A Common Stock and distributions paid to holders of Common Units may be referred to collectively as "dividends."

### ***Share Repurchase Program***

In February 2023, the Board approved a share repurchase program ("Repurchase Program"), authorizing discretionary purchases of the Company's Class A Common Stock up to \$100 million in the aggregate. In May 2025, the Board approved a \$400 million increase to the previously announced Repurchase Program, pursuant to which we are authorized to repurchase the Company's Class A Common Stock for an aggregate purchase price of up to \$500 million. Repurchases may be made at management's discretion from time to time, in accordance with applicable securities laws, on the open market or through privately negotiated transactions and may be made pursuant to a trading plan meeting the requirements of Rule 10b5-1 under the Exchange Act. Privately negotiated repurchases from affiliates are also authorized under the Repurchase Program, subject to such affiliates' interest and other limitations. The repurchases will depend on market conditions and may be discontinued at any time without prior notice.

During the three and nine months ended September 30, 2025, the Company repurchased 2.4 million shares at a total cost of \$100.0 million and 4.0 million shares at a total cost of 172.6 million, respectively. Furthermore, during the third quarter of 2025, the Company retired the entirety of the 4.0 million shares held as treasury stock. There was \$321.7 million available under the Repurchase Program as of September 30, 2025.

### **Off-Balance Sheet Arrangements**

As of September 30, 2025, there were no off-balance sheet arrangements.

### **Critical Accounting Policies and Estimates**

There have been no significant changes to our critical accounting policies and estimates from those disclosed on our Annual Report on Form 10-K for the year ended December 31, 2024. Please refer to information regarding our critical accounting policies and estimates included in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Commission on March 3, 2025.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### **Quantitative and Qualitative Disclosure About Market Risk**

The Company is exposed to various market risks, including the effects of adverse changes in commodity prices and credit risk as described below. The Company continually monitors its market risk exposure, including the impact and developments related to global geopolitical issues, foreign and domestic trade policies under the Trump Administration and response thereto and monetary policy addressing the interest rate and inflation trend, which continued to have significant impact on volatility and uncertainties in the financial markets during 2025.

#### ***Commodity Price Risk***

The results of the Company's operations may be affected by the market prices of oil and natural gas. A portion of the Company's revenue is directly tied to local crude, natural gas, NGLs and condensate prices in the Permian Basin. Fluctuations in commodity prices also impact operating cost elements both directly and indirectly. For example, commodity prices directly impact costs such as power and fuel, which are expenses that increase or decrease in line with changes in commodity prices. Commodity prices also affect industry activity and demand, thus indirectly impacting the cost of items such as labor and equipment rentals. Management regularly reviews the Company's potential exposure to commodity price risk and uses financial or physical arrangements to mitigate potential volatility. Refer to *Note 12—Derivatives and Hedging Activities* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for additional discussion regarding our hedging strategies and objectives.

#### ***Interest Rate Risk***

As of September 30, 2025, the Company had \$2.11 billion of floating rate debt outstanding. A hypothetical 1.0% change in interest rates would result in a maximum potential change to interest expense by approximately \$21.1 million for the Revolving Credit Agreement, the Term Loan Credit Agreement and the Amended A/R Facility annually. Refer to *Note 12—Derivatives and Hedging Activities* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for additional discussion regarding our related hedging strategies and objectives.

#### ***Credit Risk***

There have been no material changes in the Company's credit risk exposure that would affect the quantitative or qualitative disclosures presented as of December 31, 2024, in Part II, Item 7A in our 2024 Form 10-K filed on March 3, 2025.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

As of September 30, 2025, pursuant to Rule 13a-15(b) of the Exchange Act, the Company conducted an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Accounting and Administrative Officer, who serves as the principal accounting officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Exchange Act). Based upon that evaluation, the Company's Chief Executive Officer and Chief Accounting and Administrative Officer concluded that the design and operation of the Company's disclosure controls and procedures were effective as of September 30, 2025.

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the applicable rules and forms of the SEC. The Company's disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Accounting and Administrative Officer, as appropriate, to allow timely decisions regarding required disclosure.

### **Change in Internal Control over Financial Reporting**

Except as described above, there were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the quarter ended September 30, 2025, that have materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II — OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

For further information regarding legal proceedings, refer to *Note 16—Commitments and Contingencies* in the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

### ITEM 1A. RISK FACTORS

*Our business and results of operations may be adversely affected by uncertainty and changes in U.S. trade policies, including tariffs, trade agreements or other trade restrictions imposed by the U.S. or other governments.*

Our business and results of operations may be adversely affected by uncertainty and changes in U.S. trade policies, including tariffs, trade agreements or other trade restrictions imposed by the U.S. or other governments. For example, effective on June 4, 2025, the U.S. government imposed a 50% tariff on steel and aluminum imports except on imports from the U.K. Several tariff announcements have been followed by announcements of limited exemptions and temporary pauses. These actions have caused substantial uncertainty and volatility in financial markets and may result in retaliatory measures on U.S. goods. Retaliatory measures might affect export of oil and gas products and have an adverse impact on domestic production and prices, which might affect our results of operations adversely.

Our business requires access to steel and other materials to construct and maintain our pipelines and other midstream assets. Imposition of, or increase in, tariffs on imports of steel or other materials, as well as corresponding price increases for such materials available domestically, could increase our construction costs and our costs to maintain our assets. To the extent that we are unable to pass all or any such cost increases on to our customers, such cost increases could adversely affect our returns on investment. Higher material costs could also diminish our ability to develop new projects at acceptable returns, particularly during times of economic uncertainty, and limit our ability to pursue growth opportunities.

Tariffs or other trade restrictions may lead to continuing uncertainty and volatility in U.S. and global financial and economic conditions and commodity markets, declining consumer confidence, significant inflation and diminished expectations for the economy, and ultimately reduced demand for our and our customers' products and services. Such conditions could have a material adverse impact on our business, results of operations and cash flows. Also, disruptions and volatility in the financial markets may lead to adverse changes in the availability, terms and cost of capital. Changes in tariffs and trade restrictions can be announced with little or no advance notice. The adoption and expansion of tariffs or other trade restrictions, increasing trade tensions, or other changes in governmental policies related to taxes, tariffs, trade agreements or policies, are difficult to predict, which makes attendant risks difficult to anticipate and mitigate. If we are unable to navigate further changes in U.S. or international trade policy, it could have a material adverse impact on our business and results of operations.

For other risk factors, please refer to Part II, Item 1A — “Risk Factors” in the Company’s Annual Report Form 10-K for the year ended December 31, 2024 filed on March 3, 2025.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

#### Repurchase of Class A Common Stock

| Period                            | Total Number of Shares Purchased <sup>(1)</sup> | Average Price per Share <sup>(2)</sup> | Total Number of Shares Purchased as Part of Publicly Announced Plan <sup>(1)</sup> | Maximum number (or approximate dollar value) of Shares that May Yet be Purchased under the Plans (in thousands) <sup>(1)</sup> |
|-----------------------------------|-------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| July 1 to July 31, 2025           | 2,131,547                                       | \$ 42.10                               | 2,131,547                                                                          | \$ 331,949                                                                                                                     |
| August 1 to August 31, 2025       | 240,789                                         | \$ 42.61                               | 240,789                                                                            | \$ 321,689                                                                                                                     |
| September 1 to September 30, 2025 | —                                               | \$ —                                   | —                                                                                  | \$ 321,689                                                                                                                     |

1) In February 2023, our Board of Directors approved the Stock Repurchase Program (“Repurchase Program”) for the repurchase of up to \$100.0 million of our outstanding Class A common stock. In May 2025, our Board of Directors approved a \$400.0 million increase to the previously announced Repurchase Program, pursuant to which we are authorized to repurchase the Company’s Class A Common Stock for an aggregate purchase price of up to \$500.0 million. Repurchases may be made at management’s discretion from time to time, in accordance with applicable securities laws, on the open market or through privately negotiated transactions and may be made pursuant to a trading plan meeting the requirements of Rule 10b5-1 under the Exchange Act.

2) Average price paid per share included commission to repurchase shares.

## ITEM 5. OTHER INFORMATION

### **Trading Arrangements**

During the three months ended September 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a “Rule 10b5-1 trading arrangement” or non-Rule 10b5-1 trading arrangement (as each term is defined in Item 408 of Regulation S-K).

## ITEM 6. EXHIBITS

| EXHIBIT NO. | DESCRIPTION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1         | – <u>Third Amended and Restated Certificate of Incorporation of Kinetik Holdings Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on February 28, 2022).</u>                                                                                                                                                                                                                                                                                                                   |
| 3.2         | – <u>Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Kinetik Holdings Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on June 2, 2023).</u>                                                                                                                                                                                                                                                                                        |
| 3.3         | – <u>Amended and Restated Bylaws of Kinetik Holdings Inc. (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on February 28, 2022).</u>                                                                                                                                                                                                                                                                                                                                               |
| 4.1         | – <u>Amended and Restated Stockholders Agreement, dated October 21, 2021, by and among APA Corporation, Apache Midstream LLC, Altus Midstream Company, New BCP Raptor Holdco, LLC, Raptor Aggregator, LP, BX Permian Pipeline Aggregator, LP, Buzzard Midstream LLC, and BCP Raptor Holdco, LP. (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on February 28, 2022).</u>                                                                                                         |
| 4.2         | – <u>Second Amended and Restated Registration Rights Agreement, dated February 22, 2022, by and among Altus Midstream Company, Apache Midstream LLC, Raptor Aggregator, LP, BX Permian Pipeline Aggregator, LP, Buzzard Midstream LLC and the other holders party thereto. (incorporated by reference to Exhibit 4.2 to the Registrant’s Current Report on Form 8-K filed on February 28, 2022).</u>                                                                                                                              |
| 4.3         | – <u>Indenture, dated June 8, 2022, by and among Kinetik Holdings Inc., as parent, Kinetik Holdings LP, as issuer, and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on June 14, 2022).</u>                                                                                                                                                                                                                            |
| 4.4         | – <u>Form of 5.875% Senior Notes Due 2030 (included in Exhibit 4.3) (incorporated by reference to Exhibit 4.2 to the Registrant’s Current Report on Form 8-K filed on June 14, 2022).</u>                                                                                                                                                                                                                                                                                                                                         |
| 4.5         | – <u>Indenture, dated December 6, 2023, by and among Kinetik Holdings Inc., Kinetik Holdings LP and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on December 6, 2023).</u>                                                                                                                                                                                                                                            |
| 4.6         | – <u>Form of 6.625% Sustainability-Linked Senior Notes (incorporated by reference to Exhibit 4.2 to the Registrant’s Current Report on Form 8-K filed on December 6, 2023).</u>                                                                                                                                                                                                                                                                                                                                                   |
| 4.7         | – <u>Registration Rights Agreement, dated as of June 24, 2024, by and among Kinetik Holdings Inc. and Durango Midstream LLC (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed June 28, 2024).</u>                                                                                                                                                                                                                                                                                    |
| 10.1        | – <u>Third Amended and Restated Agreement of Limited Partnership of Altus Midstream LP, dated as of October 22, 2021. (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on February 22, 2022).</u>                                                                                                                                                                                                                                                                                  |
| 10.2***     | – <u>Purchase and Sale Agreement, dated as of August 30, 2025, by and among Altus Midstream Processing LP, Kinetik EC Holdco LLC, Rattler Midstream Operating LLC, Rattler OMOG LLC, Plains BK Holdco LLC and, solely for the purposes set forth therein, each of Kinetik Holdings LP, Rattler Midstream LP and Plains All American Pipeline, L.P. (incorporated by reference Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on August 30, 2025).</u>                                                          |
| 31.1*       | – <u>Certification of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).</u>                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 31.2*       | – <u>Certification of the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).</u>                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 32.1**      | – <u>Certification of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(b) and 18 U.S.C. 1350.</u>                                                                                                                                                                                                                                                                                                                                                                                                        |
| 32.2**      | – <u>Certification of the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(b) and 18 U.S.C. 1350.</u>                                                                                                                                                                                                                                                                                                                                                                                                        |
| 101*        | – The following financial statements from the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, formatted in Inline XBRL: (i) Condensed Consolidated Statements of Operations, (ii) Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Cash Flows, (iv) Condensed Consolidated Statements of Changes in Equity and Noncontrolling Interests and (v) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags. |
| 101.SCH*    | – Inline XBRL Taxonomy Schema Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 101.CAL*    | – Inline XBRL Calculation Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 101.DEF*    | – Inline XBRL Definition Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 101.LAB*    | – Inline XBRL Label Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 101.PRE*    | – Inline XBRL Presentation Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 104*        | – Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).                                                                                                                                                                                                                                                                                                                                                                                                                                       |

\* Filed herewith.

\*\* Furnished herewith.

\*\*\* Schedules and exhibits to this Exhibit have been omitted pursuant to Regulation S-K Item 601(b)(2). The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

† Management contracts or compensatory plans or arrangements.

## SIGNATURES

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.

KINETIK HOLDINGS INC.

Dated: November 6, 2025

/s/ Jamie Welch

Jamie Welch

*Chief Executive Officer, President and Director  
(Principal Executive Officer)*

Dated: November 6, 2025

/s/ Steven Stellato

Steven Stellato

*Executive Vice President, Chief Accounting and  
Chief Administrative Officer  
(Principal Financial Officer and Principal Accounting Officer)*

## CERTIFICATIONS

I, Jamie Welch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kinetik Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2025

/s/ Jamie Welch

Jamie Welch

Chief Executive Officer, President and Director

## CERTIFICATIONS

I, Steven Stellato, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kinetik Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2025

/s/ Steven Stellato

Steven Stellato

Executive Vice President, Chief Accounting and Chief Administrative Officer

**KINETIK HOLDINGS INC.**  
**Certification of Principal Executive Officer**

I, Jamie Welch, Chief Executive Officer, President and Director, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge, the Quarterly Report on Form 10-Q of Kinetik Holdings Inc. for the quarterly period ending September 30, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o (d)) and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Kinetik Holdings Inc.

Date: November 6, 2025

/s/ Jamie Welch

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Jamie Welch

Chief Executive Officer, President and Director

**KINETIK HOLDINGS INC.**

**Certification of Principal Financial Officer**

I, Steven Stellato, Executive Vice President, Chief Accounting and Chief Administrative Officer, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge, the Quarterly Report on Form 10-Q of Kinetik Holdings Inc. for the quarterly period ending September 30, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o (d)) and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Kinetik Holdings Inc.

Date: November 6, 2025

/s/ Steven Stellato

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Steven Stellato

Executive Vice President, Chief Accounting and Chief Administrative Officer