



NEWS RELEASE

Innovex Enters Into Agreement to Acquire TCO Group

2026-06-15

HOUSTON--(BUSINESS WIRE)-- Innovex International, Inc. (NYSE: INVX) (the "Company" or "Innovex") is pleased to announce that it has signed an agreement to acquire TCO Group AS ("TCO") in a cash and stock transaction valued at \$95 million. The transaction is expected to close early in the third quarter of 2026. The Company believes this investment aligns with the Company's disciplined M&A framework, including a focus on mission critical products that share the Company's "Big Impact, Small Ticket" value proposition.

For the year ended December 31, 2025, TCO had net income of approximately \$12 million and Adjusted EBITDA¹ of approximately \$18 million. The transaction values TCO at approximately 5.4x TCO's 2025 Adjusted EBITDA¹ and is expected to be accretive to Innovex's EPS.

Founded in 1999 in Voss, Norway, TCO pioneered the development of the intervention-free laminated glass plug, revolutionizing well operations by eliminating the need for fishing operations.

"We are excited to announce the acquisition of TCO Group," said Adam Anderson, CEO of Innovex. "Robert and the TCO team have built an outstanding company with differentiated technologies, strong customer relationships, and an impressive track record of execution.

The acquisition is highly aligned with Innovex's strategy of assembling a portfolio of market-leading, capital-efficient products that are essential to our customers' operations. It also strengthens our presence in Norway and the UAE, two important markets where we see significant long-term opportunity. We believe there is significant opportunity to accelerate the growth of the TCO technology and business by leveraging Innovex's established presence and customer relationships in key markets around the world.

We are pleased to welcome the entire TCO team to Innovex and look forward to creating value for our customers,

employees, and shareholders, together.”

“We are energized to continue our growth under the Innovex name,” said Robert Abercrombie, CEO of TCO. “TCO brings technology depth, great talent and proven execution rooted in Norway. Innovex has a broad complementary portfolio and brings scale and reach globally. Together, this creates a much stronger platform for us to continue to redefine well technology and enable our customers to deliver efficient wells.”

“The acquisition of TCO fits squarely within our M&A framework,” said Kendal Reed, CFO of Innovex. “We believe TCO’s portfolio of differentiated Big Impact, Small Ticket products has allowed it to achieve a strong market position in key international and offshore markets, while delivering excellent margins and cash flow. We expect this acquisition to drive ROCE² well in excess of idle balance sheet cash, improving long-term returns for our shareholders.”

Advisors

Akin Gump Strauss Hauer & Feld LLP and Wikborg Rein Advokatfirma AS served as legal advisors to Innovex.

Advokatfirmaet Thommessen AS served as TCO’s legal advisor.

About Innovex

Innovex is a Houston-based energy technology company helping our customers move through every stage of the well lifecycle with confidence. Fueled by our No Barriers culture, we bring together top engineering expertise, advanced manufacturing, and a distinctive mix of conventional and innovative technologies to solve complex challenges, unlock efficiency, and deliver dependable performance wherever our customers operate.

About TCO Group

TCO is a global leader in well completion and tubing-conveyed perforating technologies, dedicated to solving complex well challenges through innovation, experience, and operational excellence.

Non-GAAP Financial Measures

Adjusted EBITDA is a non-GAAP financial measure. Innovex defines TCO’s Adjusted EBITDA as net income before interest expense, income tax expense, depreciation and amortization, further adjusted to exclude certain items which TCO believes are not reflective of its ongoing performance or which are non-cash in nature. TCO management used Adjusted EBITDA to assess the profitability of its business operations and to compare TCO’s operating performance to its competitors without regard to the impact of financing methods and capital structure

and excluding costs that management believes do not reflect its ongoing operating performance. Innovex tracks Adjusted EBITDA on an absolute dollar basis and as a percentage of revenue, which we refer to as Adjusted EBITDA Margin. Adjusted EBITDA does not represent and should not be considered as an alternative to, or more meaningful than, net income or any other measure of financial performance presented in accordance with GAAP as measures of TCO's financial performance. Innovex's computation of TCO's Adjusted EBITDA may differ from computations of similarly titled measures of other companies.

Innovex utilizes Return on Capital Employed ("ROCE") (a non-GAAP measure) to assess the effectiveness of its capital allocation over time and to compare its capital efficiency to its competitors. Innovex defines ROCE as income from operations excluding acquisition and integration costs, litigation related expenses not reflective of our ongoing operating performance, and income tax expense (resulting in Adjusted Income from Operations, after tax) divided by average capital employed. Capital employed is defined as the combined values of debt and stockholders' equity.

Forward-Looking Statements

Certain statements contained in this press release and oral statements made regarding the matters addressed in this release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of Innovex's control, that could cause actual results to differ materially from the results discussed in the forward-looking statements.

Forward-looking statements can be identified by the use of forward-looking terminology including "may," "believe," "expect," "intend," "anticipate," "plan," "should," "estimate," "continue," "potential," "will," "hope" or other similar words and include the Company's expectation of future performance contained herein. These statements discuss future expectations or state other "forward-looking" information, including without limitation statements regarding the expected benefits of the acquisition and the timing of the closing of the acquisition. You are cautioned not to place undue reliance on any forward-looking statements, which can be affected by assumptions used or by risks or uncertainties. Consequently, no forward-looking statements can be guaranteed. These statements reflect management's expectations based on currently available information and involve significant risks, uncertainties and assumptions that may cause actual results to differ materially. Factors that may cause such differences include, but are not limited to, economic conditions and other factors noted in the Company's Annual Report on Form 10-K, any Quarterly Reports on Form 10-Q and the other documents that the Company files with the Securities and Exchange Commission. Innovex disclaims any duty to update and does not intend to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this press release, except as may be required by law.

Innovex International, Inc.
Reconciliation of TCO's Net Income to Adjusted EBITDA
(USD in millions)

	2025
Revenue	\$70.0
Net Income	\$12.4
(+) Net Interest Expense	0.6
(+) Income Tax Provision	3.4
(+) Depreciation and Amortization Expense	0.5
(-) Other Expense	0.0
(+) Non-Recurring Expenses	0.7
Adjusted EBITDA	\$17.6
Net Income Margin %	18%
Adjusted EBITDA Margin % ¹	25%

Note: TCO reported financials converted from NOK to USD at an exchange ratio of 0.1056

(1) Underlying calculation is not rounded.

¹ Adjusted EBITDA is a non-GAAP measure, please see appendix for reconciliation to nearest GAAP measure and the section titled "Non-GAAP Financial Measures" for a definition of this measure.

² Return on Capital Employed ("ROCE") is a non-GAAP measure. See the section titled "Non-GAAP Financial Measures" for a definition of this measure.

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