

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 15, 2024

SUPERIOR ENERGY SERVICES, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34037
(Commission File Number)

87-4613576
(IRS Employer
Identification No.)

1001 Louisiana Street, Suite 2900
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 654-2200

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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

Emerging growth company

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

Item 1.01. Entry into a Material Definitive Agreement

Superior Energy Services, Inc. (the “Company”) and stockholders holding a majority of the Company’s common stock entered into a sixth amendment to the Stockholders Agreement, dated as of February 2, 2021, by and among the Company and its stockholders (the “Sixth Amendment to the Stockholders Agreement”), effective as of March 15, 2024, to provide that the Board of Directors of the Company (the “Board”) shall consist of no less than six and no more than seven directors, and the precise number shall be fixed from time to time exclusively by resolution adopted by the Board. The Sixth Amendment to the Stockholders Agreement will allow for as few as two Majority Directors (as defined in the Stockholders Agreement) who are elected by the holders of the Company’s Class A common stock and are not required to be the Company’s Chief Executive Officer or designated by the Goldentree Stockholders or the Monarch Stockholders (as such terms are defined in the Stockholders Agreement). Prior to the Sixth Amendment to the Stockholders Agreement, the Stockholders Agreement fixed the number of directors at seven and required three Majority Directors, one director as the Company’s Chief Executive Officer, two directors designated by the Goldentree Stockholders (subject to satisfaction of certain ownership thresholds) and one director designated by the Monarch Stockholders (subject to satisfaction of certain ownership thresholds).

The Sixth Amendment to the Stockholders Agreement is attached as Exhibit 10.1 hereto and the full text of such exhibit is incorporated by reference herein.

Item 3.03. Material Modification to Rights of Security Holders

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 8.01. Other Events

The Company expects to make its Proxy Statement (the “Proxy Statement”) for the Annual Meeting of Stockholders of the Company to be held on May 8, 2024 (the “Annual Meeting”) available on or about March 22, 2024, by mailing its Notice of Annual Meeting of Stockholders and Proxy Statement (the “Notice”) and by making the Proxy Statement available online. The Notice and the proxy card for the Annual Meeting are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Important Additional Information and Where to Find It

THE COMPANY STRONGLY URGES ITS STOCKHOLDERS TO READ THE PROXY STATEMENT, THE ACCOMPANYING PROXY CARD AND OTHER RELEVANT DOCUMENTS CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain free copies of these documents, once they are filed, and other documents filed with the U.S. Securities and Exchange Commission (the “SEC”) on the SEC’s website at <http://www.sec.gov>. Free copies of the documents filed with the SEC by the Company may also be obtained at the investor relations portion of the Company’s website at <https://superiorenergy.com> under “SEC Reports.”

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>10.1</u>	<u>Sixth Amendment to the Stockholders Agreement by and among Superior Energy Services, Inc. and the stockholders party thereto</u>
<u>99.1</u>	<u>Notice of Annual Meeting of Stockholders and Proxy Statement for the Annual Meeting of Stockholders to be held on May 8, 2024</u>
<u>99.2</u>	<u>Proxy Card for the Annual Meeting of Stockholders of the Company to be held on May 8, 2024</u>
104	Cover page interactive data file (embedded within the Inline XBRL document)

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 thereunto duly authorized.

Superior Energy Services, Inc

Date: March 20, 2024

By: /s/ James W. Spexarth

James W. Spexarth
Executive Vice President, Chief Financial Officer
and Treasurer

**SIXTH AMENDMENT TO STOCKHOLDERS AGREEMENT
OF
SUPERIOR ENERGY SERVICES, INC.**

THIS SIXTH AMENDMENT TO STOCKHOLDERS AGREEMENT, dated as of March 15, 2024 (this “*Amendment*”), to that certain Stockholders Agreement, dated as of February 2, 2021 (as amended, the “*Stockholders Agreement*”), by and among Superior Energy Services, Inc., a Delaware corporation (the “*Company*”), and the Stockholders (as defined therein), is made by and among the Company and the Stockholders party hereto but binding and effective against all Stockholders in accordance with the terms of the Stockholders Agreement. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Stockholders Agreement.

RECITALS

WHEREAS, the Company and the Stockholders desire to amend the Stockholders Agreement;

WHEREAS, pursuant to Section 6.06 of the Stockholders Agreement, no amendment or modification of the Stockholders Agreement is valid unless executed in writing by the Company and the Stockholders (together with their Related Persons) holding at least a majority of the Aggregate Common Stock;

WHEREAS, the undersigned Stockholders constitute Stockholders (together with their Related Persons) holding at least a majority of the Aggregate Common Stock; and

WHEREAS, this Amendment does not adversely affect any Stockholder in a manner disproportionate to the manner in which it affects other Stockholders.

NOW, THEREFORE, the Stockholders Agreement is amended as hereinafter set forth:

1. AMENDMENT TO STOCKHOLDERS AGREEMENT.

Section 2.01 shall be amended by restating clause (a) to read as follows:

(a) The Board of Directors shall consist of no less than six and no more than seven Directors, and the precise number of Directors shall be fixed from time to time exclusively by resolution adopted by the Board of Directors, of whom:

(i) two shall be designated by the Goldentree Stockholders for so long as the Party Ownership Percentage of the Goldentree Stockholders is at least 20% (each, a “**Goldentree Director**”); *provided* that for so long as the Party Ownership Percentage of the Goldentree Stockholders is less than 20% (but is at least 10%), then the Goldentree Stockholders shall only be entitled to designate one Goldentree Director to the Board of Directors;

(ii) one shall be designated by the Monarch Stockholders for so long as the Party Ownership Percentage of Monarch is at least 10% (the “**Monarch Director**”);

(iii) one shall be the Chief Executive Officer of the Corporation at the relevant time; and

(iv) the remaining Directors shall be elected by stockholders of the Corporation in accordance with the Charter and Bylaws (the “**Majority Directors**”).

2. MISCELLANEOUS PROVISIONS.

- (a) Ratification. Except as expressly modified or amended by this Amendment, all of the provisions of the Stockholders Agreement shall remain unmodified and in full force and effect.
- (b) Entire Agreement. This Amendment, the Stockholders Agreement, the other Organizational Documents, the Plan of Reorganization and any other documents expressly referred to herein, in the Stockholders Agreement or in the Plan of Reorganization embody the complete agreement and understanding among the Parties and supersede and preempt any prior understandings, agreements or representations by or among the Parties, written or oral, which may have related to the subject matter hereof in any way.
- (c) Severability. Whenever possible, each provision of this Amendment will be interpreted in such manner as to be effective and valid under applicable Law, but if any provision of this Amendment is held to be invalid, illegal or unenforceable in any respect under any applicable Law or rule in any jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision or the effectiveness or validity of any provision in any other jurisdiction, and this Amendment will be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.
- (d) Governing Law. This Amendment and any claim, controversy or dispute arising under or related to this Amendment shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to the conflicts of laws rules of such state.
- (e) Delivery by Electronic Transmission. This Amendment and any signed agreement or instrument entered into in connection with this Amendment or contemplated hereby, and any amendments hereto or thereto, to the extent signed and delivered by means of an electronic transmission, including by a facsimile machine or via email, shall be treated in all manner and respects as an original agreement or instrument and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person. No party to any such agreement or instrument shall raise the use of electronic transmission by a facsimile machine or via email to deliver a signature or the fact that any signature or agreement or instrument was transmitted or communicated through such electronic transmission as a defense to the formation of a contract and each such party forever waives any such defense.
- (f) Further Action. The Parties shall execute and deliver all documents, provide all information and take or refrain from taking such actions as may be necessary or appropriate to achieve the purposes of this Amendment.

[SIGNATURE PAGES FOLLOW]

March 22, 2024

Dear Stockholders:

You are cordially invited to attend the virtual 2024 Annual Meeting of Stockholders of Superior Energy Services, Inc. virtually on May 8, 2024 at 10:00 a.m. Central Time.

The matters expected to be acted upon at the Annual Meeting are described in the accompanying Notice of Annual Meeting of Stockholders and this Proxy Statement.

Your vote is important. Please cast your vote as soon as possible by completing and returning your proxy card in the postage-prepaid envelope so that your shares are represented. Your vote will mean that you are represented at the Annual Meeting regardless of whether or not you attend. Returning the proxy does not deprive you of your right to attend the Annual Meeting and to vote your shares then.

Sincerely,

/s/ Brian Moore

Chief Executive Officer

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Notice of 2024 Annual Meeting of Stockholders

To be held on May 8, 2024

To the Stockholders of Superior Energy Services, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “Annual Meeting”) of Superior Energy Services, Inc., a Delaware corporation (the “Company”), will be held virtually at <https://web.lumiconnect.com/231541698> (password: superior2024) on May 8, 2024 at 10:00 a.m. Central Time for the following purposes:

1. to elect the six candidates as directors of Superior Energy Services, Inc., each to serve until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal; and
2. to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. Only stockholders of record who owned stock of the Company at the close of business on March 19, 2024 (the “Record Date”) can vote at this meeting or any adjournments that take place. To attend the meeting, go to <https://web.lumiconnect.com/231541698>. If you are a stockholder of record as of the Record Date for the annual meeting, you should click on “I have a login,” enter the control number found on your proxy card or Notice of Internet Availability of Proxy Materials you previously received and enter the password “superior2024” (the password is case sensitive).

The Board of Directors recommends that you vote FOR the election of the six director candidates named in the Proposal of the Proxy Statement.

2024 Annual Stockholder Meeting

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, WE ENCOURAGE YOU TO READ THE ACCOMPANYING PROXY STATEMENT AND SUBMIT YOUR PROXY AS SOON AS POSSIBLE USING THE VOTING METHOD DESCRIBED IN “INFORMATION ABOUT THE PROXY PROCESS AND VOTING” IN THE PROXY STATEMENT. IF YOU RECEIVE MORE THAN ONE SET OF PROXY MATERIALS BECAUSE YOUR SHARES ARE REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY SHOULD BE SIGNED AND SUBMITTED TO ENSURE THAT ALL OF YOUR SHARES WILL BE VOTED.

/s/ Chelsea Gaw,

Secretary

March 22, 2024

FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS

March 22, 2024

We have made available our proxy materials because the Board of Directors (the “Board”) of Superior Energy Services, Inc. (referred to herein as the “Company,” “we,” “us” or “our”) is soliciting your proxy to vote at our 2024 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on May 8, 2024, at 10:00 a.m. Central Time, at <https://web.lumiconnect.com/231541698>.

- This Proxy Statement summarizes information about the proposal to be considered at the Annual Meeting and other information you may find useful in determining how to vote.
- The Proxy Card is the means by which you actually authorize another person to vote your shares in accordance with your instructions.

In addition to solicitations by mail, our directors, officers and employees, without additional remuneration, may solicit proxies by telephone, e-mail and personal interviews. All costs of solicitation of proxies will be borne by us. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names.

Why am I receiving these materials?

We have made this Proxy Statement and Proxy Card available to you on the internet or have delivered printed proxy materials to you because the Board is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the Annual Meeting. You are invited to attend the virtual Annual Meeting at <https://web.lumiconnect.com/231541698> to vote on the proposals described in this Proxy Statement. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, sign and return the Proxy Card, or follow the instructions below to submit your proxy over the internet.

This Proxy Statement, the Notice of Annual Meeting and the accompanying Proxy Card were first made available for access by our stockholders on or about March 22, 2024 to all stockholders of record entitled to vote at the Annual Meeting.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. If you are a stockholder of record as of March 19, 2024, you may vote during the Annual Meeting. Alternatively, you may vote by proxy by using the accompanying Proxy Card or vote by telephone or internet. We encourage you to vote by proxy ahead of the Annual Meeting to ensure your vote is counted.

To vote using the Proxy Card, simply complete, sign and date the accompanying Proxy Card and return it promptly in the envelope provided. To vote over the internet or by telephone, follow the instructions on the Proxy Card. In order for your vote to count, the Company must receive it by 11:59 pm EST on May 7, 2024.

How do I vote?

You may either vote "For" all of the director candidates to the Board or you may "Withhold" your vote for any candidate you specify. You will be able to vote directly through Lumi's platform once the polls are open by clicking the vote tab on your screen and selecting how you would like to vote in accordance with each resolution.

Please note that by casting your vote by proxy you are authorizing the individuals listed on the Proxy Card to vote your shares in accordance with your instructions and in their discretion with respect to

any other matter that properly comes before the Annual Meeting or any adjournments or postponements thereof.

How do I ask questions?

Questions may be submitted directly on the Lumi platform by selecting the message icon at the top left of your screen, typing your message, then clicking the “send” icon to the right of the message box.

Questions may be moderated by the meeting organizer before being passed to the responder. You should also note that submitting a question will not guarantee that your question will be answered. Although we may respond to questions during the meeting, we encourage you to provide us with your contact information, as we may decide to respond to you directly after the meeting.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of the Record Date.

What if I return a proxy card but do not make specific choices?

If we receive a signed and dated Proxy Card and the Proxy Card does not specify how your shares are to be voted, your shares will be voted “For” the election of each of the six director candidates. If any other matter is properly presented at the Annual Meeting, your proxy (one of the individuals named on your Proxy Card) will vote your shares in his or her discretion.

What does it mean if I receive more than one set of materials?

If you receive more than one set of materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all the shares you own, you must either sign and return all of the Proxy Cards or follow the instructions for any alternative voting procedure on each of the Proxy Cards.

Can I change my vote after submitting my materials?

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, and would like to revoke your proxy:

- You may submit another properly completed proxy with a later date.

- You may send a written notice that you are revoking your proxy to the Company's address listed in the Notice of the Meeting, c/o Chelsea Gaw, our Secretary.
- You may attend the Annual Meeting and submit your vote at the Annual Meeting. Simply attending the Annual Meeting will not, by itself, revoke your prior proxy.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. The presence, in person or by proxy, of the holders of a majority of the total voting power of all outstanding capital stock of the Company entitled to vote generally in the election of directors shall constitute a quorum for the transaction of business. Your shares will be counted towards the quorum only if you submit a valid proxy or vote at the Annual Meeting. If there is no quorum, either the chair of the Annual Meeting or a majority in voting power of the stockholders entitled to vote at the Annual Meeting or represented by proxy, may adjourn the Annual Meeting to another time or place.

As explained below in "Stockholders Agreement," the size of our Board of Directors is between six and seven, consisting of a single class of directors with each director being elected each year and each director serving a one year term. The directors hold their office until their respective successors are elected and qualified, subject to such director's earlier death, resignation, disqualification or removal.

If elected at the Annual Meeting, each of the candidates for election as directors would serve until their successor is duly elected and qualified, or until their earlier death, resignation (which may be as a result of the terms of the Stockholders Agreement) or removal. The composition of the Board of Directors, including its total size, is determined by the Stockholders Agreement and by resolutions adopted from time to time by our Board.

The Board of Directors of the Company presently comprises seven directors, including Joseph Citarrella, Daniel Flores, Michael McGovern, Brian Moore, Julie Robertson, Krishna Shivram, and Ian Foster.

The current terms of Michael McGovern and Krishna Shivram, members of our Board of Directors, will expire at or immediately prior to the Annual Meeting, and Michael McGovern and Krishna Shivram will not stand for re-election to our Board of Directors at the Annual Meeting. Our Board of Directors thanks Michael McGovern and Krishna Shivram for their distinguished service as directors. The Board has nominated Rebecca Bayless to fill the vacancy to be created due to Mr. Shivram's decision not to stand for re-election to the Board. Effective immediately prior to the commencement of the Annual Meeting concurrent with Mr. McGovern's resignation, the Board's size will be reduced to six directors.

The following table sets forth information for the candidates who are currently standing for election:

NAME	POSITION	AGE	DIRECTOR SINCE
Joseph Citarrella	Director	37	2021
Daniel Flores	Director	53	2021
Brian Moore	Director, President, Chief Executive Officer	67	2022
Julie Robertson	Director	68	2021
Rebecca Bayless	Director	54	--
Ian Foster	Director	39	2024

Effective as of Mr. McGovern's departure from the Board, the Board has appointed Mr. Moore as non-executive Chairman of the Board. Following such appointment, Mr. Moore will continue as President and Chief Executive Officer.

Set forth below is biographical information for the candidates.

Joseph Citarrella

Currently a Managing Principal for Monarch Alternative Capital LP, a private investment firm. From 2008 to 2012, Mr. Citarrella was an Associate at Goldman Sachs in the Global Investment Research equity group covering the integrated oil, exploration and production, and refining sectors. From 2017 to 2018, Mr. Citarrella served as nonexecutive Chairman of the Board of Vanguard Natural Resources, Inc., a Houston based independent oil and gas company. From 2018 to 2019, Mr. Citarrella served as an independent director for Resolute Energy. Mr. Citarrella is a designated director of Monarch.

Daniel Flores

Currently a Partner at GoldenTree Asset Management LP (“GoldenTree”), an employee-owned global asset management firm. Mr. Flores served as Senior Vice President of Avenue Capital Group from 2008 to 2013. Previously, Mr. Flores worked in the Restructuring and Finance Group at Lehman Brothers and as an analyst at Merrill Lynch. Mr. Flores is a designated director of GoldenTree.

Julie Robertson

Served as the Executive Chairwoman of Noble Corporation. Ms. Robertson also previously served as Chairwoman of the Board, President and Chief Executive Officer from January 2018 until her retirement in May 2020. From 2001 to 2018, Ms. Robertson served in various other management roles for Noble Corporation and its subsidiaries. Ms. Robertson served continuously as Corporate Secretary of Noble Corporation from 1993 until assuming the Chairwoman’s role in 2018 and served as Chairwoman at the time of the filing by Noble Corporation and certain other debtors of voluntary petitions for reorganization pursuant to chapter 11 of the United States Code on July 31, 2020. Ms. Robertson resigned as Chairwoman of Noble Corporation in 2021. Ms. Robertson is also Chairman of the Board and the Joint Nomination and Remuneration Committee of Seadrill Limited, a director of EOG Resources, Inc. and a trustee of Spindletop Charities, Inc. In 2020, Ms. Robertson was elected the first female Chair of the International Association of Drilling Contractors. Ms. Robertson serves as the Chairman of our Compensation Committee.

Rebecca Bayless

Is expected to serve as the Chairman of our Audit Committee commencing as of the Annual Meeting. Ms. Bayless has served as Senior Vice President, Chief Administrator Officer and Treasurer of Indigo Natural Resources LLC from February 2016 until September 2021. Ms. Bayless was a founding officer of Indigo Minerals LLC in 2007, and was Executive Vice President, Chief Financial Officer from January 2007 to February 2016. Ms. Bayless is also a member of the Board of Directors of Riley Exploration Permian, Inc. (REPX) in Oklahoma City, Oklahoma serving on the Audit Committee and as Chairman of Compensation & Governance Committee. Ms. Bayless is also President of the Board of Trustees for The Houston Producers Forum, a member of the Board of Trustees and Finance Committee for The John Cooper School, and a member of the Board of Trustees and Finance Committee for The Club at Carlton Woods.

Ian Foster

Currently a Partner at GoldenTree, an employee-owned global asset management firm. Mr. Foster worked in the Goldman Sachs Investment Banking Division from 2007 to 2021, most recently as a Managing Director, Head of Industrials M&A and served as a member of the firmwide M&A fairness committee. Mr. Foster is a designated director of GoldenTree.

Brian Moore

Is expected to serve as our non-executive Chairman commencing as of the Annual Meeting and will continue to serve as our President and Chief Executive Officer. Mr. Moore has been a member of the Board since January 2022. Mr. Moore has previously served as our Executive Vice President of Corporate Services from April 2016 to January 2022, and as our Senior Executive Vice President of North America Services from February 2012 to March 2016. Prior to that, Mr. Moore held executive positions at Complete Production Services and Integrated Production Services.

The Board recommends a vote FOR the election of each of the above-named candidates.

Board Composition

The Board of Directors of the Company presently comprises seven directors, including Joseph Citarrella, Daniel Flores, Michael McGovern, Brian Moore, Julie Robertson, Krishna Shivram, and Ian Foster.

Our Bylaws provide that the number of directors shall be fixed from time to time by a resolution of our Board of Directors. As explained below, the Stockholders Agreement fixes the size of the Board between six and seven members.

The current terms of Michael McGovern and Krishna Shivram, members of our Board of Directors, will expire at or immediately prior to the Annual Meeting, and Michael McGovern and Krishna Shivram will not stand for re-election to our Board of Directors at the Annual Meeting. The Board has nominated Rebecca Bayless to fill the vacancy to be created due to Mr. Shivram's decision not to stand for re-election to the Board. Effective immediately prior to the commencement of the Annual Meeting concurrent with Mr. McGovern's resignation, the Board's size will be reduced to six directors.

Audit Committee and Compensation Committee of the Board of Directors

Our Board has an Audit Committee and a Compensation Committee. Each of the committees reports to the Board as they deem appropriate and as the Board may request.

Audit Committee

The Company's Audit Committee is directly responsible for the appointment, compensation, retention, termination, and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. This Committee is also responsible for overseeing the Company's risk management and internal audit activities, as well as working with management to prepare and recommend to the Board for determination the format of periodic financial disclosures.

All members of the Board serve on the Audit Committee, with Krishna Shivram serving as the chair of the committee. If elected, Rebecca Bayless will serve as chair of the Audit Committee.

Compensation Committee

Our Compensation Committee reviews and recommends the compensation of the Chief Executive Officer and each of the Company's other executive officers. This Committee also, in consultation with management, periodically reviews the Company's compensation policies and plans, and indemnification and insurance policies for directors and officers.

All members of the Board serve on the Compensation Committee, with Julie Robertson serving as the chair of the committee.

Pursuant to the Company's Stockholders Agreement, dated February 2, 2021 and as amended, by and among the Company and the stockholders party thereto (the "Stockholders Agreement"), the Board shall be comprised between six and seven directors as determined by our Board, initially including:

- o the individual who is the Chief Executive Officer of the Company;
- o two designees of the GoldenTree Stockholders, subject to certain ownership thresholds;
- o one designee of the Monarch Stockholders, subject to certain ownership thresholds; and
- o the remaining individuals who are elected by the stockholders (the "Majority Directors").

Should the ownership of the GoldenTree Stockholders cease to be at least 20% (but is at least 10%), the GoldenTree Stockholders shall take all actions necessary or appropriate to cause one GoldenTree designee to immediately resign. Should the ownership of the GoldenTree Stockholders cease to be at least 10%, the GoldenTree Stockholders shall take all actions necessary or appropriate to cause the remaining GoldenTree designee to immediately resign.

Should the ownership of the Monarch Stockholders cease to be at least 10%, the Monarch Stockholders shall take all actions necessary or appropriate to cause the Monarch designee to immediately resign.

The designees of the GoldenTree Stockholders and the designee of the Monarch Stockholders shall each be referred to herein as a "Stockholder Designee". In the event that one of these holders' ownership share in the Company falls below the applicable threshold, such holder will cause its Stockholder Designee to promptly resign and such vacancy will be filled as a Majority Director seat. After being initially designated, Majority Directors may be removed and replaced at any time by the stockholders who hold a majority of the common stock. With the exception of the Majority Directors, each Stockholder Designee may be removed and replaced only with the consent of the holder entitled to designate such Stockholder Designee, subject to applicable ownership thresholds.

Pursuant to the Stockholders Agreement, each stockholder shall vote all of its common stock or execute proxies in order to ensure that the composition of the Board is as set forth above.

The Company's Chief Executive Officer, who is currently standing for election, is Brian Moore. The Stockholder Designees of the GoldenTree Stockholders currently standing for election are Daniel Flores and Ian Foster. The Stockholder Designee of the Monarch Stockholders currently standing for election is Joseph Citarrella. The remaining Majority Directors standing for election are Rebecca Bayless and Julie Robertson.

All of the candidates will be elected by a plurality of the votes of the shares of capital stock of the Company present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Other Matters

As of the date of this Proxy Statement, the Board does not intend to present any matters other than those described herein at the Annual Meeting and is unaware of any matters to be presented by other parties. If other matters are properly brought before the Annual Meeting for action by the stockholders, proxies will be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in the discretion of the proxy holder.

By Order of the Board of Directors

/s/ Michael McGovern
Executive Chairman

[Date]

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2024 Superior Energy Services Inc., Proxy Statement

SUPERIOR ENERGY SERVICES, INC.

**Annual Meeting of Stockholders
May 8, 2024 10:00 a.m. Central
Time**

This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) James Spexarth and Andrew Rensimer, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A Common Stock of Superior Energy Services, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held virtually at <https://web.lumiconnect.com/231541698> (password: superior2024) at 10:00 am Central Time on May 8, 2024, and any adjournment or postponement thereof.

(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE)

ANNUAL MEETING OF STOCKHOLDERS OF
SUPERIOR ENERGY SERVICES, INC.

May 8, 2024
10:00 A.M. Central Time

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 8, 2024**

The accompanying proxy statement and the 2023 Annual Report are available without cost at
<http://www.astproxyportal.com/ast/24002>

The Annual Meeting will be held virtually at <https://web.lumiconnect.com/231541698> (password: superior2024)

Please mark, sign, date
and return your voting
instruction card in the
envelope provided as
soon as possible.

↓ Please detach along perforated line and mail this voting instruction card in the envelope provided. ↓

20600000000000000000 2 050824

ANNUAL MEETING OF STOCKHOLDERS OF
SUPERIOR ENERGY SERVICES, INC.

May 8, 2024 at 10:00 A.M. Central Time

SUBMITTING YOUR PROXY

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-201-299-4446** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 pm EST on May 7, 2024.

COMPANY NUMBER	
ACCOUNT NUMBER	

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting virtually at <https://web.lumiconnect.com/231541698> (password: superior2024).

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via <https://equiniti.com/us/ast-access> to enjoy online access.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 8, 2024

The accompanying proxy statement and the 2023 Annual Report are available without cost at <http://www.astproxyportal.com/ast/24002>

Please detach along perforated line and mail this proxy card in the envelope provided IF you are not submitting your proxy instructions via the Internet or telephone.

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PLEASE PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTING INSTRUCTIONS IN BLUE OR SUPERIOR'S BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" PROPOSAL 1. PLEASE SIGN, DATE AND RETURN IN BLACK INK AS SHOWN HERE X .

1. Election of Directors.

FOR ALL NOMINEES

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT
(See instructions below)

NOMINEES:

Joseph Citarrella Daniel Flores Brian Moore
 Julie Robertson Rebecca Bayless Ian Foster

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

PLEASE MARK, SIGN, DATE AND RETURN THIS VOTING INSTRUCTION CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark “**FOR ALL EXCEPT**” and fill in the circle next to each nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this proxy card. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.
