

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A
(Amendment No. 1)**

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

Date of Report (Date of earliest event reported): August 18, 2025

VIPER ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-42807
(Commission
File No.)

39-2596878
(I.R.S. Employer
Identification No.)

**500 West Texas Ave.,
Suite 100
Midland, TX**
(Address of principal executive offices)

79701
(Zip code)

(432) 221-7400
(Registrant's telephone number, including area code)

N/A
(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 (see General Instruction A.2):

- 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
Class A Common Stock, \$0.000001 Par Value	VNOM	The Nasdaq Stock Market LLC (NASDAQ Global Select Market)

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.

Introductory Note

On August 19, 2025, Viper Energy, Inc. (f/k/a New Cobra Pubco, Inc.), a Delaware corporation (“New Viper”) filed a Current Report on Form 8-K (the “Form 8-K”) in connection with the completion of its previously announced transactions contemplated by the Agreement and Plan of Merger, dated June 2, 2025, by and among VNOM Sub, Inc. (f/k/a Viper Energy, Inc.), a Delaware corporation (“Former Viper”), Viper Energy Partners LLC, a Delaware limited liability company, Sitio Royalties Corp., a Delaware corporation (“Sitio”), Sitio Royalties Operating Partnership, LP, a Delaware limited partnership, New Viper, Cobra Merger Sub, Inc., a Delaware corporation, and Scorpion Merger Sub, Inc., a Delaware corporation.

This Current Report on Form 8-K/A is being filed to amend the Form 8-K to provide the financial statements and pro forma financial information described below, in accordance with the requirements of Item 9.01 of Form 8-K. The pro forma financial information included in this Form 8-K/A has been presented for informational purposes only, as required by Form 8-K. It does not purport to represent the actual results of operations that Former Viper and Sitio would have achieved had the companies been combined during the periods presented in the pro forma financial information and is not intended to project the future results of operations that the combined company may achieve after the business combination transaction. Except as described above, all other information in the Form 8-K filed on August 19, 2025 remains unchanged.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

- Audited consolidated financial statements of Sitio, as of December 31, 2024 and 2023 and for each of the years in the three-year period ended December 31, 2024 are incorporated by reference to [Exhibit 99.1](#) of Former Viper’s Current Report on Form 8-K, filed with the U.S. Securities and Exchange Commission on June 30, 2025; and
- Unaudited condensed consolidated financial statements of Sitio, as of June 30, 2025 and for the three and six months ended June 30, 2025 and 2024, and the related notes to the condensed and consolidated financial statements, attached as Exhibit 99.1 hereto.

(b) Pro Forma Financial Information

The following unaudited pro forma condensed combined financial information giving effect to the business combination transaction, attached as Exhibit 99.2 hereto, are incorporated herein by reference:

- Unaudited condensed combined pro forma balance sheet as of June 30, 2025;
- Unaudited pro forma condensed combined statements of operations for the year ended December 31, 2024 and the six months ended June 30, 2025; and
- Notes to the unaudited pro forma condensed combined financial statements.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	<u>Interim unaudited condensed consolidated financial statements of Sitio as of June 30, 2025, and for the three and six months ended June 30, 2025 and 2024.</u>
99.2	<u>Unaudited pro forma condensed combined financial statements (a) as of June 30, 2025 and for the six months ended June 30, 2025 and (b) for the year ended December 31, 2024.</u>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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

VIPER ENERGY, INC.

Date: August 25, 2025

By: /s/ Matt Zmigrosky
Name: Matt Zmigrosky
Title: Executive Vice President, General Counsel and Secretary

GLOSSARY

The following are abbreviations and definitions of certain terms used in this document, which are commonly used in the oil and natural gas industry:

Barrel or Bbl. Stock tank barrel, or 42 U.S. gallons liquid volume, used in this quarterly report in reference to crude oil or other liquid hydrocarbons.

Basin. A large natural depression on the earth's surface in which sediments generally brought by water accumulate.

BOE. One barrel of oil equivalent, calculated by converting natural gas to oil equivalent barrels at a ratio of six Mcf of natural gas to one Bbl of crude oil. This is an energy content correlation and does not reflect a value or price relationship between the commodities.

BOE/d. BOE per day.

Completion. The process of treating a drilled well followed by the installation of permanent equipment for the production of natural gas or oil, or in the case of a dry hole, the reporting of abandonment to the appropriate agency.

Crude oil. Liquid hydrocarbons retrieved from geological structures underground to be refined into fuel sources.

Development costs. Costs incurred to obtain access to proved reserves and to provide facilities for extracting, treating, gathering and storing crude oil, natural gas and NGLs. For a complete definition of development costs, refer to the SEC's Regulation S-X, Rule 4-10(a)(7).

Development project. The means by which petroleum resources are brought to the status of economically producible. As examples, the development of a single reservoir or field, an incremental development in a producing field or the integrated development of a group of several fields and associated facilities with a common ownership may constitute a development project.

Dry hole. A well found to be incapable of producing hydrocarbons in sufficient quantities such that proceeds from the sale of such production exceed production expenses and taxes.

E&P. Exploration and production.

Economically producible. The term economically producible, as it relates to a resource, means a resource that generates revenue that exceeds, or is reasonably expected to exceed, the costs of the operation. For a complete definition of economically producible, refer to the SEC's Regulation S-X, Rule 4-10(a)(10).

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. For a complete definition of field, refer to the SEC's Regulation S-X, Rule 4-10(a)(15).

Formation. A layer of rock that has distinct characteristics that differs from nearby rock.

GAAP. Generally accepted accounting principles in the United States.

Horizontal drilling. A drilling technique used in certain formations where a well is drilled vertically to a certain depth and then drilled at a right angle within a specified interval.

Horizontal wells. The number of horizontal wells, normalized to a 5,000 foot lateral length basis, where we have ownership in a mineral or royalty interest.

MBbl. Thousand barrels of crude oil or other liquid hydrocarbons.

MBOE. One thousand BOE.

Mcf. One thousand cubic feet of natural gas.

Mcf/d. Mcf per day.

MMcf. One million cubic feet of natural gas.

Natural gas liquids or NGLs. Hydrocarbons found in natural gas that may be extracted as liquefied petroleum gas and natural gasoline.

Net royalty acres or NRAs. Mineral ownership standardized to a 12.5%, or 1/8th, royalty interest.

Operator. The individual or company responsible for the development and/or production of a crude oil or natural gas well or lease.

Proved reserves. Those quantities of crude oil, natural gas and NGLs that, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods and government regulations—prior to the time at

which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the E&P operator must be reasonably certain that it will commence the project within a reasonable time. For a complete definition of proved crude oil and natural gas reserves, refer to the SEC's Regulation S-X, Rule 4-10(a)(22).

Realized price. The cash market price less all expected quality, transportation and demand adjustments.

Reasonable certainty. A high degree of confidence that quantities will be recovered. For a complete definition of reasonable certainty, refer to the SEC's Regulation S-X, Rule 4-10(a)(24).

Reserves. Estimated remaining quantities of crude oil and natural gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. In addition, there must exist, or there must be a reasonable expectation that there will exist, the legal right to produce or a revenue interest in the production, installed means of delivering crude oil and natural gas or related substances to market and all permits and financing required to implement the project. Reserves should not be assigned to adjacent reservoirs isolated by major, potentially sealing, faults until those reservoirs are penetrated and evaluated as economically producible. Reserves should not be assigned to areas that are clearly separated from a known accumulation by a non-productive reservoir (i.e., absence of reservoir, structurally low reservoir or negative test results). Such areas may contain prospective resources (i.e., potentially recoverable resources from undiscovered accumulations).

Reservoir. A porous and permeable underground formation containing a natural accumulation of producible crude oil and/or natural gas that is confined by impermeable rock or water barriers and is individual and separate from other reservoirs.

Resources. Quantities of crude oil, natural gas and NGLs estimated to exist in naturally occurring accumulations. A portion of the resources may be estimated to be recoverable and another portion may be considered to be unrecoverable. Resources include both discovered and undiscovered accumulations.

Royalty. An interest in a crude oil and natural gas lease that gives the owner the right to receive a portion of the production from the leased acreage (or of the proceeds from the sale thereof), but does not require the owner to pay any portion of the production or development costs on the leased acreage. Royalties may be either landowner's royalties, which are reserved by the owner of the leased acreage at the time the lease is granted, or overriding royalties, which are usually reserved by an owner of the leasehold in connection with a transfer to a subsequent owner.

SEC. U.S. Securities and Exchange Commission.

SOFR or Term SOFR rate. A borrowing rate equal to the secured overnight financing rate as administered by the Federal Reserve Bank of New York.

Spot market price. The cash market price without reduction for expected quality, transportation and demand adjustments.

Working interest. The right granted to the lessee of a property to develop, produce and own crude oil, natural gas, NGLs or other minerals. The working interest owners bear the exploration, development and operating expenses on either a cash, penalty or carried basis.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Sitio Royalties Corp.
Condensed Consolidated Balance Sheets
(In thousands, except par and share amounts)

	June 30, 2025 (Unaudited)	December 31, 2024
ASSETS		
Current assets		
Cash and cash equivalents	\$ 383	\$ 3,290
Accrued revenue and accounts receivable	125,807	123,361
Prepaid assets	8,453	6,760
Derivative asset	—	1,811
Total current assets	<u>134,643</u>	<u>135,222</u>
Property and equipment		
Oil and natural gas properties, successful efforts method:		
Unproved properties	2,373,097	2,464,836
Proved properties	3,055,145	2,941,347
Other property and equipment	4,309	3,737
Accumulated depreciation, depletion, amortization, and impairment	(972,012)	(818,633)
Total property and equipment, net	<u>4,460,539</u>	<u>4,591,287</u>
Long-term assets		
Deferred financing costs	6,984	8,525
Operating lease right-of-use asset	5,569	5,940
Other long-term assets	2,680	2,746
Total long-term assets	<u>15,233</u>	<u>17,211</u>
TOTAL ASSETS	<u><u>\$4,610,415</u></u>	<u><u>\$4,743,720</u></u>
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued expenses	\$ 31,556	\$ 46,385
Operating lease liability	1,792	1,646
Total current liabilities	<u>33,348</u>	<u>48,031</u>
Long-term liabilities		
Long-term debt	1,079,618	1,078,181
Deferred tax liability	247,255	253,778
Non-current operating lease liability	5,064	5,462
Other long-term liabilities	1,150	1,150
Total long-term liabilities	<u>1,333,087</u>	<u>1,338,571</u>
Total liabilities	<u>1,366,435</u>	<u>1,386,602</u>
Commitments and contingencies (see Note 15)		
Equity		
Class A Common Stock, par value \$0.0001 per share; 240,000,000 shares authorized; 83,454,563 and 83,205,330 shares issued and 77,578,656 and 78,980,516 outstanding at June 30, 2025 and December 31, 2024, respectively	8	8
Class C Common Stock, par value \$0.0001 per share; 120,000,000 shares authorized; 73,443,992 and 73,443,992 shares issued and 73,367,602 and 73,391,244 outstanding at June 30, 2025 and December 31, 2024, respectively	8	8
Additional paid-in capital	1,660,081	1,710,372
Accumulated deficit	(129,236)	(146,792)
Class A Treasury Shares, 5,875,907 and 4,224,814 shares at June 30, 2025 and December 31, 2024, respectively	(128,364)	(96,910)
Class C Treasury Shares, 76,390 and 52,748 shares at June 30, 2025 and December 31, 2024, respectively	(1,736)	(1,265)
Noncontrolling interest	1,843,219	1,891,697
Total equity	<u>3,243,980</u>	<u>3,357,118</u>
TOTAL LIABILITIES AND EQUITY	<u><u>\$4,610,415</u></u>	<u><u>\$4,743,720</u></u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Sitio Royalties Corp.
Condensed Consolidated Statements of Operations
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2025	2024	2025	2024
Revenues:				
Oil, natural gas and natural gas liquids revenues	\$ 140,805	\$ 165,516	\$ 299,118	\$ 313,487
Lease bonus and other income	4,854	3,032	10,056	6,452
Total revenues	<u>145,659</u>	<u>168,548</u>	<u>309,174</u>	<u>319,939</u>
Operating expenses:				
Depreciation, depletion and amortization	75,901	85,485	153,380	161,803
General and administrative	20,099	13,456	35,861	26,467
Production taxes and other	12,454	12,433	25,436	24,459
Total operating expenses	<u>108,454</u>	<u>111,374</u>	<u>214,677</u>	<u>212,729</u>
Income from operations	37,205	57,174	94,497	107,210
Other income (expense):				
Interest expense, net	(23,049)	(22,688)	(46,318)	(41,198)
Commodity derivatives gains (losses)	807	(607)	(101)	(10,657)
Income before taxes	<u>14,963</u>	<u>33,879</u>	<u>48,078</u>	<u>55,355</u>
Income tax expense	(415)	(4,838)	(7,246)	(7,622)
Net income	14,548	29,041	40,832	47,733
Net income attributable to noncontrolling interest	(7,275)	(16,187)	(23,293)	(26,411)
Net income attributable to Class A stockholders	<u>\$ 7,273</u>	<u>\$ 12,854</u>	<u>\$ 17,539</u>	<u>\$ 21,322</u>
Net income per share of Class A Common Stock				
Basic	\$ 0.08	\$ 0.16	\$ 0.20	\$ 0.25
Diluted	\$ 0.08	\$ 0.15	\$ 0.20	\$ 0.25
Weighted average Class A Common Stock outstanding				
Basic	77,575	80,751	77,961	81,578
Diluted	77,844	80,879	78,192	81,761

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Sitio Royalties Corp.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	<u>Six Months Ended June 30,</u>	
	<u>2025</u>	<u>2024</u>
Cash flows from operating activities:		
Net income	\$ 40,832	\$ 47,733
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	153,380	161,803
Amortization of deferred financing costs and long-term debt discount	2,807	2,603
Share-based compensation	14,436	11,307
Commodity derivatives losses	101	10,657
Net cash received for commodity derivatives settlements	1,710	6,316
Deferred tax benefit	(6,523)	(7,494)
Change in operating assets and liabilities:		
Accrued revenue and accounts receivable	(2,446)	(22,107)
Prepaid assets	(915)	10,547
Other long-term assets	680	667
Accounts payable and accrued expenses	(14,532)	(3,487)
Operating lease liabilities and other long-term liabilities	(560)	(493)
Net cash provided by operating activities	<u>188,970</u>	<u>218,052</u>
Cash flows from investing activities:		
Purchases of oil and gas properties, net of post-close adjustments	(22,421)	(177,424)
Other, net	(210)	(237)
Net cash used in investing activities	<u>(22,631)</u>	<u>(177,661)</u>
Cash flows from financing activities:		
Borrowings on credit facilities	150,000	279,000
Repayments on credit facilities	(149,650)	(96,000)
Debt issuance costs	(147)	(126)
Distributions to noncontrolling interest	(72,887)	(68,402)
Dividends paid to Class A stockholders	(59,083)	(75,016)
Dividend equivalent rights paid	(1,731)	(707)
Repurchases of Class A Common Stock	(32,480)	(54,075)
Repurchases of Sitio OpCo Partnership Units (including associated Class C Common Shares)	—	(22,142)
Cash paid for taxes related to net settlement of share-based compensation awards	(3,268)	(1,770)
Net cash used in financing activities	<u>(169,246)</u>	<u>(39,238)</u>
Net change in cash and cash equivalents	<u>(2,907)</u>	<u>1,153</u>
Cash and cash equivalents, beginning of period	<u>3,290</u>	<u>15,195</u>
Cash and cash equivalents, end of period	<u>\$ 383</u>	<u>\$ 16,348</u>
Supplemental disclosure of non-cash transactions:		
Decrease in current liabilities for additions to property and equipment:	\$ 222	\$ —
Supplemental disclosure of cash flow information:		
Cash paid for income taxes:	\$ 29,632	\$ 2,769
Cash paid for interest expense:	42,549	41,230

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Sitio Royalties Corp.
Condensed Consolidated Statements of Equity
(In thousands, except per share amounts)
(Unaudited)

	Class A Common Stock		Class C Common Stock		Additional Paid-in Capital	Accumulated Deficit	Class A Treasury Shares		Class C Treasury Shares		Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount			Shares	Amount	Shares	Amount		
Balance at January 1, 2025	83,205	\$ 8	73,444	\$ 8	\$1,710,372	\$ (146,792)	(4,225)	\$ (96,910)	(53)	\$ (1,265)	\$ 1,891,697	\$3,357,118
Net income	—	—	—	—	—	10,267	—	—	—	—	16,018	26,285
Share-based compensation	—	—	—	—	6,419	—	—	—	—	—	555	6,974
Issuance of Class A Common Stock upon vesting of share-based awards, net of shares withheld for income taxes	116	—	—	—	(1,314)	—	—	—	—	—	—	(1,314)
Dividends to Class A stockholders	—	—	—	—	(31,977)	—	—	—	—	—	—	(31,977)
Dividend equivalent rights	—	—	—	—	(403)	16	—	—	—	—	—	(387)
Distributions to noncontrolling interest	—	—	—	—	—	—	—	—	—	—	(30,143)	(30,143)
Repurchases of Class A Common Stock	—	—	—	—	—	—	(1,103)	(22,466)	—	—	—	(22,466)
Balance at March 31, 2025	83,321	\$ 8	73,444	\$ 8	\$1,683,097	\$ (136,509)	(5,328)	\$ (119,376)	(53)	\$ (1,265)	\$ 1,878,127	\$3,304,090
Net income	—	—	—	—	—	7,273	—	—	—	—	7,275	14,548
Share-based compensation	—	—	—	—	6,901	—	—	—	—	—	561	7,462
Issuance of Class A Common Stock upon vesting of share-based awards, net of shares withheld for income taxes	133	—	—	—	(1,483)	—	—	—	—	—	—	(1,483)
Class C Common Stock withheld for income taxes upon vesting of RSAs and held in treasury	—	—	—	—	—	—	—	—	(23)	(471)	—	(471)
Dividends to Class A stockholders	—	—	—	—	(27,106)	—	—	—	—	—	—	(27,106)
Dividend equivalent rights	—	—	—	—	(1,328)	—	—	—	—	—	—	(1,328)
Distributions to noncontrolling interest	—	—	—	—	—	—	—	—	—	—	(42,744)	(42,744)
Repurchases of Class A Common Stock	—	—	—	—	—	—	(548)	(8,988)	—	—	—	(8,988)
Balance at June 30, 2025	83,454	\$ 8	73,444	\$ 8	1,660,081	\$ (129,236)	(5,876)	\$ (128,364)	(76)	\$ (1,736)	\$ 1,843,219	\$3,243,980

Class C Common Stock withheld for income taxes upon vesting of RSAs and held in treasury	—	—	—	—	—	—	—	—	—	(27)	(588)	—	(588)
Change in deferred taxes from conversion of Class C Common Stock to Class A Common Stock	—	—	—	—	(1)	—	—	—	—	—	—	—	(1)
Dividends to Class A stockholders	—	—	—	—	(33,066)	—	—	—	—	—	—	—	(33,066)
Dividend equivalent rights	—	—	—	—	(331)	—	—	—	—	—	—	—	(331)
Distributions to noncontrolling interest	—	—	—	—	—	—	—	—	—	—	—	(30,245)	(30,245)
Repurchases of Class A Common Stock	—	—	—	—	—	—	(1,684)	(41,526)	—	—	—	—	(41,526)
Repurchases of Sitio OpCo Partnership Units (including associated Class C Common Shares)	—	—	(897)	(1)	1,329	—	—	—	—	—	—	(23,691)	(22,363)
Balance at June 30, 2024	<u>82,826</u>	<u>\$ 8</u>	<u>73,771</u>	<u>\$ 7</u>	<u>\$1,737,960</u>	<u>\$ (166,416)</u>	<u>(2,230)</u>	<u>\$(54,583)</u>	<u>(53)</u>	<u>\$(1,265)</u>	<u>\$ 1,915,881</u>	<u>\$ 3,431,592</u>	

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Sitio Royalties Corp.
Notes to Unaudited Condensed Consolidated Financial Statements

Note 1. Basis of Presentation

The unaudited condensed consolidated financial statements of Sitio Royalties Corp., together with its wholly-owned subsidiaries and any entities in which the company owns a controlling interest (collectively, “Sitio” or the “Company”), including Sitio Royalties Operating Partnership, LP (“Sitio OpCo”), have been prepared pursuant to the rules and regulations of the SEC applicable to interim financial information. Accordingly, such consolidated financial statements reflect all adjustments (consisting of normal and recurring accruals) which are, in the opinion of management, necessary for a fair presentation of the financial results for the interim periods presented. Certain information and notes normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. However, management believes that the disclosures included either on the face of the financial statements or in these notes are sufficient to make the interim information presented not misleading. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the financial statements and notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 26, 2025 (the “Annual Report”).

The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. The results of operations for the three and six months ended June 30, 2025 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2025.

Except as otherwise indicated or required by the context, all references in this quarterly report to the “Company,” “Sitio,” “we,” “us,” “our” or similar terms refer to Sitio Royalties Corp. and its subsidiaries.

Note 2. Merger Agreement

On June 2, 2025, Sitio and Sitio OpCo entered into an Agreement and Plan of Merger, dated as of June 2, 2025, (the “Merger Agreement”) with Viper Energy, Inc., a Delaware corporation (“Viper”), Viper Energy Partners LLC, a Delaware limited liability company (“Viper Opco”), New Cobra Pubco, Inc., a Delaware corporation and a wholly owned subsidiary of Viper (“New Viper”), Cobra Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of New Viper (“Viper Merger Sub”), and Scorpion Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of New Viper (“Sitio Merger Sub”).

Pursuant to the terms of the Merger Agreement, Viper and Sitio will combine in an all-equity transaction through: (i) the merger of Sitio Merger Sub with and into Sitio (the “Sitio Pubco Merger”), with Sitio surviving the Sitio Pubco Merger as a wholly owned subsidiary of New Viper, (ii) the merger of Viper Merger Sub with and into Viper (the “Viper Pubco Merger” and together with the Sitio Pubco Merger, the “Pubco Mergers”), with Viper surviving the Viper Pubco Merger as a wholly owned subsidiary of New Viper, and (iii) following the Pubco Mergers, the merger of Sitio OpCo with and into Viper Opco (the “Opco Merger”, and, together with the Pubco Mergers, the “Mergers”), with Viper Opco continuing as the surviving entity, in each case on the terms set forth in the Merger Agreement.

On the terms and subject to the conditions set forth in the Merger Agreement:

- at the effective time of the Sitio Pubco Merger (the “Sitio Pubco Merger Effective Time”), (A) each share of our Class A Common Stock issued and outstanding immediately prior to the Sitio Pubco Merger Effective Time will be cancelled and automatically converted into the right to receive 0.4855 fully-paid and nonassessable shares of Class A common stock, par value \$0.000001 per share, of New Viper (the “New Viper Class A Common Stock”), and (B) each share of our Class C common stock issued and outstanding immediately prior to the Sitio Pubco Merger Effective Time will be automatically cancelled and cease to exist;
- at the effective time of the Viper Pubco Merger (the “Viper Pubco Merger Effective Time”), (A) each share of Viper’s Class A common stock, par value \$0.000001 per share (the “Viper Class A Common Stock”), issued and outstanding immediately prior to the Viper Pubco Merger Effective Time will be cancelled and automatically converted into one share of New Viper Class A Common Stock and (B) each share of Viper’s Class B common stock, par value \$0.000001 per share (“Viper Class B Common Stock” and together with the Viper Class A Common Stock, the “Viper Common Stock”), issued and outstanding immediately prior to the Viper Pubco Merger Effective Time will be automatically cancelled and converted into one share of New Viper Class B Common Stock, par value \$0.000001 per share (the “New Viper Class B Common Stock” and together with the New Viper Class A Common Stock, the “New Viper Common Stock”); and

- following the Pubco Mergers, at the effective time of the Opco Merger (the “Opco Merger Effective Time”), (A) all common units representing limited partner interests in Sitio OpCo (the “Sitio OpCo Partnership Units”) held by Viper, Sitio, New Viper, or any of their wholly owned subsidiaries immediately prior to the Opco Merger Effective Time shall automatically convert into 0.4855 common units representing limited liability company interests in Viper Opco (the “Viper Opco Units”) and (B) each Sitio OpCo Partnership Unit issued and outstanding immediately prior to the Opco Merger Effective Time will be converted into the right to receive (i) 0.4855 Viper Opco Units and (ii) 0.4855 shares of New Viper Class B Common Stock.

As a result of the Mergers and as of the closing of the Mergers (the “Closing”), Sitio stockholders immediately prior to the Sitio Pubco Merger Effective Time will own approximately 20% of the outstanding shares of New Viper Common Stock, and Viper stockholders immediately prior to the Viper Pubco Merger Effective Time will own approximately 80% of the outstanding shares of New Viper Common Stock. Following the Closing, New Viper will operate under the name “Viper Energy, Inc.” and have the same board of directors and executive officers as Viper did prior to the Viper Pubco Merger.

The Mergers have been unanimously approved by the boards of directors of both Viper and Sitio. Consummation of the Mergers is subject to the satisfaction or waiver of various customary conditions set forth in the Merger Agreements, including regulatory clearance and approvals by the shareholders of Sitio. For the three and six months ended June 30, 2025, the Company incurred \$3.6 million in transaction costs related to the Mergers.

Note 3. Summary of Significant Accounting Policies

Significant accounting policies are disclosed in the Company’s consolidated financial statements and notes thereto for the year ended December 31, 2024, presented in the Annual Report. There have been no material changes in such policies or the application of such policies during the six months ended June 30, 2025.

Recently Issued Accounting Standards Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires disaggregated information related to the effective tax rate reconciliation as well as information on income taxes paid. This ASU is effective for annual periods beginning after December 15, 2024, and requires prospective application with the option to apply the standard retrospectively. We are currently evaluating the impact of the ASU on our consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, *Income Statement (Subtopic 220-40): Reporting Comprehensive Income—Expense Disaggregation Disclosures*, which requires disclosure of additional information about specific expense categories underlying certain income statement expense line items. This ASU is effective for annual periods beginning after December 15, 2026, and requires either prospective or retrospective application. We are currently evaluating the impact of the ASU on our consolidated financial statements.

Note 4. Revenue from Contracts with Customers

Oil, natural gas and natural gas liquids revenues

During the three and six months ended June 30, 2025 and 2024, the disaggregated revenues from sales of oil, natural gas and NGLs were as follows (in thousands):

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2025	2024	2025	2024
Crude oil sales	\$ 110,833	\$ 143,496	\$ 230,369	\$ 270,789
Natural gas sales	9,992	5,945	26,310	11,732
NGLs sales	19,980	16,075	42,439	30,966
Total royalty revenues	\$ 140,805	\$ 165,516	\$ 299,118	\$ 313,487

Note 5. Oil and Natural Gas Properties

The following is a summary of oil and natural gas properties as of June 30, 2025 and December 31, 2024 (in thousands):

	June 30, 2025	December 31, 2024
Oil and natural gas properties:		
Unproved properties	\$2,373,097	\$ 2,464,836
Proved properties	3,055,145	2,941,347
Oil and natural gas properties, gross	5,428,242	5,406,183
Accumulated depletion and impairment	(969,796)	(816,664)
Oil and natural gas properties, net	<u>\$4,458,446</u>	<u>\$ 4,589,519</u>

As presented in the unaudited condensed consolidated statements of cash flows for the six months ended June 30, 2025, the Company paid \$22.4 million for purchases of oil and gas properties, net of post-close adjustments. For the six months ended June 30, 2024, the Company paid \$189.0 million for purchases of oil and gas properties, and received purchase price adjustments from acquisitions of \$11.6 million.

Depletion expense was \$75.8 million and \$153.1 million for the three and six months ended June 30, 2025, respectively. Depletion expense was \$85.4 million and \$161.5 million for the three and six months ended June 30, 2024, respectively.

Note 6. Acquisitions and Divestitures

For the six months ended June 30, 2025, the Company closed on acquisitions of oil and gas properties for an aggregate purchase price of \$26.6 million, prior to the impact of purchase price adjustments, the significant majority of which was allocated to proved properties.

Note 7. Debt

The following is a summary of long-term debt as of June 30, 2025 and December 31, 2024 (in thousands):

	June 30, 2025	December 31, 2024
Sitio Revolving Credit Facility	\$ 488,150	\$ 487,800
2028 Senior Notes	600,000	600,000
Less: 2028 Senior Notes unamortized issuance costs	(8,532)	(9,619)
Total long-term debt	<u>\$1,079,618</u>	<u>\$ 1,078,181</u>

Sitio Revolving Credit Facility

Sitio OpCo maintains a revolving credit facility (the "Sitio Revolving Credit Facility") with a syndicate of financial institutions. As of June 30, 2025 and December 31, 2024, the borrowing base under the Sitio Revolving Credit Facility as determined by the lenders was \$925.0 million and the outstanding balance under the Sitio Revolving Credit Facility was \$488.2 million and \$487.8 million, respectively.

As of June 30, 2025 and December 31, 2024, the weighted average interest rate related to our outstanding borrowings under the Sitio Revolving Credit Facility was 7.44% and 7.50%, respectively. As of June 30, 2025 and December 31, 2024, the Company had unamortized debt issuance costs of \$7.0 million and \$8.5 million, respectively, in connection with its entry into the Sitio Revolving Credit Facility and subsequent amendments. Such costs are capitalized as deferred financing costs within long-term assets and are amortized over the life of the facility. For the three months ended June 30, 2025 and 2024, the Company recognized \$0.9 million and \$0.8 million, respectively, in interest expense related to the amortization of deferred financing costs under the Sitio Revolving Credit Facility. For the six months ended June 30, 2025 and 2024, the Company recognized \$1.7 million and \$1.6 million, respectively, in interest expense related to the amortization of deferred financing costs under the Sitio Revolving Credit Facility.

The Sitio Revolving Credit Facility is subject to a borrowing base established by the lenders to reflect the loan value of our oil and gas mineral interests. The borrowing base under the Sitio Revolving Credit Facility is redetermined by the lenders on an at least semi-annual basis. Additionally, lenders holding two-thirds of the aggregate commitments are able to

request one additional redetermination between regularly scheduled redeterminations. Sitio OpCo could also request one additional redetermination between regularly scheduled redeterminations, and such other redeterminations as appropriate when significant acquisition opportunities arise. The borrowing base is subject to adjustments for asset dispositions, material title deficiencies, certain terminations of hedge agreements and issuances of certain additional indebtedness. Increases to the borrowing base require unanimous approval of the lenders, while maintenance of the same borrowing base or decreases in the borrowing base only require approval of lenders holding two-thirds of the aggregate commitments at such time. The determination of the borrowing base takes into consideration the estimated value of the Company's oil and gas mineral interests in accordance with the lenders' customary practices for oil and gas loans. The Sitio Revolving Credit Facility is collateralized by substantially all of the assets of Sitio OpCo and its restricted subsidiaries.

The Sitio Revolving Credit Facility includes a financial covenant limiting, as of the last day of each fiscal quarter, the ratio of (a) (i) Total Net Debt (as defined in the Sitio Revolving Credit Facility) as of such date to (ii) EBITDA (as defined in the Sitio Revolving Credit Facility) for the period of four fiscal quarters ending on such day, to not more than 3.50 to 1.00, and (b) (i) consolidated current assets (including the available commitments under the Sitio Revolving Credit Facility) to (ii) consolidated current liabilities (excluding current maturities under the Sitio Revolving Credit Facility), to not less than 1.00 to 1.00, in each case, with certain rights to cure. The Company was in compliance with the terms and covenants of the Sitio Revolving Credit Facility at June 30, 2025 and December 31, 2024.

2028 Senior Notes

As of June 30, 2025 and December 31, 2024, Sitio OpCo had \$600.0 million aggregate principal amount of 7.875% Senior Notes due 2028 (the "2028 Senior Notes"). As of June 30, 2025 and December 31, 2024, the Company had unamortized debt issuance costs of \$8.5 million and \$9.6 million, respectively, in connection with the issuance of the 2028 Senior Notes. Debt issuance costs are reported as a reduction to long-term debt on our consolidated balance sheets and are amortized over the life of the 2028 Senior Notes. For the three months ended June 30, 2025 and 2024, the Company recognized \$0.5 million of interest expense attributable to the amortization of debt issuance costs related to the 2028 Senior Notes. For the six months ended June 30, 2025 and 2024, the Company recognized \$1.1 million and \$1.0 million, respectively, of interest expense attributable to the amortization of debt issuance costs related to the 2028 Senior Notes.

The 2028 Senior Notes contain covenants that limit Sitio OpCo's ability and the ability of Sitio OpCo's restricted subsidiaries to engage in certain transactions and activities. The Company was in compliance with the terms and covenants of the 2028 Senior Notes as of June 30, 2025 and December 31, 2024.

Note 8. Accounts Payable and Accrued Expenses

The following table provides the Company's accounts payable and accrued expenses as of the dates indicated (in thousands):

	<u>June 30,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
Accrued interest expense	\$10,025	\$ 9,064
Ad valorem taxes payable	6,120	12,281
Payable to seller for pre-effective monies	3,998	3,393
Accrued general and administrative	7,098	2,006
Income taxes payable	2,408	16,918
Other taxes payable	891	1,117
Other	1,016	1,606
Total accounts payable and accrued expenses	<u>\$31,556</u>	<u>\$ 46,385</u>

Note 9. Equity

Class A Common Stock

The Company had 77,578,656 shares of its Class A Common Stock outstanding as of June 30, 2025. Holders of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), are entitled to one vote per share on all matters to be voted upon by the stockholders and are entitled to ratably receive dividends when and if declared by the Company's board of directors (the "Board").

Class C Common Stock

The Company had 73,367,602 shares of its Class C Common Stock outstanding as of June 30, 2025. Shares of Class C Common Stock, par value \$0.0001 per share (“Class C Common Stock” and, together with Class A Common Stock, the “Common Stock”), are non-economic but entitle the holder to one vote per share. Current holders of Class C Common Stock also hold an equivalent number of Sitio OpCo Partnership Units which receive pro rata distributions. Sitio OpCo Partnership Units are redeemable, at the option of the holder, on a one-for-one basis for shares of Class A Common Stock or, at our election, an equivalent amount of cash on terms and conditions set forth in the Second Amended and Restated Limited Partnership Agreement of Sitio OpCo, as amended. Upon the redemption by any holder of Sitio OpCo Partnership Units for shares of Class A Common Stock, a corresponding number of shares of Class C Common Stock held by such holder will be canceled. During the six months ended June 30, 2025, no Sitio OpCo Partnership Units were redeemed for shares of Class A Common Stock, and no shares of Class C Common Stock were canceled. During the six months ended June 30, 2024, 296,651 Sitio OpCo Partnership Units were redeemed for shares of Class A Common Stock, and an equivalent number of shares of Class C Common Stock were canceled.

Share Repurchase Program

On February 28, 2024, the Board authorized a share repurchase program that allows us to repurchase up to \$200.0 million of our Class A Common Stock and Sitio OpCo Partnership Units (the “Share Repurchase Program”). On May 7, 2025, the Board extended the Share Repurchase Program with an additional authorization of \$300.0 million of our Class A Common Stock and Sitio OpCo Partnership Units, resulting in \$500.0 million total authorization. The shares may be repurchased from time to time through various methods including, but not limited to, in open market transactions, through privately negotiated transactions or by other means in accordance with applicable securities laws, certain of which may be made pursuant to trading plans meeting the requirements of Rule 10b5-1 and 10b-18 under the Securities Exchange Act of 1934 (the “Exchange Act”). The 1% U.S. federal excise tax on certain repurchases of stock by publicly traded U.S. corporations enacted as part of the Inflation Reduction Act of 2022 (the “IRA 2022”) applies to repurchases of our Class A Common Stock and Sitio OpCo Partnership Units pursuant to our Share Repurchase Program. The excise tax is reflected as a component of the repurchased amounts within our Condensed Consolidated Statements of Equity. The timing of repurchases under the program, as well as the number and value of shares repurchased under the program, will be determined by the Company at its discretion and will depend on a variety of factors, including the market price of our common stock, oil and gas commodity prices, general market and economic conditions, available liquidity, compliance with the Company’s debt and other agreements, applicable legal requirements and other considerations. The exact number of shares to be repurchased by us is not guaranteed, and the program may be modified, suspended or discontinued at any time without prior notice. The Company is not obligated to repurchase any dollar amount or number of shares under the program.

For the three and six months ended June 30, 2025, the Company repurchased 548,266 and 1,651,093 shares of its Class A Common Stock, respectively. The shares were recorded at a weighted average price of \$16.30 and \$18.90, respectively, upon repurchase by the Company, inclusive of third-party commissions.

For the three and six months ended June 30, 2024, the Company repurchased 1,684,610 and 2,230,137 shares of its Class A Common Stock, respectively, in connection with the Share Repurchase Program. The shares were recorded at a weighted average price of \$24.41 and \$24.25, respectively, upon repurchase by the Company, inclusive of third-party commissions.

Class A Treasury Shares

As of June 30, 2025, 5,875,907 shares of Class A Common Stock were held in treasury at a weighted average price of \$21.66.

Class C Treasury Shares

As of June 30, 2025, 76,390 shares of Class C Common Stock were held in treasury at a weighted average price of \$22.88.

Cash Dividends

The following table summarizes the quarterly dividends related to the Company's quarterly financial results (in thousands, except per share data):

Quarter Ended	Quarterly Dividend per Class A Common Share	Class A Cash Dividends Paid	Payment Date	Stockholder Record Date
March 31, 2025	\$ 0.35	\$ 27,106	May 30, 2025	May 20, 2025
December 31, 2024	\$ 0.41	\$ 31,977	March 28, 2025	March 14, 2025
September 30, 2024	\$ 0.28	\$ 22,185	November 27, 2024	November 19, 2024
June 30, 2024	\$ 0.30	\$ 24,071	August 30, 2024	August 19, 2024

See "Note 17 – Subsequent Events" for additional information regarding cash dividends.

Earnings per Share

The following table sets forth the calculation of basic and diluted earnings per share for the periods indicated (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Numerator:				
Net income attributable to Class A stockholders	\$ 7,273	\$ 12,854	\$ 17,539	\$ 21,322
Less: Earnings allocated to participating securities	(1,328)	(331)	(1,731)	(707)
Net income attributable to Class A stockholders - basic and diluted	\$ 5,945	\$ 12,523	\$ 15,808	\$ 20,615
Denominator:				
Weighted average shares outstanding - basic	77,575	80,751	77,961	81,578
Effect of dilutive securities	269	128	231	183
Weighted average shares outstanding - diluted	77,844	80,879	78,192	81,761
Net income per common share - basic	\$ 0.08	\$ 0.16	\$ 0.20	\$ 0.25
Net income per common share - diluted	\$ 0.08	\$ 0.15	\$ 0.20	\$ 0.25

The Company had the following shares that were excluded from the computation of diluted earnings per share because their inclusion would have been anti-dilutive for the periods presented but could potentially dilute basic earnings per share in future periods (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Unvested share-based compensation awards	786	1,225	638	1,441
Shares of Class C Common Stock if converted	73,385	73,883	73,388	74,380
Total	74,171	75,108	74,026	75,821

Diluted net income per share also excludes the effects of Sitio OpCo Partnership Units (and related Class C Common Stock) associated with the earn-out, which are convertible into Class A Common Stock, because they are considered contingently issuable shares and the conditions for issuance were not satisfied as of June 30, 2025.

Note 10. Noncontrolling Interest

Noncontrolling interest represents the 48.6% economic interest of Sitio OpCo Partnership Units not owned by Sitio in the consolidated balance sheets as of June 30, 2025. These interests are held in the form of Class C Common Stock and Sitio OpCo Partnership Units.

Note 11. Share-Based Compensation

The Sitio Royalties Corp. Long Term Incentive Plan (the “Plan”) is administered by the Compensation Committee of the Board (the “Compensation Committee”). As of June 30, 2025, a total of 5,053,561 shares of Class A Common Stock remain available for future grant under the Plan.

Share-based compensation expense is included in general and administrative expense in the accompanying unaudited condensed consolidated statements of operations. The following table summarizes the share-based compensation expense recorded for each type of award for the three and six months ended June 30, 2025 and 2024 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
RSUs	\$2,170	\$ 1,565	\$ 4,292	\$ 2,893
PSUs	4,115	3,375	7,733	5,912
DSUs	616	614	1,219	1,205
Sitio OpCo Restricted Stock Awards	561	561	1,117	1,122
RSUs Converted in the Brigham Merger	—	62	53	123
PSUs Converted in the Brigham Merger	—	26	22	52
Total	\$7,462	\$ 6,203	\$14,436	\$11,307

Restricted Stock Units

The following table summarizes activity related to unvested restricted stock units (“RSUs”) for the six months ended June 30, 2025.

	Restricted Stock Units	
	Number of Shares	Grant Date Fair Value
Total awarded and unvested at January 1, 2025	653,542	\$ 22.34
Granted	225,331	19.92
Forfeited	—	—
Vested	(208,320)	23.61
Total awarded and unvested at June 30, 2025	670,553	\$ 21.08

As of June 30, 2025, there was approximately \$11.5 million of unamortized equity-based compensation expense related to unvested RSUs, which is expected to be recognized over a weighted average period of approximately 1.5 years.

Deferred Share Units

The following table summarizes activity related to unvested deferred share units (“DSUs”) for the six months ended June 30, 2025.

	Deferred Share Units	
	Number of Shares	Grant Date Fair Value
Total awarded and unvested at January 1, 2025	50,720	\$ 24.12
Granted	129,728	18.82
Forfeited	—	—
Vested	(50,720)	24.12
Total awarded and unvested at June 30, 2025	129,728	\$ 18.82

As of June 30, 2025, there was approximately \$2.1 million of unamortized equity-based compensation expense related to unvested DSUs, which is expected to be recognized over a weighted average period of 0.9 years.

Performance Stock Units

The following table summarizes the assumptions used to determine the fair values of the performance stock units (“PSUs”):

Grant Year	Average Expected Volatility	Risk-Free Interest Rate	Expected Dividend Yield
2024	38.38% - 41.09%	4.23% - 4.48%	0.00%
2025	37.10%	3.95%	0.00%

The following table summarizes activity related to unvested PSUs for the six months ended June 30, 2025.

	Performance Stock Units	
	Number of Shares	Grant Date Fair Value
Total awarded and unvested at January 1, 2025	1,405,463	\$ 28.20
Granted	632,691	21.18
Forfeited	(16,647)	25.13
Vested	(167,965)	39.11
Cancelled (unearned)	(132,948)	39.11
Total awarded and unvested at June 30, 2025	<u>1,720,594</u>	<u>23.74</u>

As of June 30, 2025, there was approximately \$22.8 million of unamortized equity-based compensation expense related to unvested PSUs, which is expected to be recognized over a weighted average period of 2.1 years.

Sitio OpCo Restricted Stock Awards

The following table summarizes activity related to unvested Sitio OpCo restricted stock awards (“RSAs”) for the six months ended June 30, 2025.

	Sitio OpCo Restricted Stock Awards	
	Number of Shares	Grant Date Fair Value
Total awarded and unvested at January 1, 2025	154,763	\$ 29.12
Granted	—	—
Forfeited	—	—
Vested	(77,382)	29.12
Total awarded and unvested at June 30, 2025	<u>77,381</u>	<u>\$ 29.12</u>

As of June 30, 2025, there was approximately \$2.1 million of unamortized equity-based compensation expense related to the unvested Sitio OpCo RSAs, which is expected to be recognized over a weighted average period of approximately 0.9 years.

Note 12. Derivative Instruments

Commodity Derivatives

As of June 30, 2025, the Company did not have any outstanding derivative financial instruments.

Financial Summary

The following table presents a summary of the Company's derivative instruments and where such values are recorded on the condensed consolidated balance sheets as of June 30, 2025 and December 31, 2024 (in thousands):

	Balance sheet location	June 30, 2025	December 31, 2024
		Fair value	Fair value
Asset derivatives not designated as hedges for accounting purposes:			
Commodity contracts	Current assets	\$ —	\$ 1,811
Commodity contracts	Long-term assets	—	—
Total asset derivatives		\$ —	\$ 1,811
Liability derivatives not designated as hedges for accounting purposes:			
Commodity contracts	Current liabilities	\$ —	\$ —
Commodity contracts	Long-term liabilities	—	—
Total liability derivatives		\$ —	\$ —
Net derivatives		\$ —	\$ 1,811

The following table presents the gross fair values of recognized derivative assets and liabilities, the amounts offset under master netting arrangements with counterparties, and the resulting net amounts presented on the unaudited condensed consolidated balance sheets (in thousands):

	June 30, 2025			December 31, 2024		
	Gross Fair Value	Gross Amounts Offset	Net Fair Value	Gross Fair Value	Gross Amounts Offset	Net Fair Value
Commodity derivative assets	\$ —	\$ —	\$ —	\$ 1,916	\$ (105)	\$ 1,811
Commodity derivative liabilities	—	—	—	(105)	105	—

The following table is a summary of derivative gains and losses, and where such values are recorded in the unaudited condensed consolidated statements of operations for the three and six months ended June 30, 2025 and 2024 (in thousands):

	Statement of income location	Three Months Ended June 30,		Six Months Ended June 30,	
		2025	2024	2025	2024
Commodity derivatives gains (losses)	Other income (expense)	\$ 807	\$ (607)	\$ (101)	\$ (10,657)

The fair values of commodity derivative instruments were determined using Level 2 inputs.

Note 13. Fair Value Measurement

The Company's proved oil and gas properties are assessed for impairment on a periodic basis. If the Company's proved properties are determined to be impaired, the carrying basis of the properties is adjusted down to fair value. This represents a fair value measurement that would qualify as a non-recurring Level 3 fair value measurement. No impairment of proved properties was recorded for the three and six months ended June 30, 2025 and 2024. If pricing conditions decline or are depressed, or if there is a decrease in estimated future production volumes, we may incur proved property impairments in future periods.

The fair value of debt outstanding pursuant to our 2028 Senior Notes was \$628.7 million as of June 30, 2025 and \$618.7 million as of December 31, 2024 based on quoted prices for markets that are not active (Level 2). The fair value of debt outstanding pursuant to our Sitio Revolving Credit Facility was \$488.2 million as of June 30, 2025 and \$487.8 million as of December 31, 2024. The carrying amount of debt outstanding pursuant to the Sitio Revolving Credit Facility approximates fair value as the borrowings bear interest at variable rates and are reflective of market rates (Level 2).

Note 14. Income Taxes

The Company recorded income tax expense of \$0.4 million and \$7.2 million for the three and six months ended June 30, 2025, respectively. The Company recorded income tax expense of \$4.8 million and \$7.6 million for the three and six months ended June 30, 2024, respectively. Our provisions for income taxes differ from amounts that would be provided by applying the U.S. federal statutory tax rate of 21% to pre-tax book income primarily due to (i) the portion of pre-tax income that is attributable to our non-controlling interest holders which is not taxable to the Company; (ii) share-based compensation expense; (iii) other permanent differences; and (iv) state income taxes.

Note 15. Commitments and Contingencies

From time to time, the Company may be involved in various legal proceedings, lawsuits, and other claims in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Management does not believe that the resolution of these matters will have a material adverse impact on the Company's financial condition, results of operations, or cash flows.

Note 16. Segments

Sitio's chief operating decision maker ("CODM") is the executive leadership team that includes the chief executive officer, chief financial officer, and each of our executive vice presidents. The executive leadership team manages the business as a whole and assesses financial performance as a single enterprise and not on an area-by-area basis. Therefore, the Company identified one reportable segment: oil and natural gas minerals. The CODM assesses performance of the oil and natural gas minerals segment and decides how to allocate resources based on net income and income from operations that is reported on the condensed consolidated statements of operations. The measure of segment assets is reported on the consolidated balance sheets as total assets. The CODM evaluates significant expenses and assets based off the consolidated financial statements and does not further disaggregate expenses or assets in deciding how to allocate resources and assess performance.

Note 17. Subsequent Events

Management has evaluated all subsequent events from the balance sheet date through the date these financial statements were available to be issued for disclosure or recognition within these financial statements and no items requiring disclosure were identified except for the events identified below.

Income Tax Legislation

On July 4, 2025, the United States Congress enacted the One Big Beautiful Bill Act (the "Act") which includes a wide range of tax changes, including changes to corporate income taxes. The Company is currently unable to estimate the full financial impact of the Act, which could be material to the Company's future financial position and results of operations. The Company is currently evaluating the effects of the law and will reflect any required adjustments on a prospective basis. In accordance with ASC 740, the financial statement impact of the Act will be recognized beginning in the third quarter of 2025.

Cash Dividends

On August 4, 2025, the Board declared a cash dividend of \$0.36 per share of Class A Common Stock with respect to the second quarter of 2025. The dividend is payable on August 19, 2025 to the stockholders of record at the close of business on August 14, 2025.

Viper Energy, Inc.
Unaudited Pro Forma Condensed Combined Financial Statements

Sitio Transaction

On August 19, 2025, VNOM Sub, Inc. (f/k/a Viper Energy, Inc.), a Delaware corporation (“Viper”), Viper Energy Partners LLC, a Delaware limited liability company (“Viper OpCo”), Viper Energy, Inc. (f/k/a New Cobra Pubco, Inc.), a Delaware corporation and a wholly owned subsidiary of Viper (“New Viper”) Cobra Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of New Viper, Scorpion Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of New Viper, Sitio Royalties Corp., a Delaware corporation (“Sitio”), and Sitio Royalties Operating Partnership, LP, a Delaware limited partnership and a subsidiary of Sitio, (“Sitio OpCo”), completed a series of transactions pursuant to which New Viper acquired Sitio and Sitio OpCo (the “Sitio Transaction”) in an all-equity transaction including the retirement of Sitio’s debt, which totaled \$1.1 billion as of June 30, 2025. As a result of the Sitio Transaction, Viper and Sitio became direct wholly owned subsidiaries of New Viper, which was renamed “Viper Energy, Inc.” upon completion of the Sitio Transaction. Additionally, upon completion of the Sitio Transaction, former Viper stockholders and former Sitio stockholders own equity interests in New Viper, whose Class A common stock, par value \$0.000001 per share (“New Viper Class A Common Stock”), is listed for trading on the Nasdaq. For pro forma purposes, the term “Viper” may be used in reference to both historical Viper Energy, Inc. prior to the consummation of the Sitio Transaction and New Viper following the consummation of the Sitio Transaction as the context requires.

Consideration for the Sitio Transaction for Sitio equityholders consisted of the right to receive 0.4855 shares of New Viper Class A Common Stock, for each share of Sitio Class A common stock, par value \$0.0001 per share (“Sitio Class A Common Stock”), and 0.4855 units representing limited liability company interests in Viper OpCo (“Viper OpCo Units”), along with a corresponding amount of Class B common stock, par value \$0.000001 per share, of New Viper (“New Viper Class B Common Stock” and together with the New Viper Class A Common Stock, “New Viper Common Stock”), for each unit representing limited partnership interests of Sitio OpCo (each, a “Sitio OpCo Unit”), subject to certain exclusions. Each share of Sitio Class C common stock was automatically cancelled in the transaction for no consideration and ceased to exist upon closing of the Sitio Transaction.

The mineral and royalty interests owned by Sitio and acquired in the Sitio Transaction represent approximately 25,300 net royalty acres in the Permian Basin, plus an additional ~9,000 net royalty acres in other major basins (DJ, Eagle Ford, Williston) for total acreage of approximately 34,300 net royalty acres. On a pro forma basis, New Viper owns approximately 85,700 net royalty acres in the Permian Basin, approximately 43% of which are operated by Diamondback Energy, Inc. (“Diamondback”), and an average 1.8% net royalty interest in approximately 33,300 gross producing horizontal wells (~608 net wells) with estimated Q4 2025 average production of 64 – 68 MBO/d (122 – 130 MBOE/d).

For pro forma purposes, the repayment of Sitio’s outstanding debt at June 30, 2025 was assumed to be funded partially with the proceeds of Viper OpCo’s July 2025 underwritten public offering of \$1.6 billion in aggregate principal amount of senior notes consisting of (i) \$500 million aggregate principal amount of 4.900% Senior Notes due August 1, 2030 (the “2030 Notes”), and (ii) \$1.1 billion aggregate principal amount of 5.700% Senior Notes due August 1, 2035 (the “2035 Notes” and together with the 2030 Notes, the “New Notes”), as well as proceeds from a \$500 million, two-year senior unsecured delayed draw term loan facility between Viper OpCo as borrower, Viper as guarantor, and Goldman Sachs Bank USA as administrative agent, (the “2025 Term Loan Credit Agreement”).

In addition to funding the repayment of Sitio’s outstanding debt, proceeds from the New Notes were also used to (i) redeem all of Viper’s 7.375% Senior Notes due 2031 (the “2031 Notes”) at a redemption price of 106.872% of the principal amount of the 2031 Notes and including any accrued and unpaid interest up to, but not including the redemption date, and (ii) satisfy and discharge Viper’s \$380 million 5.375% Senior Notes due 2027 (the “2027 Notes”), at a redemption price of 100% of the principal amount of the 2027 Notes, including any accrued and unpaid interest through the redemption date, which is set as November 1, 2025.

The Sitio Transaction was unanimously approved by the board of directors of each of Viper and Sitio, approved by the written consent of Diamondback (and certain of its subsidiaries) as Viper’s majority stockholders, and approved by a majority of Sitio’s stockholders at the Sitio special meeting of stockholders held on August 18, 2025.

The Sitio Transaction will be accounted for as an asset acquisition in accordance with ASC 805, with Viper as the accounting acquirer. As such, for pro forma purposes, the fair value of the consideration paid by Viper for the Sitio Transaction and the allocation of that amount to the underlying assets acquired was recorded on a relative fair value basis. Additionally, transaction costs directly related to the Sitio Transaction were capitalized as a component of the purchase price.

Recently Completed Significant Acquisitions

2025 Drop Down

As previously disclosed in its Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (“SEC”) on May 5, 2025, Viper and Viper OpCo, as buyer parties, on May 1, 2025 (the “2025 Drop Down Closing Date”) acquired all of the issued and outstanding equity interests in 1979 Royalties LP and 1979 Royalties GP, LLC (collectively, the “Endeavor Subsidiaries”) from Endeavor Energy Resources, LP (the “Endeavor Seller”), each of which is a subsidiary of Viper’s parent, Diamondback, pursuant to a definitive equity purchase agreement for consideration consisting of (i) \$1.0 billion in cash, and (ii) the issuance of 69,626,640 Viper OpCo Units and an equivalent number of shares of Viper’s Class B common stock, par value \$0.000001 per share (“Viper Class B Common Stock”) (collectively, the “Endeavor Equity Issuance”), in each case subject to customary post-closing adjustments including, among other things, for net title benefits (such transaction, the “2025 Drop Down”).

The Viper OpCo Units and Viper Class B Common Stock included in the Endeavor Equity Issuance, as well as the Viper OpCo Units and Viper Class B Common Stock otherwise beneficially owned by Diamondback, were exchangeable from time to time for shares of Viper’s Class A common stock, par value \$0.000001 per share (“Viper Class A Common Stock”) (that is, one Viper OpCo Unit and one share of Viper Class B Common Stock, together, were exchangeable for one share of Viper Class A Common Stock). As a result of the Sitio Transaction, the Viper Class B Common Stock was converted into New Viper Class B Common Stock and, together with an equal number of Viper OpCo Units, is now exchangeable for shares of New Viper Class A Common Stock. The mineral and royalty interests owned by the Endeavor Subsidiaries and acquired in the 2025 Drop Down represent approximately 24,446 net royalty acres in the Permian Basin, approximately 69% of which are operated by Diamondback, and have an average net royalty interest of approximately 2.2% and oil production of approximately 17,097 BO/d (the “Endeavor Mineral and Royalty Interests”). Viper funded the \$1.0 billion cash portion of the consideration for the 2025 Drop Down with a portion of the proceeds from its public equity offering completed on February 3, 2025 (the “2025 Equity Offering”) of 28,336,000 shares of Viper Class A Common Stock and borrowings on Viper OpCo’s revolving credit facility.

The 2025 Drop Down is accounted for as a transaction between entities under common control with the Endeavor Mineral and Royalty Interests recorded at the Endeavor Seller’s historical carrying value in Viper’s consolidated balance sheet as of June 30, 2025. As a common control transaction, transaction costs directly related to the 2025 Drop Down were expensed as incurred.

Tumbleweed Acquisitions

As previously disclosed in its Current Report on Form 8-K filed with the SEC on October 2, 2024, Viper and Viper OpCo completed the acquisition, on October 1, 2024 (the “TWR Closing Date”), of all of the issued and outstanding equity interests in Tumbleweed Royalty IV, LLC and TWR IV SellCo LLC (collectively, “TWR”) pursuant to a definitive purchase and sale agreement (the “TWR Acquisition”). The mineral and royalty interests acquired in the TWR Acquisition represent approximately 3,067 net royalty acres in the Permian Basin. Consideration for the TWR Acquisition consisted of (i) cash consideration of approximately \$464 million, including transaction costs and certain customary post-closing adjustments, (ii) 10,093,670 Viper OpCo Units and an option to acquire an equal number of shares of Viper Class B Common Stock, and (iii) contingent cash consideration of up to \$41 million payable in January of 2026, based on the average price of West Texas Intermediate (“WTI”) sweet crude oil prompt month futures contracts for the calendar year 2025 (the “WTI 2025 Average”). The cash consideration was funded through a combination of cash on hand, borrowings under Viper OpCo’s revolving credit facility and proceeds from a public offering of Viper Class A Common Stock in September 2024.

On September 3, 2024 (the “Q&M Closing Date”), Viper and Viper OpCo completed the related acquisitions of all of the issued and outstanding equity interests in (i) Tumbleweed-Q Royalties, LLC (“Tumbleweed Q”) from Tumbleweed-Q Royalty Partners, LLC (the “Q Acquisition”), and (ii) MC TWR Royalties, LP and MC TWR Intermediate, LLC (collectively, “Tumbleweed M”) from MC Tumbleweed Royalty, LLC (the “M Acquisition”), pursuant to definitive purchase and sale agreements (collectively, the “Q&M Acquisitions”).

The mineral and royalty interests acquired in the Q Acquisition represent approximately 406 net royalty acres in the Permian Basin. Consideration for the Q Acquisition consisted of (i) \$114 million in cash, including transaction costs and certain customary post-closing adjustments, and (ii) contingent cash consideration of up to \$5 million payable in January of 2026, based on the WTI 2025 Average.

The mineral and royalty interests acquired in the M Acquisition represent approximately 267 net royalty acres in the Permian Basin. Consideration for the M Acquisition consisted of (i) \$76 million in cash, including transaction costs and certain customary post-closing adjustments, and (ii) contingent cash consideration of up to \$4 million payable in January of 2026, based on the WTI 2025 Average.

The TWR Acquisition, Q Acquisition and M Acquisition, which are considered related businesses, (collectively, the “Tumbleweed Acquisitions”) were accounted for as asset acquisitions in accordance with ASC 805. As such, for pro forma purposes, the fair value of the consideration paid by Viper for each of the Tumbleweed Acquisitions and the allocation of that amount to the underlying assets acquired was recorded on a relative fair value basis. Additionally, transaction costs directly related to the Tumbleweed Acquisitions were capitalized as a component of the purchase price.

Pro Forma Financial Statement Presentation

The following unaudited pro forma condensed combined financial statements (the “pro forma financial statements”) are based on Viper’s historical consolidated financial statements, adjusted to give effect to transaction adjustments for (i) the assets and liabilities acquired in the Sitio Transaction, (ii) the issuance of the New Notes and the 2025 Term Loan Credit Agreement to fund the repayment of Sitio’s outstanding debt as of June 30, 2025, (iii) the impacts of the previously completed 2025 Drop Down and 2025 Equity Offering not reflected in Viper’s historical consolidated financial statements for the year ended December 31, 2024 and the six months ended June 30, 2025, (iv) the impacts of the previously completed Tumbleweed Acquisitions not reflected in Viper’s historical consolidated financial statements for the year ended December 31, 2024.

The following pro forma financial statements present (i) Viper’s unaudited condensed combined pro forma balance sheet as of June 30, 2025 (the “pro forma balance sheet”), (ii) Viper’s unaudited pro forma condensed combined statement of operations for the year ended December 31, 2024, and (iii) Viper’s unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2025.

The pro forma balance sheet assumes that the Sitio Transaction, issuance of the New Notes and full borrowing of the 2025 Term Loan Credit Agreement each occurred on June 30, 2025.

The pro forma statements of operations for the year ended December 31, 2024 and the six months ended June 30, 2025 give pro forma effect to (i) the Sitio Transaction, (ii) the issuance of the New Notes, (iii) borrowings under the 2025 Term Loan Credit Agreement, (iv) the 2025 Drop Down and related 2025 Equity Offering, and (v) the Tumbleweed Acquisitions through their respective closing dates, as if all such transactions had occurred on January 1, 2024, the beginning of the earliest period presented.

The pro forma adjustments related to the Sitio Transaction, the New Notes, the 2025 Term Loan Credit Agreement, the 2025 Drop Down, the 2025 Equity Offering and the Tumbleweed Acquisitions are based on available information and certain assumptions that management believes are factually supportable, as further described below in Note 3—Pro Forma Adjustments and Assumptions. In the opinion of management, all adjustments necessary to present fairly the pro forma financial statements have been made.

These pro forma financial statements are for informational purposes only and do not purport to represent what Viper’s financial position and results of operations would have been had the Sitio Transaction, the New Notes, the 2025 Term Loan Credit Agreement, the 2025 Drop Down, the 2025 Equity Offering and the Tumbleweed Acquisitions occurred on the dates indicated. The pro forma financial statements do not reflect the benefits of potential cost savings or the costs that may be necessary to achieve such savings, and, accordingly, do not attempt to predict or suggest future results. As such, these pro forma financial statements should not be used to project Viper or New Viper’s financial performance for any future period. A number of factors may affect the results.

The pro forma financial statements have been developed from and should be read in conjunction with:

- a. the separate historical consolidated financial statements and related notes thereto in Viper’s and New Viper’s filings with the SEC;
- b. the separate historical consolidated financial statements and related notes thereto in Sitio’s filings with the SEC;
- c. the historical unaudited consolidated financial statements of TWR and related notes for the nine months ended September 30, 2024, which are incorporated by reference from Exhibit 99.3 to Viper’s Current Report on Form 8-K filed with the SEC on January 30, 2025;
- d. the unaudited consolidated financial statements of Tumbleweed-Q Royalty Partners, LLC as of and for the six months ended June 30, 2024 and the unaudited consolidated financial statements of MC Tumbleweed Royalty, LLC as of and for the six months ended June 30, 2024, which unaudited financial statements are included as Exhibits 99.5 and 99.6, respectively to Viper’s Current Report on Form 8-K, filed with the SEC on September 11, 2024;
- e. the audited statements of revenues and direct operating expenses and related notes for the Endeavor Mineral and Royalty Interests for the years ended December 31, 2024 and 2023, which were included in Viper’s Definitive Proxy Statement Relating to Merger or Acquisition on Form DEFM14A filed with the SEC on March 31, 2025; and
- f. the unaudited consolidated financial statements of revenues and direct operating expenses and related notes for the Endeavor Mineral and Royalty Interests for the three months ended March 31, 2025, which unaudited financial statements are included as Exhibit 99.4 to Viper’s Current Report on Form 8-K containing this exhibit.

Viper Energy, Inc.
Unaudited Pro Forma Condensed Combined Balance Sheet

	As of June 30, 2025				
	Historical		Acquisition Transaction Adjustments (Note 3)		
	Viper	Sitio	Reclass Adjustments	Acquisition Transaction Adjustments (Note 3)	Viper Pro Forma Combined
(In millions, except par values and share data)					
Assets					
Current assets:					
Cash and cash equivalents	\$ 28	\$ —	\$ —	\$ 103 (c)(e)(f)(h)	\$ 131
Restricted cash	—	—	—	391 (e)	391
Royalty income receivable (net of allowance for credit losses)	203	—	126 (a)	—	329
Royalty income receivable—related party	189	—	—	—	189
Accrued revenue and accounts receivable	—	126	(126) (a)	—	—
Income tax receivable	2	—	—	—	2
Derivative instruments	15	—	—	—	15
Prepaid expenses and other current assets	6	8	—	—	14
Total current assets	<u>443</u>	<u>134</u>	<u>—</u>	<u>494</u>	<u>1,071</u>
Property:					
Oil and natural gas interests, full cost method of accounting	10,560	—	5,428 (a)	(1,524) (b)(c)(d)(f)(g)(i)	14,464
Land	6	—	—	—	6
Accumulated depletion and impairment	(1,272)	—	(972) (a)	972 (g)	(1,272)
Oil and natural gas properties, successful efforts method:					
Unproved properties	—	2,373	(2,373) (a)	—	—
Proved properties	—	3,055	(3,055) (a)	—	—
Other property and equipment	—	4	—	—	4
Accumulated depreciation, depletion, amortization and impairment	—	(972)	972 (a)	—	—
Property, net	<u>9,294</u>	<u>4,460</u>	<u>—</u>	<u>(552)</u>	<u>13,202</u>
Deferred income taxes (net of allowances)	42	—	(42) (a)	—	—
Deferred financing costs	—	7	—	(7) (f)	—
Operating lease right-of-use asset	—	6	—	—	6
Other assets	9	3	—	—	12
Total assets	<u>\$ 9,788</u>	<u>\$4,610</u>	<u>\$ (42)</u>	<u>\$ (65)</u>	<u>\$ 14,291</u>
Liabilities and Unitholders' Equity					
Current liabilities:					
Accrued liabilities	66	—	31 (a)	7 (d)(e)(f)	104
Accounts payable and accrued expenses	—	31	(31) (a)	—	—
Derivative instruments	2	—	—	—	2
Income taxes payable	4	—	—	—	4
Current maturities of debt	—	—	—	378 (e)	378
Operating lease liability	—	2	—	—	2
Total current liabilities	<u>72</u>	<u>33</u>	<u>—</u>	<u>385</u>	<u>490</u>
Long-term debt, net	1,098	1,080	—	228 (e)(f)	2,406
Derivative instruments	7	—	—	—	7
Deferred tax liability	—	247	(42) (a)	(155) (i)(j)	50
Non-current operating lease liability	—	5	—	—	5
Other long-term liabilities	—	1	—	—	1
Total liabilities	<u>1,177</u>	<u>1,366</u>	<u>(42)</u>	<u>458</u>	<u>2,959</u>
Stockholders' equity:					
Viper Class A Common Stock, \$0.000001 par value	—	—	—	—	—
Viper Class B Common Stock, \$0.000001 par value	—	—	—	—	—
Sitio Class A Common Stock, par value \$0.0001 per share	—	—	—	—	—
Sitio Class C Common Stock, par value \$0.0001 per share	—	—	—	—	—
Additional paid-in capital	3,350	1,660	—	(235) (b)(c)(j)	4,775
Retained earnings (accumulated deficit)	70	(129)	—	85 (b)(e)(h)	26
Class A Treasury Shares, 5,875,907 shares at June 30, 2025	—	(128)	—	128 (b)	—
Class C Treasury Shares, 76,390 shares at June 30, 2025	—	(2)	—	2 (b)	—
Total Viper Energy, Inc. stockholders' equity	<u>3,420</u>	<u>1,401</u>	<u>—</u>	<u>(20)</u>	<u>4,801</u>
Non-controlling interest	5,191	1,843	—	(503) (b)(c)(j)	6,531
Total equity	<u>8,611</u>	<u>3,244</u>	<u>—</u>	<u>(523)</u>	<u>11,332</u>
Total liabilities and unitholders' equity	<u>\$ 9,788</u>	<u>\$4,610</u>	<u>\$ (42)</u>	<u>\$ (65)</u>	<u>\$ 14,291</u>

Viper Energy, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations

	Year Ended December 31, 2024						
	Historical				Transaction Accounting Adjustments (Note 3)		
	Viper	TWR Acquisition	Q Acquisition	M Acquisition	Reclass Adjustments	Acquisition Transaction Adjustments (Note 3)	Viper Pro Forma Combined
(In millions, except per share amounts, shares in thousands)							
Operating income:							
Royalty income	\$ 854	\$ 54	\$ 7	\$ 5	\$ (1) (a)	\$ —	\$ 919
Lease bonus income	6	—	—	—	6 (a)	—	12
Lease bonus and other income	—	4	1	1	(6) (a)	—	—
Other operating income	1	—	—	—	—	—	1
Total operating income	<u>861</u>	<u>58</u>	<u>8</u>	<u>6</u>	<u>(1)</u>	<u>—</u>	<u>932</u>
Costs and expenses:							
Production and ad valorem taxes	61	3	—	—	—	—	64
Gathering and transportation	—	1	—	—	(1) (a)	—	—
Depletion	214	—	—	—	27 (a)	(2) (l)	239
Depletion, depreciation and amortization	—	22	3	2	(27) (a)	—	—
General and administrative expenses—related party	11	—	—	—	—	—	11
General and administrative expenses	8	115	2	1	—	(116) (k)	10
Total costs and expenses	<u>294</u>	<u>141</u>	<u>5</u>	<u>3</u>	<u>(1)</u>	<u>(118)</u>	<u>324</u>
Income (loss) from operations	567	(83)	3	3	—	118	608
Other income (expense):							
Interest expense, net	(74)	—	—	—	—	(15) (m)	(89)
Gain (loss) on extinguishment of debt	—	1	—	—	—	—	1
Gain (loss) on derivative instruments, net	11	—	—	—	—	(1) (n)	10
Earnings from equity method investment	—	1	—	—	—	(1) (k)	—
Total other income (expense), net	<u>(63)</u>	<u>2</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(17)</u>	<u>(78)</u>
Income (loss) before income taxes	504	(81)	3	3	—	101	530
Provision for (benefit from) income taxes	(100)	—	—	—	—	3 (o)	(97)
Net income (loss)	604	(81)	3	3	—	98	627
Net income (loss) attributable to non-controlling interest	245	—	—	—	—	12 (p)	257
Net income (loss) attributable to Viper Energy, Inc.	<u>\$ 359</u>	<u>\$ (81)</u>	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ —</u>	<u>\$ 86</u>	<u>\$ 370</u>
Net income (loss) attributable to common shares:							
Basic	\$ 3.82						\$ 3.62
Diluted	\$ 3.82						\$ 3.62
Weighted average number of common shares outstanding:							
Basic	93,932					8,044 (q)	101,976
Diluted	93,932					8,044 (q)	101,976

Viper Energy, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations - Continued

	Year Ended December 31, 2024							
	Historical		Acquisition Transaction Adjustments (Note 3)	Viper Pro Forma Combined	Historical		Acquisition Transaction Adjustments (Note 3)	Viper Pro Forma Combined
	Viper ⁽¹⁾	Drop Down			Sitio	Reclass Adjustments		
(In millions, except per share amounts, shares in thousands)								
Operating income:								
Royalty income	\$ 919	\$461	\$ —	\$ 1,380	\$ 611	\$ —	\$ —	\$ 1,991
Lease bonus income	12	—	—	12	—	9 (a)	—	21
Lease bonus and other income	—	—	—	—	13	(13) (a)	—	—
Other operating income	1	—	—	1	—	4 (a)	—	5
Total operating income	<u>932</u>	<u>461</u>	<u>—</u>	<u>1,393</u>	<u>624</u>	<u>—</u>	<u>—</u>	<u>2,017</u>
Costs and expenses:								
Production and ad valorem taxes	64	32	—	96	46	—	—	142
Depletion	239	—	231 (r)	470	—	320 (a)	(74) (w)	716
Depletion, depreciation and amortization	—	—	—	—	320	(320) (a)	—	—
General and administrative expenses— related party	11	—	—	11	—	—	—	11
General and administrative expenses	10	—	—	10	55	—	—	65
Transaction expenses	—	—	—	—	—	—	12 (h)	12
Total costs and expenses	<u>324</u>	<u>32</u>	<u>231</u>	<u>587</u>	<u>421</u>	<u>—</u>	<u>(62)</u>	<u>946</u>
Income (loss) from operations	608	429	(231)	806	203	—	62	1,071
Other income (expense):								
Interest expense, net	(89)	—	(16) (s)	(105)	(85)	—	(5) (x)	(195)
Gain (loss) on extinguishment of debt	1	—	—	1	—	—	(32) (y)	(31)
Gain (loss) on derivative instruments, net	10	—	—	10	(5)	—	—	5
Total other income (expense), net	<u>(78)</u>	<u>—</u>	<u>(16)</u>	<u>(94)</u>	<u>(90)</u>	<u>—</u>	<u>(37)</u>	<u>(221)</u>
Income (loss) before income taxes	530	429	(247)	712	113	—	25	850
Provision for (benefit from) income taxes	(97)	—	9 (t)	(88)	18	—	16 (z)	(54)
Net income (loss)	627	429	(256)	800	95	—	9	904
Net income (loss) attributable to non-controlling interest	257	—	141 (u)	398	54	—	10 (aa)	462
Net income (loss) attributable to Viper Energy, Inc.	<u>\$ 370</u>	<u>\$429</u>	<u>\$ (397)</u>	<u>\$ 402</u>	<u>\$ 41</u>	<u>\$ —</u>	<u>\$ (1)</u>	<u>\$ 442</u>
Net income (loss) attributable to common shares:								
Basic	\$ 3.62			\$ 3.08				\$ 2.61
Diluted	\$ 3.62			\$ 3.08				\$ 2.61
Weighted average number of common shares outstanding:								
Basic	101,976		28,336 (v)	130,312			38,536 (bb)	168,848
Diluted	101,976		28,336 (v)	130,312			38,536 (bb)	168,848

(1) Viper's historical income statement for the year ended December 31, 2024 in this table includes the effects of pro forma adjustments for the Tumbleweed Acquisitions from the pro forma condensed combined statement of operations above.

Viper Energy, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations - Continued

	Six Months Ended June 30, 2025							
	Historical		Acquisition Transaction Adjustments (Note 3)	Historical			Acquisition Transaction Adjustments (Note 3)	Viper Pro Forma Combined
	Viper	Drop Down		Viper Pro Forma Combined	Sitio	Reclass Adjustments		
(In millions, except per share amounts, shares in thousands)								
Operating income:								
Royalty income	\$ 531	\$151	\$ —	\$ 682	\$ 299	\$ —	\$ —	\$ 981
Lease bonus income	11	—	—	11	—	6(a)	—	17
Lease bonus and other income	—	—	—	—	10	(10)(a)	—	—
Other operating income	—	—	—	—	—	4(a)	—	4
Total operating income	<u>542</u>	<u>151</u>	<u>—</u>	<u>693</u>	<u>309</u>	<u>—</u>	<u>—</u>	<u>1,002</u>
Costs and expenses:								
Production and ad valorem taxes	38	10	—	48	26	—	—	74
Depletion	191	—	72(r)	263	—	153(a)	(20)(w)	396
Depletion, depreciation and amortization	—	—	—	—	153	(153)(a)	—	—
General and administrative expenses— related party	7	—	—	7	—	—	—	7
General and administrative expenses	6	—	—	6	36	—	—	42
Transaction expenses	10	—	—	10	—	—	—	10
Total costs and expenses	<u>252</u>	<u>10</u>	<u>72</u>	<u>334</u>	<u>215</u>	<u>—</u>	<u>(20)</u>	<u>529</u>
Income (loss) from operations	290	141	(72)	359	94	—	20	473
Other income (expense):								
Interest expense, net	(28)	—	(5)(s)	(33)	(46)	—	2(x)	(77)
Gain (loss) on derivative instruments, net	3	—	—	3	—	—	—	3
Total other income (expense), net	<u>(25)</u>	<u>—</u>	<u>(5)</u>	<u>(30)</u>	<u>(46)</u>	<u>—</u>	<u>2</u>	<u>(74)</u>
Income (loss) before income taxes	265	141	(77)	329	48	—	22	399
Provision for (benefit from) income taxes	28	—	9(t)	37	7	—	— (z)	44
Net income (loss)	237	141	(86)	292	41	—	22	355
Net income (loss) attributable to non-controlling interest	125	—	24(u)	149	23	—	45(aa)	217
Net income (loss) attributable to Viper Energy, Inc.	<u>\$ 112</u>	<u>\$141</u>	<u>\$ (110)</u>	<u>\$ 143</u>	<u>\$ 18</u>	<u>\$ —</u>	<u>\$ (23)</u>	<u>\$ 138</u>
Net income (loss) attributable to common shares:								
Basic	\$ 0.89			\$ 1.09				\$ 0.81
Diluted	\$ 0.89			\$ 1.09				\$ 0.81
Weighted average number of common shares outstanding:								
Basic	126,045		5,166(v)	131,211			38,536(bb)	169,747
Diluted	126,160		5,166(v)	131,326			38,536(bb)	169,862

1. ORGANIZATION AND BASIS OF PRESENTATION

The accompanying pro forma financial statements were prepared based on the historical consolidated financial statements of Viper, Sitio, TWR, Tumbleweed Q, Tumbleweed M (together with TWR and Tumbleweed Q, the “Tumbleweed Entities”), and the historical statements of revenues and direct operating expenses of the Endeavor Mineral and Royalty Interests. Pro forma adjustments have been made to reflect certain transaction accounting adjustments, as discussed further in Notes 2 and 3.

The pro forma balance sheet gives effect to the Sitio Transaction as if it had been completed on June 30, 2025.

The pro forma statements of operations for the year ended December 31, 2024 and the six months ended June 30, 2025 give pro forma effect to (i) the Q&M Acquisitions through the Q&M Closing Date, (ii) the TWR Acquisition through the TWR Closing Date, (iii) the 2025 Drop Down through the 2025 Drop Down Closing Date, (iv) the 2025 Equity Offering, (v) the Sitio Transaction, and (vi) the issuance of the New Notes and 2025 Term Loan Credit Agreement as if each such transaction had occurred on January 1, 2024, the beginning of the earliest period presented.

The Tumbleweed Acquisitions and the Sitio Transaction are accounted for as acquisitions of assets under ASC 805. Viper or New Viper, as applicable, therefore recognized the assets acquired and liabilities assumed in the Tumbleweed Acquisitions and the Sitio Transaction based on their costs to Viper or New Viper, as applicable, which includes the total consideration paid as well as capitalization of all transaction costs incurred.

The 2025 Drop Down is accounted for as a transaction between entities under common control with the acquired properties recorded at the Endeavor Seller’s historical carrying value in the pro forma consolidated balance sheet. All transaction costs related to the 2025 Drop Down were expensed as incurred.

In the opinion of management, all material adjustments have been made that are necessary to present fairly, in accordance with Article 11 of Regulation S-X, the pro forma financial statements. The pro forma financial statements are provided for illustrative purposes only and do not purport to be indicative of what Viper’s actual results of operations and financial position would have been on a consolidated basis if the Tumbleweed Acquisitions, the 2025 Drop Down, the 2025 Equity Offering, the Sitio Transaction, the issuance of the New Notes and the 2025 Term Loan Credit Agreement had occurred on the dates indicated, nor are they indicative of the future results of operations or financial position.

The pro forma basic and diluted earnings per share amounts presented in the unaudited pro forma statements of operations are based on the weighted average number of shares of Viper Class A Common Stock outstanding, assuming the Tumbleweed Acquisitions and related equity offering, the 2025 Drop Down, the 2025 Equity Offering, and the Sitio Transaction occurred at the beginning of the earliest period presented.

2. CONSIDERATION AND PURCHASE PRICE ALLOCATION

Viper has performed a preliminary analysis of the total consideration paid for the assets and liabilities acquired in the Sitio Transaction, including all estimated associated transaction costs, and has allocated the total consideration to the assets acquired and liabilities assumed. Due to the fact that the pro forma financial statements have been prepared based on these preliminary estimates, the final purchase price allocation and the resulting effect on Viper’s financial position and results of operations may differ significantly from the pro forma amounts included herein.

The following table summarizes the preliminary purchase price for the Sitio Transaction as of June 30, 2025, and the allocation of the total consideration to the assets acquired and liabilities assumed (in millions except shares, Viper OpCo Units and per share and per unit amounts, respectively):

Consideration:	Sitio Acquisition
Shares of New Viper Class A Common Stock issued as merger consideration ⁽¹⁾	38,536,236
Shares of New Viper Class B Common Stock and Viper OpCo Units issued as merger consideration ⁽²⁾	35,619,951
Total shares of New Viper Common Stock and Viper OpCo Units issued as merger consideration	74,156,187
Closing price per share of Viper Class A Common Stock ⁽³⁾	\$ 37.24
Fair value of New Viper Common Stock issued	\$ 2,762
Cash transferred at close ⁽⁴⁾	1,143
Transaction costs to be capitalized in asset acquisition	28
Total merger consideration (including fair value of New Viper Common Stock issued)	\$ 3,933
Purchase price allocation:	
Royalty income receivable (net of allowance for credit losses)	126
Prepaid expenses and other current assets	8
Oil & natural gas interests, full cost method of accounting	3,910
Other property and equipment	4
Operating lease right-of-use asset	6
Other assets	3
Amount attributable to assets acquired	4,057
Accrued liabilities	21
Operating lease liability	2
Deferred tax liability	95
Non-current operating lease liability	5
Other long-term liabilities	1
Amount attributable to liabilities acquired	124
Net assets acquired	\$ 3,933

- (1) Includes (i) 77,579,174 eligible shares of Sitio Class A Common Stock and (ii) 2,754,344 eligible shares of aggregate unvested Sitio restricted stock unit awards (“Sitio RSUs”), Sitio deferred stock unit awards (“Sitio DSUs”) and Sitio performance-based restricted stock unit awards (“Sitio PSUs”) outstanding as of August 18, 2025, which vested in full on the closing date of the Sitio Transaction and became eligible to receive merger consideration in respect of each share of Sitio Class A Common Stock, less 959,191 shares withheld for taxes. The eligible shares of Sitio Class A Common Stock, Sitio RSU Awards, Sitio DSU Awards and Sitio PSU Awards converted into shares of New Viper Class A Common Stock at a 0.4855 exchange ratio.
- (2) Includes 73,367,602 eligible Sitio OpCo Units (including eligible Sitio OpCo restricted stock awards (“Sitio OpCo RSAs”)) outstanding as of August 18, 2025, which vested in full on the closing date of the Sitio Transaction and became eligible to receive merger consideration in respect of each Sitio OpCo Unit. The eligible Sitio OpCo Units and Sitio OpCo RSAs converted into Viper OpCo Units and shares of New Viper Class B Common Stock at a 0.4855 exchange ratio.
- (3) Based on the Viper closing stock price as of August 18, 2025.
- (4) Cash transferred at close primarily represents (i) \$628 million for the redemption of Sitio’s \$600 million existing senior notes due 2028 at a current make whole redemption price of 104.59654% of par value, (ii) the repayment of approximately \$488 million in outstanding borrowing to settle Sitio’s revolving credit facility as of June 30, 2025, (iii) \$17 million for the payment of income taxes due on vested and converted Sitio long-term incentive plan awards in lieu of issuing additional equity and (iv) the payment of \$10 million in accrued and unpaid interest on Sitio’s existing senior notes due 2028 and revolving credit facility as of June 30, 2025.

The total consideration for the Sitio Transaction has been used to prepare the transaction accounting adjustments for the Sitio Transaction in the pro forma balance sheet and statements of operations. The total value of consideration is subject to change based on changes in the outstanding value of Sitio’s revolving credit facility and actual transaction costs incurred.

3. PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

The pro forma financial statements have been prepared to illustrate the effect of the Tumbleweed Acquisitions, the 2025 Drop Down, the 2025 Equity Offering, the Sitio Transaction, issuance of the New Notes and the 2025 Term Loan Credit Agreement and have been prepared for informational purposes only.

Reclassifications

- (a) The following reclassifications were made to conform the historical consolidated financial statements for the Sitio Transaction to Viper's presentation:

Pro Forma Condensed Combined Balance Sheet as of June 30, 2025

- Reclassification of \$126 million from *Accrued revenue and accounts receivable* to *Royalty income receivable (net of allowance for credit losses)*;
- Reclassification of approximately \$3.1 billion from *Proved properties* and approximately \$2.4 billion from *Unproved properties* to *Oil and natural gas interests, full cost method of accounting*;
- Reclassification of \$972 million from *Accumulated depreciation, depletion, amortization and impairment* to *Accumulated depletion and impairment*;
- Reclassification of \$31 million from *Accounts payable and accrued expenses* to *Accrued liabilities*; and
- Reclassification of \$42 million from *Deferred income taxes (net of allowances)* to *Deferred tax liability*.

Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2024

The below reclassifications were made to conform the historical consolidated statement of operations of the Tumbleweed Entities to Viper's presentation for the year ended December 31, 2024.

- Reclassification of \$1 million from *Gathering and transportation* to *Royalty income*;
- Reclassification of \$6 million from *Lease bonus and other income* to *Lease bonus income*; and
- Reclassification of \$27 million from *Depletion, depreciation and amortization* to *Depletion*.

The below reclassifications were made to conform the historical consolidated statement of operations of Sitio to Viper's presentation for the year ended December 31, 2024.

- Reclassification of \$9 million to *Lease bonus income* and \$4 million to *Other operating income* from *Lease bonus and other income*; and
- Reclassification of \$320 million from *Depletion, depreciation and amortization* to *Depletion*.

Pro Forma Condensed Combined Statement of Operations for the six months ended June 30, 2025

The below reclassifications were made to conform the historical consolidated statement of operations of Sitio to Viper's presentation for the six months ended June 30, 2025.

- Reclassification of \$6 million to *Lease bonus income* and \$4 million to *Other operating income* from *Lease bonus and other income*; and
- Reclassification of \$153 million from *Depletion, depreciation and amortization* to *Depletion*.

Pro Forma Condensed Combined Balance Sheet as of June 30, 2025

- (b) Represents the adjustment for the elimination of Sitio's equity as follows:

- \$1.7 billion decrease to *Additional paid-in capital*;
- \$129 million increase to *Retained earnings (accumulated deficit)*;
- \$128 million increase to *Class A treasury shares*;
- \$2 million increase to *Class C treasury shares*;
- \$1.8 billion decrease to *Non-controlling interest*; and
- \$3.2 billion decrease to *Oil and natural gas interests, full cost method of accounting*.

- (c) Represents the allocation of equity issued as consideration for the Sitio Transaction as follows:

- \$2.8 billion increase to *Oil and natural gas interests, full cost method of accounting*;
- \$1.4 billion increase to *Additional paid-in capital*; and
- \$1.3 billion increase to *Non-controlling interest*.

- \$17 million decrease to Cash and cash equivalents for the payment of income taxes due on vested and converted Sitio long term incentive plans awards in lieu of issuing additional equity.
- (d) Reflects a \$22 million increase to *Accrued liabilities* for additional estimated direct transaction costs, which primarily consist of fees for financial, legal and accounting advisors and filing fees expected to be incurred in connection with the Sitio Transaction and capitalized to *Oil and natural gas interests, full cost method of accounting*.
- (e) Reflects the issuance of Viper OpCo's New Notes, the redemption of Viper's 2031 Notes, the satisfaction and discharge of Viper's 2027 Notes, and borrowings under the 2025 Term Loan Credit Agreement as follows:
- \$1.3 billion net increase to *Cash and cash equivalents*, reflecting (i) the net proceeds of \$1.6 billion received from the issuance of Viper OpCo's New Notes after transaction costs, (ii) \$499 million in borrowings under the 2025 Term Loan Credit Agreement after transaction costs, (iii) a \$432 million reduction for the repayment of the principal, make whole redemption premium, and accrued and unpaid interest on Viper's 2031 Notes, (iv) a \$391 million reduction for the satisfaction and discharge of Viper's 2027 Notes including accrued and unpaid interest through November 1, 2025.
 - \$391 million increase to *Restricted cash* reflecting the principal and interest irrevocably deposited with Computershare Trust Company, National Association, the trustee under the indenture governing the 2027 Notes to redeem the 2027 Notes on November 1, 2025 in accordance with their satisfaction and discharge;
 - \$5 million reduction in *Accrued liabilities* to reflect the repayment of accrued and unpaid interest on Viper's 2031 Notes;
 - \$378 million increase in *Current maturities of debt* to reflect the reclassification of the net carrying balance of Viper's 2031 Notes to current liabilities in connection with the satisfaction and discharge and expected repayment on November 1, 2025.
 - \$1.3 billion net increase to *Long-term debt, net*, reflecting (i) the issuance of Viper OpCo's New Notes net of discounts and debt issuance costs, (ii) the full borrowing of the 2025 Term Loan Credit Agreement net of debt issuance costs incurred, (iii) the repayment of outstanding principal on Viper's 2031 Notes and write-off of associated unamortized debt issuance costs, and (iv) the reclassification of Viper's 2027 Notes, including unamortized debt issuance costs to *Current maturities of debt* upon their satisfaction and discharge.
 - \$32 million decrease in *Retained earnings* to reflect the loss on extinguishment of debt recognized upon redemption of Viper's 2031 Notes.
- (f) Reflects the settlement of Sitio's existing long-term debt at June 30, 2025, as follows:
- \$1.1 billion decrease to *Cash and cash equivalents* reflecting (i) the repayment of \$488 million in outstanding borrowings under Sitio's revolving credit facility as of June 30, 2025, \$628 million for the repayment of the principal and make whole redemption premium associated with the repayment of Sitio's existing senior notes due 2028, and (iii) the payment of \$10 million in accrued and unpaid interest on Sitio's revolving credit facility and existing senior notes due 2028 at June 30, 2025;
 - \$43 million increase to *Oil and natural gas interests, full cost method of accounting* to reflect the \$28 million make whole redemption premium due on Sitio's existing senior notes due 2028 and the write-off of approximately \$8 million of unamortized debt issuance costs related to Sitio's existing senior notes due 2028 and \$7 million of unamortized debt issuance costs on Sitio's revolving credit facility;
 - \$7 million decrease to *Deferred financing costs* for the write-off of unamortized debt issuance costs related to Sitio's revolving credit facility;
 - \$10 million decrease to *Accrued liabilities* for the elimination of Sitio's accrued and unpaid interest on its existing senior notes due 2028 and revolving credit facility;
 - \$1.1 billion decrease to *Long-term debt, net* reflecting (i) the repayment of \$488 million in outstanding borrowings under Sitio's revolving credit facility, (ii) the redemption of \$600 million principal amount of Sitio's existing senior notes due 2028, and (iii) the write-off of \$8 million of unamortized debt issuance costs related to Sitio's existing senior notes due 2028;
- (g) Reflects the elimination of Sitio's historical *Accumulated depletion and impairment*.
- (h) Reflects \$12 million in severance payments to be made by Viper for the termination of certain Sitio employees effective on the closing date of the Sitio Transaction as a decrease to *Cash and cash equivalents* and a reduction to *Retained earnings (accumulated deficit)* on the pro forma balance sheet and an increase to General and administrative expenses on the pro forma statement of operations for the year ended December 31, 2024. Additionally, Viper may incur up to an additional \$14 million in severance costs, which are not adjusted in the pro forma financial statements and will be paid based on the terms of the historical Sitio severance plans.

- (i) Reflects a \$152 million net decrease to *Oil and natural gas interests, full cost method of accounting* and *Deferred tax liability* to reflect adjustments to the GAAP basis of the assets acquired and liabilities assumed, which impact the difference between the GAAP basis and the tax basis in the applicable assets and liabilities, based on an estimated blended federal and state statutory tax rate of 21.3%.
- (j) Reflects a decrease of \$10 million in *Additional paid-in capital*, an increase of \$13 million in *Non-controlling interest*, and a related decrease of \$3 million in *Deferred tax liability* to record the changes in Viper’s ownership interests in Viper OpCo as a result of the Sitio Transaction in accordance with ASC 810, “Consolidation.”

Pro Forma Condensed Combined Statements of Operations for the year ended December 31, 2024 and the six months ended June 30, 2025

The adjustments included in the pro forma condensed combined statements of operations for the year ended December 31, 2024 and the six months ended June 30, 2025 are as follows:

- (k) Reflects the elimination of certain expenses not included in the entities acquired in the Tumbleweed Acquisitions as follows:
 - a decrease of \$116 million in *General and administrative expenses*; and
 - a decrease of \$1 million in *Earnings from equity method investment*.
- (l) Reflects a \$2 million net decrease in *Depletion* computed on a unit of production basis under the full cost method of accounting following the preliminary purchase price allocation to *Oil and natural gas interests, full cost method of accounting*, as if the Tumbleweed Acquisitions were consummated on January 1, 2024.
- (m) Reflects a net increase of \$15 million in *Interest expense, net* that would have been recorded for the year ended December 31, 2024 with respect to the incremental borrowings of \$280 million used to fund a portion of the cash consideration for the TWR Acquisition. The effective interest rate as of the TWR Closing Date of approximately 7.2%, was applied to the pro forma incremental outstanding borrowings on Viper’s revolving credit facility to calculate pro forma interest expense.
- (n) The Tumbleweed Acquisitions include provisions for amounts contingently payable by Viper based on the satisfaction of certain commodity price thresholds in the future. This adjustment reflects the changes in fair value of the related contingent consideration liability of Viper through the respective Q&M Closing Date and the TWR Closing Date.
- (o) Reflects the estimated impact to the income tax provision associated with the incremental pro forma income before taxes associated with the Tumbleweed Acquisitions and attributable to Viper, using a blended federal plus state statutory tax rate, net of federal benefit, of 21.7% for the year ended December 31, 2024.
- (p) Reflects the impact to *Net income (loss) attributable to non-controlling interest* of issuing 11,500,000 shares of Viper’s Class A Common Stock to the public in September 2024 to partially fund the cash consideration for the TWR Acquisition and issuing 10,093,670 Viper OpCo Units for an approximate 5.0% ownership interest in Viper OpCo as partial consideration for the TWR Acquisition.
- (q) Reflects the public issuance of 11,500,000 shares of Viper Class A Common Stock in September 2024 to fund a portion of the cash consideration for the TWR Acquisition as though the issuance took place on January 1, 2024. The following table reconciles historical and pro forma basic and diluted earnings per share utilizing the two-class method for the year ended December 31, 2024:

	Year Ended December 31, 2024	
	Viper (Historical)	Pro Forma
	(In millions, except per share amounts, shares in thousands)	
Net income (loss) attributable to the period	\$ 359	\$ 370
Less: distributed and undistributed earnings allocated to participating securities	—	1
Net income (loss) attributable to common unitholders	<u>\$ 359</u>	<u>\$ 369</u>
Weighted average common units outstanding:		
Basic weighted average common units outstanding	93,932	101,976
Effect of dilutive securities:		
Potential common units issuable	—	—
Diluted weighted average common units outstanding	<u>93,932</u>	<u>101,976</u>
Net income (loss) per common unit, basic	\$ 3.82	\$ 3.62
Net income (loss) per common unit, diluted	\$ 3.82	\$ 3.62

- (r) Reflects increases of \$231 million and \$72 million in *Depletion* for the year ended December 31, 2024 and the six months ended June 30, 2025, respectively computed on a unit of production basis under the full cost method of accounting following the preliminary purchase price allocation to *Oil and natural gas interests, full cost method of accounting*, as if the 2025 Drop Down was consummated on January 1, 2024.
- (s) Reflects net increases of \$16 million and \$5 million in *Interest expense, net* that would have been recorded in the year ended December 31, 2024 and the six months ended June 30, 2025, respectively, with respect to the incremental borrowings of \$255 million used to fund a portion of the cash consideration for the 2025 Drop Down. The effective interest rate as of the 2025 Drop Down Closing Date of approximately 6.4%, was applied to the pro forma incremental outstanding borrowings on Viper's revolving credit facility to calculate pro forma interest expense.
- (t) Reflects the estimated impact to *Provision for (benefit from) income taxes* associated with the incremental pro forma income before taxes from the 2025 Drop Down attributable to Viper, using a blended federal plus state statutory tax rate, net of federal benefit, of 21.7% for the year ended December 31, 2024 and the six months ended June 30, 2025.
- (u) Further reflects the impact to *Net income (loss) attributable to non-controlling interest* for the year ended December 31, 2024 and the six months ended June 30, 2025 of the Endeavor Equity Issuance to the Endeavor Sellers as partial consideration for the 2025 Drop Down and issuing 28,336,000 shares of Viper Class A Common Stock in the 2025 Equity Offering.
- (v) The following table reconciles Viper's historical and pro forma basic and diluted earnings per share including the impacts of the 2025 Drop Down utilizing the two-class method for the periods indicated:

	Year Ended December 31, 2024		Six Months Ended June 30, 2025	
	Viper (Historical) ⁽¹⁾	Pro Forma	Viper (Historical)	Pro Forma
	(In millions, except per share amounts, shares in thousands)			
Net income (loss) attributable to the period	\$ 370	\$ 402	\$ 112	\$ 143
Less: distributed and undistributed earnings allocated to participating securities	1	1	—	—
Net income (loss) attributable to common unitholders	<u>\$ 369</u>	<u>\$ 401</u>	<u>\$ 112</u>	<u>\$ 143</u>
Weighted average common units outstanding:				
Basic weighted average common units outstanding	101,976	130,312	126,045	131,211
Effect of dilutive securities:				
Potential common units issuable	—	—	115	115
Diluted weighted average common units outstanding	<u>101,976</u>	<u>130,312</u>	<u>126,160</u>	<u>131,326</u>
Net income (loss) per common unit, basic	\$ 3.62	\$ 3.08	\$ 0.89	\$ 1.09
Net income (loss) per common unit, diluted	\$ 3.62	\$ 3.08	\$ 0.89	\$ 1.09

- (1) Viper's historical income statement and earnings per share amounts for the year ended December 31, 2024 include the effects of the pro forma adjustments for the Tumbleweed Acquisitions in the pro forma condensed combined statement of operations.
- (w) Reflects net decreases of \$74 million and \$20 million in *Depletion* for the year ended December 31, 2024 and the six months ended June 30, 2025, respectively, computed on a unit of production basis under the full cost method of accounting following the preliminary purchase price allocation to *Oil and natural gas interests, full cost method of accounting*, as if the Sitio Transaction was consummated on January 1, 2024.
- (x) Reflects a net increase of \$5 million and a net decrease of \$2 million in *Interest expense, net* for the year ended December 31, 2024 and the six months ended June 30, 2025, respectively, that would have been recorded with respect to the (i) \$1.1 billion repayment of the Sitio revolving credit facility and Sitio's existing senior notes due 2028 (ii) the repayment of Viper's 2031 Notes, (iii) the issuance of the New Notes, and (iv) the full borrowing of the 2025 Term Loan Credit Agreement. The effective interest rate on the 2025 Term Loan Credit Agreement as of August 20, 2025 of approximately 6.0%, was applied to the pro forma incremental borrowings on Viper's revolving credit facility to calculate pro forma interest expense.
- (y) Reflects the loss on extinguishment of debt of \$32 million for the year ended December 31, 2024 associated with the \$27 million make whole redemption premium paid and the write-off of \$5 million in unamortized debt issuance costs in connection with the repayment of Viper's 2031 Notes.

- (z) Reflects the estimated impact to *Provision for (benefit from) income taxes* associated with the incremental pro forma income before taxes associated with the Sitio Transaction and attributable to Viper for the year ended December 31, 2024 and the six months ended June 30, 2025 using a blended federal plus state statutory tax rate, net of federal benefit, of 21.7%.
- (aa) Further reflects the impact to *Net income (loss) attributable to non-controlling interest* of issuing an estimated 35,619,951 Viper OpCo Units and 38,536,236 shares of Viper Class A Common Stock in the Sitio Transaction as discussed in Note 2 — Consideration and Purchase Price Allocation.
- (bb) The following table reconciles Viper historical and pro forma basic and diluted earnings per share including the impact of the Sitio Transaction utilizing the two-class method for the periods indicated:

	Year Ended December 31, 2024		Six Months Ended June 30, 2025	
	Viper (Historical) ⁽¹⁾	Pro Forma	Viper (Historical)	Pro Forma
	(In millions, except per share amounts, shares in thousands)			
Net income (loss) attributable to the period	\$ 402	\$ 442	\$ 143	\$ 138
Less: distributed and undistributed earnings allocated to participating securities	1	1	—	1
Net income (loss) attributable to common unitholders	<u>\$ 401</u>	<u>\$ 441</u>	<u>\$ 143</u>	<u>\$ 137</u>
Weighted average common units outstanding:				
Basic weighted average common units outstanding	130,312	168,848	131,211	169,747
Effect of dilutive securities:				
Potential common units issuable	—	—	115	115
Diluted weighted average common units outstanding	<u>130,312</u>	<u>168,848</u>	<u>131,326</u>	<u>169,862</u>
Net income (loss) per common unit, basic	\$ 3.08	\$ 2.61	\$ 1.09	\$ 0.81
Net income (loss) per common unit, diluted	\$ 3.08	\$ 2.61	\$ 1.09	\$ 0.81

- (1) Viper's historical income statement and earnings per share amounts for the year ended December 31, 2024 include the effects of the pro forma adjustments for the Tumbleweed Acquisitions in the pro forma condensed combined statement of operations.

4. SUPPLEMENTAL PRO FORMA OIL AND NATURAL GAS RESERVES INFORMATION

Net Proved Reserves

The historical information regarding net proved oil and natural gas reserves attributable to Viper's interests and the 2025 Drop Down in proved properties as of December 31, 2024, is based on reserve estimates prepared by Viper's internal reservoir engineers and audited by Ryder Scott, LLP, an independent petroleum engineering firm. The reserves attributable to the Tumbleweed Acquisitions are included in Viper's historical activity during and for the year ended December 31, 2024.

The historical information regarding net proved oil and natural gas reserves attributable to interests in the reserves of the Sitio Transaction are based on reserve estimates prepared by Sitio's internal reservoir engineers and audited by Cawley, Gillespie & Associates, Inc., an independent petroleum engineering firm, as of December 31, 2024.

	Oil (MBbls)				
	Viper Historical	2025 Drop Down	Viper Pro Forma Combined ⁽¹⁾	Sitio Acquisition	Pro Forma Total ⁽¹⁾
As of December 31, 2023	89,903	55,373	145,276	38,832	184,108
Purchase of reserves in place	7,891	—	7,891	5,209	13,100
Extensions and discoveries	13,099	—	13,099	6,297	19,396
Revisions of previous estimates	(6,472)	272	(6,200)	(1,270)	(7,470)
Divestitures	(919)	—	(919)	—	(919)
Production	(9,939)	(5,459)	(15,398)	(7,004)	(22,402)
As of December 31, 2024	93,563	50,186	143,749	42,064	185,813
Proved Developed Reserves:					
December 31, 2024	76,020	32,216	108,236	36,384	144,620
Proved Undeveloped Reserves:					
December 31, 2024	17,543	17,970	35,513	5,680	41,193

	Natural Gas (MMcf)				
	Viper Historical	2025 Drop Down	Viper Pro Forma Combined ⁽¹⁾	Sitio Acquisition	Pro Forma Total ⁽¹⁾
As of December 31, 2023	263,578	190,988	454,566	150,270	604,836
Purchase of reserves in place	20,310	—	20,310	41,587	61,897
Extensions and discoveries	33,498	—	33,498	22,066	55,564
Revisions of previous estimates	4,449	956	5,405	9,381	14,786
Divestitures	(4,605)	—	(4,605)	—	(4,605)
Production	(24,606)	(14,524)	(39,130)	(23,360)	(62,490)
As of December 31, 2024	292,624	177,420	470,044	199,944	669,988
Proved Developed Reserves:					
December 31, 2024	253,271	120,668	373,939	179,056	552,995
Proved Undeveloped Reserves:					
December 31, 2024	39,353	56,752	96,105	20,888	116,993

	Natural Gas Liquids (MBbls)				
	Viper Historical	2025 Drop Down	Viper Pro Forma Combined ⁽¹⁾	Sitio Acquisition	Pro Forma Total ⁽¹⁾
As of December 31, 2023	45,416	36,482	81,898	21,416	103,314
Purchase of reserves in place	3,665	—	3,665	6,131	9,796
Extensions and discoveries	6,254	—	6,254	3,132	9,386
Revisions of previous estimates	2,837	155	2,992	863	3,855
Divestitures	(451)	—	(451)	—	(451)
Production	(4,181)	(2,639)	(6,820)	(3,174)	(9,994)
As of December 31, 2024	53,540	33,998	87,538	28,368	115,906
Proved Developed Reserves:					
December 31, 2024	45,633	22,751	68,384	25,368	93,752
Proved Undeveloped Reserves:					
December 31, 2024	7,907	11,247	19,154	3,000	22,154

	Total (MBOE)				
	Viper Historical	2025 Drop Down	Viper Pro Forma Combined (1)	Sitio Acquisition	Pro Forma Total(1)
As of December 31, 2023	179,249	123,686	302,935	85,293	388,228
Purchase of reserves in place	14,941	—	14,941	18,271	33,212
Extensions and discoveries	24,936	—	24,936	13,106	38,042
Revisions of previous estimates	(2,894)	587	(2,307)	1,157	(1,150)
Divestitures	(2,138)	—	(2,138)	—	(2,138)
Production	(18,221)	(10,519)	(28,740)	(14,071)	(42,811)
As of December 31, 2024	<u>195,873</u>	<u>113,754</u>	<u>309,627</u>	<u>103,756</u>	<u>413,383</u>
Proved Developed Reserves:					
December 31, 2024	163,865	75,078	238,943	91,595	330,538
Proved Undeveloped Reserves:					
December 31, 2024	32,009	38,676	70,685	12,161	82,846

- (1) Estimates of reserves as of December 31, 2024 were prepared using the unweighted arithmetic average of hydrocarbon prices received on a field-by-field basis on the first day of each month within the 12-month period ended December 31, 2024, in accordance with SEC guidelines. Reserve estimates do not include any value for probable or possible reserves that may exist, nor do they include any value for undeveloped acreage. The reserve estimates represent Viper's net revenue interest in the subject properties. Although Viper's management believes these estimates are reasonable, actual future production, cash flows, taxes, development expenditures, operating expenses and quantities of recoverable oil and natural gas reserves may vary substantially from these estimates. MBOE equivalents are calculated using a conversion rate of six MMcf per one MBbl for natural gas.

Standardized Measure

The following table presents the pro forma condensed combined standardized measure of discounted future net cash flows attributable to the proved oil and natural gas reserves of Viper, the 2025 Drop Down and the Sitio Transaction as of December 31, 2024. The pro forma condensed combined standardized measure shown below represents estimates only and has not been adjusted for projected combined income tax rates and does not reflect the market value of the reserves attributable to the acquired mineral and royalty interests.

	December 31, 2024				
	Viper Historical	2025 Drop Down	Viper Pro Forma Combined	Sitio Acquisition	Pro Forma Combined
			(In millions)		
Future cash inflows	\$ 8,323	\$ 4,796	\$ 13,119	\$ 3,775	\$ 16,894
Future production taxes	(578)	(339)	(917)	(295)	(1,212)
Future income tax expense	(748)	(25)	(773)	(224)	(997)
Future net cash flows	6,997	4,432	11,429	3,256	14,685
10% discount to reflect timing of cash flows	(3,677)	(2,197)	(5,874)	(1,494)	(7,368)
Standardized measure of discounted future net cash flows	<u>\$ 3,320</u>	<u>\$ 2,235</u>	<u>\$ 5,555</u>	<u>\$ 1,762</u>	<u>\$ 7,317</u>

Principal changes in the standardized measure of discounted future net cash flows attributable to proved reserves are as follows:

	Year Ended December 31, 2024				
	Viper Historical	2025 Drop Down	Viper Pro Forma Combined (In millions)	Sitio Acquisition	Pro Forma Combined
Standardized measure of discounted future net cash flows at the beginning of the period	\$ 3,187	\$ 2,543	\$ 5,730	\$ 1,758	\$ 7,488
Purchase of minerals in place	355	—	355	290	645
Divestiture of reserves	(51)	—	(51)	—	(51)
Sales of oil and natural gas, net of production costs	(793)	(429)	(1,222)	(564)	(1,786)
Extensions and discoveries	640	—	640	323	963
Net changes in prices and production costs	(438)	(147)	(585)	(207)	(792)
Revisions of previous quantity estimates	(85)	10	(75)	16	(59)
Net changes in income taxes	70	2	72	11	83
Accretion of discount	374	256	630	190	820
Net changes in timing of production and other	61	—	61	(55)	6
Standardized measure of discounted future net cash flows at the end of the period	<u>\$ 3,320</u>	<u>\$ 2,235</u>	<u>\$ 5,555</u>	<u>\$ 1,762</u>	<u>\$ 7,317</u>