

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

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2025

or

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

Commission File Number 001-32318



DEVON ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

73-1567067

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

333 West Sheridan Avenue, Oklahoma City, Oklahoma
(Address of principal executive offices)

73102-5015

(Zip code)

Registrant's telephone number, including area code: (405) 235-3611

Former name, address and former fiscal year, if changed from last report: Not applicable

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

Title of each class

Common Stock, par value \$0.10 per share

Trading Symbol

DVN

Name of each exchange on which registered

The New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

On October 23, 2025, 627.3 million shares of common stock were outstanding.

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DEVON ENERGY CORPORATION

FORM 10-Q

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DEFINITIONS

Unless the context otherwise indicates, references to “us,” “we,” “our,” “ours,” “Devon,” the “Company” and “Registrant” refer to Devon Energy Corporation and its consolidated subsidiaries. All monetary values, other than per unit and per share amounts, are stated in millions of U.S. dollars unless otherwise specified. In addition, the following are other abbreviations and definitions of certain terms used within this Quarterly Report on Form 10-Q:

“ASU” means Accounting Standards Update.

“Bbl” or “Bbls” means barrel or barrels.

“Boe” means barrel of oil equivalent. Gas proved reserves and production are converted to Boe, at the pressure and temperature base standard of each respective state in which the gas is produced, at the rate of six Mcf of gas per Bbl of oil, based upon the approximate relative energy content of gas and oil. NGL proved reserves and production are converted to Boe on a one-to-one basis with oil.

“Btu” means British thermal units, a measure of heating value.

“CAMT” means Corporate Alternative Minimum Tax.

“Catalyst” means Catalyst Midstream Partners, LLC.

“CDM” means Cotton Draw Midstream, L.L.C.

“DD&A” means depreciation, depletion and amortization expenses.

“EPA” means the United States Environmental Protection Agency.

“ESG” means environmental, social and governance.

“FASB” means Financial Accounting Standards Board.

“Fervo” means Fervo Energy Company.

“G&A” means general and administrative expenses.

“GAAP” means U.S. generally accepted accounting principles.

“Grayson Mill” means Grayson Mill Intermediate HoldCo II, LLC and Grayson Mill Intermediate HoldCo III, LLC.

“Inside FERC” refers to the publication *Inside FERC’s Gas Market Report*.

“LOE” means lease operating expenses.

“Matterhorn” refers to Matterhorn Express Pipeline, LLC and, as applicable, its direct parent, MXP Parent, LLC.

“MBbls” means thousand barrels.

“MBoe” means thousand Boe.

“Mcf” means thousand cubic feet.

“MMBoe” means million Boe.

“MMBtu” means million Btu.

“MMcf” means million cubic feet.

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“N/M” means not meaningful.

“NCI” means noncontrolling interests.

“NGL” or “NGLs” means natural gas liquids.

“NOV” means notice of violation.

“NYMEX” means New York Mercantile Exchange.

“OBBA” means One Big Beautiful Bill Act.

“OPEC” means Organization of the Petroleum Exporting Countries.

“SEC” means United States Securities and Exchange Commission.

“Senior Credit Facility” means Devon’s syndicated unsecured revolving line of credit, effective as of March 24, 2023.

“SOFR” means secured overnight financing rate.

“TSR” means total shareholder return.

“U.S.” means United States of America.

“Water JV” means NDB Midstream L.L.C.

“WaterBridge” means WaterBridge Infrastructure LLC and WBI Operating LLC. Any references to WaterBridge as a public company or its publicly-traded equity are to WaterBridge Infrastructure LLC individually.

“WTI” means West Texas Intermediate.

“/Bbl” means per barrel.

“/d” means per day.

“/MMBtu” means per MMBtu.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This report includes “forward-looking statements” within the meaning of the federal securities laws. Such statements include those concerning strategic plans, our expectations and objectives for future operations, as well as other future events or conditions, and are often identified by use of the words and phrases “expects,” “believes,” “will,” “would,” “could,” “continue,” “may,” “aims,” “likely to be,” “intends,” “forecasts,” “projections,” “estimates,” “plans,” “expectations,” “targets,” “opportunities,” “potential,” “anticipates,” “outlook” and other similar terminology. All statements, other than statements of historical facts, included in this report that address activities, events or developments that Devon expects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond our control. Consequently, actual future results could differ materially and adversely from our expectations due to a number of factors, including, but not limited to:

- the volatility of oil, gas and NGL prices, including from changes in trade relations and policies, such as the imposition of tariffs by the U.S., China or other countries;
- uncertainties inherent in estimating oil, gas and NGL reserves;
- the extent to which we are successful in acquiring and discovering additional reserves;
- the uncertainties, costs and risks involved in our operations;
- risks related to our hedging activities;
- our limited control over third parties who operate some of our oil and gas properties and investments;
- midstream capacity constraints and potential interruptions in production, including from limits to the build out of midstream infrastructure;
- competition for assets, materials, people and capital, which can be exacerbated by supply chain disruptions, including as a result of tariffs or other changes in trade policy;
- regulatory restrictions, compliance costs and other risks relating to governmental regulation, including with respect to federal lands, environmental matters and water disposal;
- climate change and risks related to regulatory, social and market efforts to address climate change;
- risks relating to our ESG initiatives;
- claims, audits and other proceedings impacting our business, including with respect to historic and legacy operations;
- governmental interventions in energy markets;
- counterparty credit risks;
- risks relating to our indebtedness;
- cybersecurity risks;
- the extent to which insurance covers any losses we may experience;
- risks related to shareholder activism;
- our ability to successfully complete mergers, acquisitions and divestitures;
- our ability to pay dividends and make share repurchases; and
- any of the other risks and uncertainties discussed in this report, our [2024 Annual Report on Form 10-K](#) and our other filings with the SEC.

The forward-looking statements included in this filing speak only as of the date of this report, represent management’s current reasonable expectations as of the date of this filing and are subject to the risks and uncertainties identified above as well as those described elsewhere in this report and in other documents we file from time to time with the SEC. We cannot guarantee the accuracy of our forward-looking statements, and readers are urged to carefully review and consider the various disclosures made in this report and in other documents we file from time to time with the SEC. All subsequent written and oral forward-looking statements attributable to Devon, or persons acting on its behalf, are expressly qualified in their entirety by the cautionary statements above. We do not undertake, and expressly disclaim, any duty to update or revise our forward-looking statements based on new information, future events or otherwise.

Part I. Financial Information
Item 1. Financial Statements
DEVON ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Oil, gas and NGL sales	\$ 2,809	\$ 2,665	\$ 8,645	\$ 8,090
Oil, gas and NGL derivatives	80	227	218	105
Marketing and midstream revenues	1,442	1,132	4,204	3,342
Total revenues	<u>4,331</u>	<u>4,024</u>	<u>13,067</u>	<u>11,537</u>
Production expenses	895	763	2,706	2,302
Exploration expenses	8	4	38	16
Marketing and midstream expenses	1,453	1,149	4,246	3,390
Depreciation, depletion and amortization	879	794	2,705	2,284
Asset impairments	—	—	254	—
Asset dispositions	(37)	—	(342)	16
General and administrative expenses	114	117	357	345
Financing costs, net	109	88	348	240
Other, net	(2)	45	36	72
Total expenses	<u>3,419</u>	<u>2,960</u>	<u>10,348</u>	<u>8,665</u>
Earnings before income taxes	912	1,064	2,719	2,872
Income tax expense	219	239	600	583
Net earnings	693	825	2,119	2,289
Net earnings attributable to noncontrolling interests	6	13	39	37
Net earnings attributable to Devon	<u>\$ 687</u>	<u>\$ 812</u>	<u>\$ 2,080</u>	<u>\$ 2,252</u>
Net earnings per share:				
Basic net earnings per share	\$ 1.09	\$ 1.31	\$ 3.27	\$ 3.60
Diluted net earnings per share	\$ 1.09	\$ 1.30	\$ 3.27	\$ 3.59
Comprehensive earnings:				
Net earnings	\$ 693	\$ 825	\$ 2,119	\$ 2,289
Other comprehensive earnings, net of tax:				
Pension and postretirement plans	1	1	3	3
Other comprehensive earnings, net of tax	1	1	3	3
Comprehensive earnings:	<u>\$ 694</u>	<u>\$ 826</u>	<u>\$ 2,122</u>	<u>\$ 2,292</u>
Comprehensive earnings attributable to noncontrolling interests	6	13	39	37
Comprehensive earnings attributable to Devon	<u>\$ 688</u>	<u>\$ 813</u>	<u>\$ 2,083</u>	<u>\$ 2,255</u>

See accompanying notes to consolidated financial statements.

DEVON ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	<u>September 30, 2025</u> (Unaudited)	<u>December 31, 2024</u>
ASSETS		
Current assets:		
Cash, cash equivalents and restricted cash	\$ 1,278	\$ 846
Accounts receivable	1,835	1,972
Inventory	361	294
Other current assets	393	315
Total current assets	3,867	3,427
Oil and gas property and equipment, based on successful efforts accounting, net	23,591	23,198
Other property and equipment, net	1,698	1,813
Total property and equipment, net	25,289	25,011
Goodwill	753	753
Right-of-use assets	247	303
Investments	679	727
Other long-term assets	386	268
Total assets	<u>\$ 31,221</u>	<u>\$ 30,489</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 934	\$ 806
Revenues and royalties payable	1,464	1,432
Short-term debt	998	485
Other current liabilities	646	586
Total current liabilities	4,042	3,309
Long-term debt	7,393	8,398
Lease liabilities	158	320
Asset retirement obligations	850	770
Other long-term liabilities	962	840
Deferred income taxes	2,466	2,148
Stockholders' equity:		
Common stock, \$0.10 par value. Authorized 1.0 billion shares; issued 629 million and 651 million shares in 2025 and 2024, respectively	63	65
Additional paid-in capital	5,618	6,387
Retained earnings	9,788	8,166
Accumulated other comprehensive loss	(119)	(122)
Total stockholders' equity attributable to Devon	15,350	14,496
Noncontrolling interests	—	208
Total equity	15,350	14,704
Total liabilities and equity	<u>\$ 31,221</u>	<u>\$ 30,489</u>

See accompanying notes to consolidated financial statements.

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DEVON ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(Unaudited)			
Cash flows from operating activities:				
Net earnings	\$ 693	\$ 825	\$ 2,119	\$ 2,289
Adjustments to reconcile net earnings to net cash from operating activities:				
Depreciation, depletion and amortization	879	794	2,705	2,284
Asset impairments	—	—	254	—
Leasehold impairments	1	1	13	2
Accretion of liabilities	4	2	13	2
Total gains on commodity derivatives	(80)	(227)	(218)	(105)
Cash settlements on commodity derivatives	50	61	107	139
(Gains) losses on asset dispositions	(37)	—	(342)	16
Deferred income tax expense	263	164	322	243
Share-based compensation	24	24	77	75
Other	(45)	3	(62)	6
Changes in assets and liabilities, net	(62)	16	189	(15)
Net cash from operating activities	<u>1,690</u>	<u>1,663</u>	<u>5,177</u>	<u>4,936</u>
Cash flows from investing activities:				
Capital expenditures	(870)	(877)	(2,760)	(2,719)
Acquisitions of property and equipment	(197)	(3,602)	(221)	(3,692)
Divestitures of property, equipment and investments	38	—	543	18
Grayson Mill acquired cash	—	147	—	147
Distributions from investments	7	13	27	35
Contributions to investments and other	(2)	(30)	(12)	(78)
Net cash from investing activities	<u>(1,024)</u>	<u>(4,349)</u>	<u>(2,423)</u>	<u>(6,289)</u>
Cash flows from financing activities:				
Borrowings of long-term debt, net of issuance costs	—	3,219	—	3,219
Repayments of long-term debt	(485)	(472)	(485)	(472)
Repurchases of common stock	(250)	(295)	(800)	(756)
Dividends paid on common stock	(151)	(272)	(470)	(794)
Contributions from noncontrolling interests	—	20	14	44
Distributions to noncontrolling interests	—	(10)	(23)	(36)
Acquisition of noncontrolling interests	(260)	—	(260)	—
Repayment of finance lease	—	—	(274)	—
Shares exchanged for tax withholdings and other	(1)	2	(25)	(49)
Net cash from financing activities	<u>(1,147)</u>	<u>2,192</u>	<u>(2,323)</u>	<u>1,156</u>
Effect of exchange rate changes on cash	—	1	1	(2)
Net change in cash, cash equivalents and restricted cash	(481)	(493)	432	(199)
Cash, cash equivalents and restricted cash at beginning of period	1,759	1,169	846	875
Cash, cash equivalents and restricted cash at end of period	<u>\$ 1,278</u>	<u>\$ 676</u>	<u>\$ 1,278</u>	<u>\$ 676</u>
Reconciliation of cash, cash equivalents and restricted cash:				
Cash and cash equivalents	\$ 1,229	\$ 645	\$ 1,229	\$ 645
Restricted cash	49	31	49	31
Total cash, cash equivalents and restricted cash	<u>\$ 1,278</u>	<u>\$ 676</u>	<u>\$ 1,278</u>	<u>\$ 676</u>

See accompanying notes to consolidated financial statements.

DEVON ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY

	Common Stock		Additional		Other Comprehensive		Treasury Stock	Noncontrolling Interests	Total Equity
	Shares	Amount	Paid-In Capital	Retained Earnings	Earnings (Loss)				
Three Months Ended September 30, 2025									
Balance as of June 30, 2025	636	\$ 64	\$ 5,864	\$ 9,252	\$ (120)		\$ —	\$ 232	\$ 15,292
Net earnings	—	—	—	687	—		—	6	693
Other comprehensive earnings, net of tax	—	—	—	—	1		—	—	1
Common stock repurchased	—	—	(3)	—	—		(251)	—	(254)
Common stock retired	(7)	(1)	(250)	—	—		251	—	—
Common stock dividends	—	—	—	(151)	—		—	—	(151)
Share-based compensation	—	—	24	—	—		—	—	24
Acquisition of noncontrolling interests	—	—	(17)	—	—		—	(238)	(255)
Balance as of September 30, 2025	629	\$ 63	\$ 5,618	\$ 9,788	\$ (119)		\$ —	\$ —	\$ 15,350
Three Months Ended September 30, 2024									
Balance as of June 30, 2024	628	\$ 63	\$ 5,478	\$ 7,132	\$ (122)		\$ —	\$ 178	\$ 12,729
Net earnings	—	—	—	812	—		—	13	825
Other comprehensive earnings, net of tax	—	—	—	—	1		—	—	1
Common stock repurchased	—	(1)	4	—	—		(295)	—	(292)
Common stock retired	(7)	—	(295)	—	—		295	—	—
Common stock dividends	—	—	—	(274)	—		—	—	(274)
Common stock issued	37	4	1,451	—	—		—	—	1,455
Share-based compensation	—	—	24	—	—		—	—	24
Contributions from noncontrolling interests	—	—	—	—	—		—	20	20
Distributions to noncontrolling interests	—	—	—	—	—		—	(10)	(10)
Balance as of September 30, 2024	658	\$ 66	\$ 6,662	\$ 7,670	\$ (121)		\$ —	\$ 201	\$ 14,478
Nine Months Ended September 30, 2025									
Balance as of December 31, 2024	651	\$ 65	\$ 6,387	\$ 8,166	\$ (122)		\$ —	\$ 208	\$ 14,704
Net earnings	—	—	—	2,080	—		—	39	2,119
Other comprehensive earnings, net of tax	—	—	—	—	3		—	—	3
Restricted stock grants, net of cancellations	2	—	—	—	—		—	—	—
Common stock repurchased	—	—	(7)	—	—		(824)	—	(831)
Common stock retired	(24)	(2)	(822)	—	—		824	—	—
Common stock dividends	—	—	—	(458)	—		—	—	(458)
Share-based compensation	—	—	77	—	—		—	—	77
Contributions from noncontrolling interests	—	—	—	—	—		—	14	14
Distributions to noncontrolling interests	—	—	—	—	—		—	(23)	(23)
Acquisition of noncontrolling interest	—	—	(17)	—	—		—	(238)	(255)
Balance as of September 30, 2025	629	\$ 63	\$ 5,618	\$ 9,788	\$ (119)		\$ —	\$ —	\$ 15,350
Nine Months Ended September 30, 2024									
Balance as of December 31, 2023	636	\$ 64	\$ 5,939	\$ 6,195	\$ (124)		\$ (13)	\$ 156	\$ 12,217
Net earnings	—	—	—	2,252	—		—	37	2,289
Other comprehensive earnings, net of tax	—	—	—	—	3		—	—	3
Restricted stock grants, net of cancellations	2	—	—	—	—		—	—	—
Common stock repurchased	—	—	—	—	—		(792)	—	(792)
Common stock retired	(18)	(2)	(803)	—	—		805	—	—
Common stock dividends	—	—	—	(777)	—		—	—	(777)
Common stock issued	37	4	1,451	—	—		—	—	1,455
Share-based compensation	1	—	75	—	—		—	—	75
Contributions from noncontrolling interests	—	—	—	—	—		—	44	44
Distributions to noncontrolling interests	—	—	—	—	—		—	(36)	(36)
Balance as of September 30, 2024	658	\$ 66	\$ 6,662	\$ 7,670	\$ (121)		\$ —	\$ 201	\$ 14,478

See accompanying notes to consolidated financial statements.

DEVON ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Summary of Significant Accounting Policies

The accompanying unaudited interim financial statements and notes of Devon have been prepared pursuant to the rules and regulations of the SEC. Pursuant to such rules and regulations, certain disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been omitted. The accompanying unaudited interim financial statements and notes should be read in conjunction with the financial statements and notes included in Devon's [2024 Annual Report on Form 10-K](#). The accompanying unaudited interim financial statements in this report reflect all adjustments that are, in the opinion of management, necessary for a fair statement of Devon's results of operations and cash flows for the three-month and nine-month periods ended September 30, 2025 and 2024 and Devon's financial position as of September 30, 2025.

On September 27, 2024, Devon acquired the Williston Basin business of Grayson Mill for total consideration of approximately \$5.0 billion, consisting of \$3.5 billion of cash and approximately 37.3 million shares of Devon common stock, including purchase price adjustments. The transaction was accounted for using the acquisition method of accounting. See [Note 2](#) for further discussion.

Variable Interest Entity

On August 1, 2025, Devon completed the acquisition of all outstanding noncontrolling interests in CDM for \$260 million. As a result of this transaction, Devon owns 100% of the equity interests in CDM. The acquisition of the noncontrolling interests was accounted for as an equity transaction, resulting in a \$17 million, net of tax, reduction in Devon's additional paid-in capital within the consolidated balance sheet. This amount represents the difference between the carrying amount of the noncontrolling interests and the consideration paid.

Prior to this transaction, CDM was a joint venture entity formed by Devon and an affiliate of QL Capital Partners, LP. Devon held a controlling interest in CDM and the portions of CDM's net earnings and equity not attributable to Devon's controlling interest were shown separately as noncontrolling interests in the accompanying consolidated statements of comprehensive earnings and consolidated balance sheets.

Disaggregation of Revenue

The following table presents revenue from contracts with customers that are disaggregated based on the type of good or service.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Oil	\$ 2,267	\$ 2,273	\$ 6,855	\$ 6,875
Gas	186	49	673	234
NGL	356	343	1,117	981
Oil, gas and NGL sales	<u>2,809</u>	<u>2,665</u>	<u>8,645</u>	<u>8,090</u>
Oil	932	815	2,709	2,423
Gas	252	105	769	326
NGL	258	212	726	593
Marketing and midstream revenues	<u>1,442</u>	<u>1,132</u>	<u>4,204</u>	<u>3,342</u>
Total revenues from contracts with customers	<u><u>\$ 4,251</u></u>	<u><u>\$ 3,797</u></u>	<u><u>\$ 12,849</u></u>	<u><u>\$ 11,432</u></u>

Recently Issued Accounting Standards Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures. ASU 2023-09 intends to provide investors with enhanced information about an entity's income taxes by requiring disclosure of items such as disaggregation of the effective tax rate reconciliation as well as information regarding income taxes paid. This ASU will result in additional disclosures for annual reporting periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued. This ASU will result in additional disclosures for Devon beginning with our 2025 annual reporting and interim periods beginning in 2026.

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses. ASU 2024-03 requires disclosures about specific types of expenses included in the expense captions presented on the face of the statement of operations as well as disclosures about selling expenses. This ASU is effective for Devon beginning with its 2027 annual reporting and interim

DEVON ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

periods beginning in 2028. Devon is evaluating the impact this ASU will have on the disclosures that accompany its consolidated financial statements.

2. Acquisitions and Divestitures

Grayson Mill Acquisition

On September 27, 2024, Devon completed its acquisition of the Williston Basin business of Grayson Mill for total consideration of approximately \$5.0 billion, consisting of \$3.5 billion of cash and approximately 37.3 million shares of Devon common stock, including purchase price adjustments. Devon funded the cash portion of the purchase price through cash on hand and debt financing. For additional information regarding the debt financing, see [Note 13](#).

Purchase Price Allocation

This transaction was accounted for using the acquisition method of accounting. Under the acquisition method of accounting, the assets and liabilities of Grayson Mill and its subsidiaries were recorded at their respective fair values as of the date of completion of the acquisition and added to Devon's. Determining the fair value of the assets and liabilities of Grayson Mill required judgment and certain assumptions to be made, the most significant of these being related to the valuation of Grayson Mill's oil and gas properties. The inputs and assumptions related to the oil and gas properties were categorized as level 3 in the fair value hierarchy.

The following table represents the final allocation of the total purchase price of Grayson Mill to the identifiable assets acquired and the liabilities assumed based on the fair values as of the acquisition date.

	Final Purchase Price Allocation
Consideration:	
Devon common stock issued	37.3
Devon closing price on September 27, 2024	\$ 38.96
Total common equity consideration	\$ 1,455
Cash consideration	3,567
Total consideration	<u><u>\$ 5,022</u></u>
Assets acquired:	
Cash, cash equivalents and restricted cash	\$ 147
Accounts receivable	219
Inventory	44
Other current assets	9
Proved oil and gas property and equipment	3,056
Unproved oil and gas property and equipment	1,771
Other property and equipment, net	210
Right-of-use assets	29
Total assets acquired	<u><u>\$ 5,485</u></u>
Liabilities assumed:	
Accounts payable	\$ 145
Revenue and royalties payable	209
Other current liabilities	16
Asset retirement obligations	75
Lease liabilities	18
Total liabilities assumed	<u><u>\$ 463</u></u>
Net assets acquired	<u><u>\$ 5,022</u></u>

Asset Exchange

On April 1, 2025, Devon and BPX Energy dissolved their partnership and divided their acreage in the Eagle Ford Blackhawk field located in Texas' DeWitt County, resulting in increased operational flexibility for both parties. The assets exchanged were in close proximity and shared similar geological characteristics. The transaction was accounted for as an equal, non-monetary exchange, as it did not result in a significant change to the risks, expected future cash flows or the timing of those cash flows, and therefore was

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determined to lack commercial substance. As a result, the new acreage and underlying property costs were recorded at the historical cost of the assets exchanged.

Divestiture of Matterhorn Investment

During the second quarter of 2025, Devon sold its investment in Matterhorn for \$372 million and recognized a pre-tax gain of \$307 million (\$239 million, net of tax), which was recorded to asset dispositions on the accompanying consolidated statements of comprehensive earnings. For additional information, see [Note 12](#).

Contingent Earnout Payments

Devon was entitled to contingent earnout payments associated with the sale of its Barnett Shale assets in 2020 with upside participation beginning at a \$2.75 Henry Hub natural gas price or a \$50 WTI oil price. The contingent payment period commenced on January 1, 2021, and had a term of four years. Devon received \$20 million in contingent earnout payments related to this transaction in the first nine months of both 2025 and 2024.

3. Derivative Financial Instruments

Objectives and Strategies

Devon enters into derivative financial instruments with respect to a portion of its oil, gas and NGL production to hedge future prices received. Additionally, Devon periodically enters into derivative financial instruments with respect to a portion of its oil, gas and NGL marketing activities. These commodity derivative financial instruments include financial price swaps, basis swaps and costless price collars.

Devon does not intend to hold or issue derivative financial instruments for speculative trading purposes and has elected not to designate any of its derivative instruments for hedge accounting treatment.

Counterparty Credit Risk

By using derivative financial instruments, Devon is exposed to credit risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. To mitigate this risk, the hedging instruments are placed with a number of counterparties whom Devon believes are acceptable credit risks. It is Devon's policy to enter into derivative contracts only with investment-grade rated counterparties deemed by management to be competent and competitive market makers. Additionally, Devon's derivative contracts generally contain provisions that provide for collateral payments if Devon's or its counterparty's credit rating falls below certain credit rating levels. As of September 30, 2025, Devon neither held cash collateral of its counterparties nor posted cash collateral to its counterparties.

Commodity Derivatives

As of September 30, 2025, Devon had the following open oil derivative positions. The first two tables present Devon's oil derivatives that settle against the average of the prompt month NYMEX WTI futures price. The third table presents Devon's oil derivatives that settle against the respective indices noted within the table.

Period	Price Swaps			Price Collars		
	Volume (Bbls/d)	Weighted Average Price (\$/Bbl)	Volume (Bbls/d)	Weighted Average Floor Price (\$/Bbl)	Weighted Average Ceiling Price (\$/Bbl)	
Q4 2025	9,000	\$ 71.52	105,000	\$ 66.35	\$	75.36
Three-Way Price Collars						
Period	Volume (Bbls/d)	Weighted Average Floor Sold Price (\$/Bbl)	Weighted Average Floor Purchased Price (\$/Bbl)	Weighted Average Ceiling Price (\$/Bbl)		
	13,000	\$ 50.77	\$ 65.00	\$	77.37	
Q4 2025						
Q1-Q4 2026	84,471	\$ 50.21	\$ 60.35	\$	72.64	

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Period	Index	Oil Basis Swaps	
		Volume (Bbls/d)	Weighted Average Differential to WTI (\$/Bbl)
Q4 2025	Midland Sweet	63,000	\$ 1.00
Q4 2025	WTI/Brent	5,391	\$ (3.64)
Q4 2025	NYMEX Roll	13,000	\$ 1.05
Q1-Q4 2026	Midland Sweet	46,000	\$ 1.10
Q1-Q4 2027	Midland Sweet	14,000	\$ 1.04

As of September 30, 2025, Devon had the following open natural gas derivative positions. The first table presents Devon's natural gas derivatives that settle against the Inside FERC first of the month Henry Hub index. The second table presents Devon's natural gas derivatives that settle against the respective indices noted within the table.

Period	Price Swaps		Price Collars		
	Volume (MMBtu/d)	Weighted Average Price (\$/MMBtu)	Volume (MMBtu/d)	Weighted Average Floor Price (\$/MMBtu)	Weighted Average Ceiling Price (\$/MMBtu)
Q4 2025	245,000	\$ 3.51	170,000	\$ 3.00	\$ 3.80
Q1-Q4 2026	247,500	\$ 3.80	160,000	\$ 3.14	\$ 4.88

Period	Index	Natural Gas Basis Swaps	
		Volume (MMBtu/d)	Weighted Average Differential to Henry Hub (\$/MMBtu)
Q4 2025	Houston Ship Channel	230,000	\$ (0.35)
Q4 2025	WAHA	200,000	\$ (1.53)
Q1-Q4 2026	Houston Ship Channel	50,000	\$ (0.29)
Q1-Q4 2026	WAHA	120,000	\$ (1.79)

As of September 30, 2025, Devon had the following open NGL derivative positions. Devon's NGL positions settle against the average of the prompt month OPIS Mont Belvieu, Texas index.

Period	Product	Price Swaps	
		Volume (Bbls/d)	Weighted Average Price (\$/Bbl)
Q4 2025	Natural Gasoline	3,000	\$ 63.35
Q4 2025	Normal Butane	323	\$ 39.90
Q4 2025	Propane	3,000	\$ 32.29

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Financial Statement Presentation

All derivative financial instruments are recognized at their current fair value as either assets or liabilities in the consolidated balance sheets. Amounts related to contracts allowed to be netted upon payment subject to a master netting arrangement with the same counterparty are reported on a net basis in the consolidated balance sheets. The table below presents a summary of these positions as of September 30, 2025 and December 31, 2024.

	September 30, 2025			December 31, 2024			Balance Sheet Classification
	Gross Fair Value	Amounts Netted	Net Fair Value	Gross Fair Value	Amounts Netted	Net Fair Value	
Commodity derivatives:							
Short-term derivative asset	\$ 165	\$ (13)	\$ 152	\$ 78	\$ (23)	\$ 55	Other current assets
Long-term derivative asset	5	(2)	3	5	(4)	1	Other long-term assets
Short-term derivative liability	(15)	13	(2)	(37)	23	(14)	Other current liabilities
Long-term derivative liability	(21)	2	(19)	(23)	4	(19)	Other long-term liabilities
Total derivative asset	<u>\$ 134</u>	<u>\$ —</u>	<u>\$ 134</u>	<u>\$ 23</u>	<u>\$ —</u>	<u>\$ 23</u>	

4. Share-Based Compensation

The table below presents the share-based compensation expense included in Devon's accompanying consolidated statements of comprehensive earnings.

	Nine Months Ended September 30,	
	2025	2024
G&A	\$ 67	\$ 74
Exploration expenses	1	1
Restructuring and transaction costs	9	—
Total	<u>\$ 77</u>	<u>\$ 75</u>
Related income tax benefit	\$ 12	\$ 21

Under its approved long-term incentive plan, Devon grants share-based awards to its employees. The following table presents a summary of Devon's unvested restricted stock awards and units and performance share units granted under the plan.

	Restricted Stock Awards & Units			Performance Share Units		
	Awards/Units	Weighted Average Grant-Date Fair Value	Units	Weighted Average Grant-Date Fair Value		Weighted Average Grant-Date Fair Value
				(Thousands, except fair value data)	Fair Value	
Unvested at 12/31/24	4,107	\$ 45.31	1,179	\$ 67.38		
Granted	2,635	34.12	510	\$ 45.92		
Vested	(1,847)	41.23	(272)	\$ 68.68		
Forfeited	(215)	40.18	(124)	\$ 65.47		
Unvested at 9/30/25	<u>4,680</u>	<u>\$ 40.85</u>	<u>1,293</u>	⁽¹⁾ \$ 58.82		

(1) A maximum of 2.6 million common shares could be awarded based upon Devon's final TSR ranking.

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The following table presents the assumptions related to the performance share units granted in 2025, as indicated in the previous summary table.

	2025
Grant-date fair value	\$ 45.92
Risk-free interest rate	4.29%
Volatility factor	38.70%
Contractual term (years)	2.89

The following table presents a summary of the unrecognized compensation cost and the related weighted average recognition period associated with unvested awards and units as of September 30, 2025.

	Restricted Stock Awards/Units	Performance Share Units
Unrecognized compensation cost	\$ 124	\$ 22
Weighted average period for recognition (years)	2.7	2.0

5. Asset Impairments

In the first quarter of 2025, Devon rationalized two headquarters-related real estate assets, triggering assets held for sale and recording asset impairments of \$254 million. Both transactions closed in the first quarter of 2025 and generated aggregate sales proceeds of \$120 million.

6. Income Taxes

The following table presents Devon's total income tax expense and a reconciliation of its effective income tax rate to the U.S. statutory income tax rate.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Earnings before income taxes	\$ 912	\$ 1,064	\$ 2,719	\$ 2,872
Current income tax expense (benefit)	\$ (44)	\$ 75	\$ 278	\$ 340
Deferred income tax expense	263	164	322	243
Total income tax expense	\$ 219	\$ 239	\$ 600	\$ 583
U.S. statutory income tax rate	21%	21%	21%	21%
State income taxes	2%	3%	2%	2%
Other	1%	(2%)	(1%)	(3%)
Effective income tax rate	24%	22%	22%	20%

On July 4, 2025, O BBB was signed into law. In addition to other provisions, O BBB includes permanent reinstatement of 100% bonus depreciation and the expensing of domestic research costs beginning in 2025 and allows for the deduction of intangible drilling costs as part of the computation of the CAMT beginning in 2026. Accordingly, Devon's third quarter 2025 income tax expense included a current tax benefit of approximately \$155 million and a corresponding deferred tax expense associated with the deferral of income taxes resulting from the enactment of O BBB.

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7. Net Earnings Per Share

The following table reconciles net earnings available to common shareholders and weighted-average common shares outstanding used in the calculations of basic and diluted net earnings per share.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net earnings	\$ 687	\$ 812	\$ 2,080	\$ 2,252
Common shares:				
Average common shares outstanding - basic	628	622	636	626
Dilutive effect of potential common shares issuable	1	1	1	2
Average common shares outstanding - diluted	<u>629</u>	<u>623</u>	<u>637</u>	<u>628</u>
Net earnings per share available to common shareholders:				
Basic	\$ 1.09	\$ 1.31	\$ 3.27	\$ 3.60
Diluted	\$ 1.09	\$ 1.30	\$ 3.27	\$ 3.59

8. Other Comprehensive Earnings (Loss)

Components of other comprehensive earnings (loss) consist of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Pension and postretirement benefit plans:				
Beginning accumulated pension and postretirement benefits	\$ (120)	\$ (122)	\$ (122)	\$ (124)
Recognition of net actuarial loss and prior service cost in earnings ⁽¹⁾	1	1	4	4
Income tax expense	—	—	(1)	(1)
Accumulated other comprehensive loss, net of tax	<u>\$ (119)</u>	<u>\$ (121)</u>	<u>\$ (119)</u>	<u>\$ (121)</u>

(1) Recognition of net actuarial loss and prior service cost are included in the computation of net periodic benefit cost, which is a component of other, net in the accompanying consolidated statements of comprehensive earnings.

9. Supplemental Information to Statements of Cash Flows

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Changes in assets and liabilities, net:				
Accounts receivable	\$ 20	\$ 41	\$ 140	\$ 26
Other current assets	(51)	(13)	(71)	(120)
Other long-term assets	(17)	(9)	(118)	24
Accounts payable and revenues and royalties payable	93	(64)	179	121
Other current liabilities	(86)	57	(2)	(51)
Other long-term liabilities	(21)	4	61	(15)
Total	<u>\$ (62)</u>	<u>\$ 16</u>	<u>\$ 189</u>	<u>\$ (15)</u>
Supplementary cash flow data:				
Interest paid	\$ 162	\$ 90	\$ 423	\$ 265
Income taxes paid	\$ 31	\$ 92	\$ 183	\$ 476

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10. Accounts Receivable

Components of accounts receivable include the following:

	September 30, 2025	December 31, 2024
Oil, gas and NGL sales	\$ 966	\$ 1,130
Joint interest billings	342	341
Marketing and midstream revenues	519	465
Other	15	42
Gross accounts receivable	1,842	1,978
Allowance for doubtful accounts	(7)	(6)
Net accounts receivable	<u><u>\$ 1,835</u></u>	<u><u>\$ 1,972</u></u>

11. Property, Plant and Equipment

The following table presents the aggregate capitalized costs related to Devon's oil and gas and non-oil and gas activities.

	September 30, 2025	December 31, 2024
Property and equipment:		
Proved	\$ 56,594	\$ 53,647
Unproved and properties under development	2,899	2,814
Total oil and gas	59,493	56,461
Less accumulated DD&A	(35,902)	(33,263)
Oil and gas property and equipment, net	23,591	23,198
Other property and equipment	2,595	2,671
Less accumulated DD&A	(897)	(858)
Other property and equipment, net	1,698	1,813
Property and equipment, net	<u><u>\$ 25,289</u></u>	<u><u>\$ 25,011</u></u>

12. Investments

The following table presents Devon's investments shown on the consolidated balance sheets.

Investments	% Interest September 30, 2025	Carrying Amount		December 31, 2024
		September 30, 2025	December 31, 2024	
WaterBridge	14%	\$ 271	\$ 216	
Catalyst	50%	254	273	
Fervo	17%	104	115	
Matterhorn	—	—	69	
Other	Various	50	54	
Total		<u><u>\$ 679</u></u>	<u><u>\$ 727</u></u>	

During the third quarter of 2025, Devon and its joint venture partner in the Water JV combined the Water JV with certain other companies to form WaterBridge, a water infrastructure business focused in the Delaware Basin, which ultimately completed an initial public offering. Devon received approximately 14% of the equity interests in WaterBridge in connection with these transactions. Prior to these transactions, Devon owned a 30% interest in the Water JV. Devon accounts for its investment in WaterBridge under the equity method. As a result of the WaterBridge equity issued to third parties in the combination transaction and related initial public offering which were accretive, Devon's investment increased by approximately \$45 million, which was recorded to other, net in the accompanying consolidated statements of comprehensive earnings.

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During the second quarter of 2025, Devon sold its investment in Matterhorn for \$372 million and recognized a pre-tax gain of \$307 million (\$239 million, net of tax), which was recorded to asset dispositions in the accompanying consolidated statements of comprehensive earnings.

13. Debt and Related Expenses

See below for a summary of debt instruments and balances. The notes, debentures and Term Loan reflected below are senior, unsecured obligations of Devon.

	September 30, 2025	December 31, 2024
5.85% due December 15, 2025	\$ —	\$ 485
7.50% due September 15, 2027	73	73
5.25% due October 15, 2027	390	390
5.875% due June 15, 2028	325	325
4.50% due January 15, 2030	585	585
7.875% due September 30, 2031	675	675
7.95% due April 15, 2032	366	366
5.20% due September 15, 2034	1,250	1,250
5.60% due July 15, 2041	1,250	1,250
4.75% due May 15, 2042	750	750
5.00% due June 15, 2045	750	750
5.75% due September 15, 2054	1,000	1,000
Term Loan due September 25, 2026	1,000	1,000
Net premium on debentures and notes	27	37
Debt issuance costs	(50)	(53)
Total debt	\$ 8,391	\$ 8,883
Less amount classified as short-term debt	998	485
Total long-term debt	<u><u>\$ 7,393</u></u>	<u><u>\$ 8,398</u></u>

Credit Lines

Devon has a \$3.0 billion revolving Senior Credit Facility, and, in the first quarter of 2025, Devon exercised its option to extend the Senior Credit Facility maturity date from March 24, 2029 to March 24, 2030. Devon has the option to extend the March 24, 2030 maturity date by an additional year subject to lender consent. As of September 30, 2025, Devon had no outstanding borrowings under the Senior Credit Facility and had issued \$4 million in outstanding letters of credit under this facility. The Senior Credit Facility contains only one material financial covenant. This covenant requires Devon's ratio of total funded debt to total capitalization, as defined in the credit agreement, to be no greater than 65%. Under the terms of the credit agreement, total capitalization is adjusted to add back non-cash financial write-downs such as impairments. As of September 30, 2025, Devon was in compliance with this covenant with a debt-to-capitalization ratio of 24.9%.

Term Loan Credit Agreement

In August 2024, Devon entered into a delayed draw term loan credit agreement (the “Term Loan Credit Agreement”), providing for delayed draw term loans in an aggregate principal amount not to exceed \$2.0 billion, including a 364-day tranche of \$500 million and a two-year tranche of \$1.5 billion. On September 27, 2024, Devon borrowed \$1.0 billion on the two-year tranche (the “Term Loan”) to partially fund the closing of the Grayson Mill acquisition. In connection with the borrowing of the Term Loan, the undrawn commitments under the Term Loan Credit Agreement automatically terminated. The Term Loan bears interest at a rate based on term SOFR plus a spread adjustment that varies based on Devon's credit ratings. The interest rate on the Term Loan was 5.8% as of September 30, 2025.

The Term Loan Credit Agreement contains substantially the same financial covenant as the Senior Credit Facility. As of September 30, 2025, Devon was in compliance with this covenant with a debt-to-capitalization ratio of 24.9%.

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Issuance of Senior Notes

In August 2024, Devon issued \$1.25 billion of 5.20% senior notes due 2034 and \$1.0 billion of 5.75% senior notes due 2054. Devon used the net proceeds to partially fund the Grayson Mill acquisition. For additional information, see [Note 2](#).

Retirement of Senior Notes

On September 15, 2025, Devon early redeemed the \$485 million of 5.85% senior notes due in December 2025 pursuant to the “par-call” rights set forth in the indenture document.

On September 15, 2024, Devon repaid \$472 million of 5.25% senior notes at maturity.

Net Financing Costs

The following schedule includes the components of net financing costs.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net financing costs:				
Interest based on debt outstanding	\$ 125	\$ 98	\$ 378	\$ 273
Interest income	(18)	(19)	(42)	(46)
Other	2	9	12	13
Total net financing costs	\$ 109	\$ 88	\$ 348	\$ 240

14. Leases

Devon’s operating lease right-of-use assets relate to real estate, drilling rigs and other equipment related to the exploration, development and production of oil and gas. As of September 30, 2025, Devon’s financing lease right-of-use assets primarily relate to equipment related to the exploration, development and production of oil and gas. During the first quarter of 2025, Devon extinguished an approximately \$300 million real estate finance lease by making a cash payment of \$274 million and recognized a gain on early lease extinguishment in other, net related to the difference on the accompanying consolidated statement of comprehensive earnings. For additional information, see [Note 5](#).

The following table presents Devon’s right-of-use assets and lease liabilities as of September 30, 2025 and December 31, 2024.

	September 30, 2025			December 31, 2024		
	Finance	Operating	Total	Finance	Operating	Total
Right-of-use assets	\$ 17	\$ 230	\$ 247	\$ 248	\$ 55	\$ 303
Lease liabilities:						
Current lease liabilities ⁽¹⁾	\$ 5	\$ 84	\$ 89	\$ 25	\$ 28	\$ 53
Long-term lease liabilities	12	146	158	293	27	320
Total lease liabilities ⁽²⁾	\$ 17	\$ 230	\$ 247	\$ 318	\$ 55	\$ 373

(1) Current lease liabilities are included in other current liabilities on the consolidated balance sheets.

(2) Devon has entered into certain leases of equipment related to the exploration, development and production of oil and gas that had terms not yet commenced as of September 30, 2025 and are therefore excluded from the amounts shown above.

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15. Asset Retirement Obligations

The following table presents the changes in Devon's asset retirement obligations.

	Nine Months Ended September 30,	
	2025	2024
Asset retirement obligations as of beginning of period	\$ 807	\$ 665
Assumed Grayson Mill obligations	—	75
Liabilities incurred	50	21
Liabilities settled and divested	(54)	(25)
Revision and reclassification of estimated obligation	55	35
Accretion expense on discounted obligation	37	28
Asset retirement obligations as of end of period	895	799
Less current portion	45	34
Asset retirement obligations, long-term	<u><u>\$ 850</u></u>	<u><u>\$ 765</u></u>

During the first nine months of 2025 and 2024, Devon increased its asset retirement obligations by approximately \$55 million and \$35 million, respectively, primarily due to changes in current cost estimates and future retirement dates for its oil and gas assets.

16. Stockholders' Equity

Share Issuance

On September 27, 2024, Devon completed its acquisition of the Williston Basin business of Grayson Mill for total consideration of approximately \$5.0 billion. The transaction consisted of \$3.5 billion of cash and approximately 37.3 million shares of Devon common stock at \$38.96 per share for total equity consideration of approximately \$1.5 billion, including purchase price adjustments.

Share Repurchases

Devon's Board of Directors has authorized a \$5.0 billion share repurchase program with a June 30, 2026 expiration date. The table below provides information regarding purchases of Devon's common stock under the \$5.0 billion share repurchase program (shares in thousands).

\$5.0 Billion Plan	Total Number of Shares Purchased	Dollar Value of Shares Purchased	Average Price Paid per Share
2021	13,983	\$ 589	\$ 42.15
2022	11,708	718	\$ 61.36
2023	19,350	992	\$ 51.23
2024:			
First quarter	4,428	193	\$ 43.47
Second quarter	5,188	256	\$ 49.40
Third quarter	6,675	295	\$ 44.23
Fourth quarter	7,653	300	\$ 39.22
2024 Total	<u><u>23,944</u></u>	<u><u>1,044</u></u>	<u><u>\$ 43.61</u></u>
2025:			
First quarter	8,505	301	\$ 35.33
Second quarter	7,866	249	\$ 31.78
Third quarter	7,324	250	\$ 34.06
2025 Total	<u><u>23,695</u></u>	<u><u>800</u></u>	<u><u>\$ 33.76</u></u>
Total plan	<u><u>92,680</u></u>	<u><u>\$ 4,143</u></u>	<u><u>\$ 44.70</u></u>

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Dividends

Devon pays a quarterly dividend which can be comprised of a fixed dividend and a variable dividend. The variable dividend is dependent on quarterly cash flows, among other factors. Devon has raised its fixed dividend multiple times over the past two calendar years and most recently raised it by 9% from \$0.22 to \$0.24 per share in the first quarter of 2025. The following table summarizes Devon's dividends for the first nine months of 2025 and 2024, respectively.

	Dividends	Rate Per Share
2025:		
First quarter	\$ 163	\$ 0.24
Second quarter	156	\$ 0.24
Third quarter	151	\$ 0.24
Total year-to-date	\$ 470	
2024:		
First quarter	\$ 299	\$ 0.44
Second quarter	223	\$ 0.35
Third quarter	272	\$ 0.44
Total year-to-date ⁽¹⁾	\$ 794	

(1) During the first nine months of 2024, Devon paid variable dividends totaling \$377 million in addition to its recurring fixed dividend.

In November 2025, Devon announced a fixed cash dividend in the amount of \$0.24 per share for approximately \$150 million payable in the fourth quarter of 2025.

Noncontrolling Interests

On August 1, 2025, Devon completed the acquisition of all outstanding noncontrolling interests in CDM for \$260 million. As a result of this transaction, Devon owns 100% of the equity interests in CDM. For additional information, see [Note 1](#).

17. Commitments and Contingencies

Devon is party to various legal actions arising in connection with its business. Matters that are probable of unfavorable outcome to Devon and which can be reasonably estimated are accrued. Such accruals are based on information known about the matters, Devon's estimates of the outcomes of such matters and its experience in contesting, litigating and settling similar matters. None of the actions are believed by management to likely involve future amounts that would be material to Devon's financial position or results of operations after consideration of recorded accruals. Actual amounts could differ materially from management's estimates.

Royalty Matters

Numerous oil and natural gas producers and related parties, including Devon, have been named in various lawsuits alleging royalty underpayments. Devon is currently named as a defendant in a number of such lawsuits, including some lawsuits in which the plaintiffs seek to certify classes of similarly situated plaintiffs. Among the allegations typically asserted in these suits are claims that Devon used below-market prices, made improper deductions, paid royalty proceeds in an untimely manner without including required interest, used improper measurement techniques and entered into gas purchase and processing arrangements with affiliates that resulted in underpayment of royalties in connection with oil, natural gas and NGLs produced and sold. Devon is also involved in governmental agency proceedings and royalty audits and is subject to related contracts and regulatory controls in the ordinary course of business, some that may lead to additional royalty claims. As of September 30, 2025, Devon has accrued approximately \$40 million in other current liabilities pertaining to such royalty matters.

Environmental and Climate Change Matters

Devon's business is subject to numerous federal, state, tribal and local laws and regulations governing the discharge of materials into the environment or otherwise relating to environmental protection. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal fines and penalties, as well as remediation costs. Although Devon believes that

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it is in substantial compliance with applicable environmental laws and regulations and that continued compliance with existing requirements will not have a material adverse impact on its business, there can be no assurance that this will continue in the future.

The Company has previously received separate NOVs from the EPA alleging emissions and permitting violations relating to certain of our historic operations in North Dakota, western Texas and New Mexico, respectively. The Company has been engaging with the EPA to resolve each of these matters, and Devon is actively negotiating a draft consent decree with the EPA and the Department of Justice with respect to the North Dakota NOV matter. If finalized, the consent decree may include monetary sanctions and obligations to complete mitigation projects and implement specific injunctive relief. Given that negotiations of the draft consent decree are ongoing and the uncertainty as to the ultimate result of the North Dakota NOV matter, we are currently unable to provide an estimate of potential loss; however, the costs associated with the resolution of the North Dakota NOV matter or any of the other NOV matters could be significant in amount and may include monetary penalties.

Beginning in 2013, various parishes in Louisiana filed suit against numerous oil and gas companies, including Devon, alleging that the companies' operations and activities in certain fields violated the State and Local Coastal Resource Management Act of 1978, as amended, and caused substantial environmental contamination, subsidence and other environmental damages to land and water bodies located in the coastal zone of Louisiana. The plaintiffs' claims against Devon relate primarily to the operations of several of Devon's corporate predecessors. The plaintiffs seek, among other things, payment of the costs necessary to clear, re-vegetate and otherwise restore the allegedly impacted areas. Although Devon cannot predict the ultimate outcome of these matters, Devon denies the allegations in these lawsuits and intends to vigorously defend against these claims.

The State of Delaware has filed legal proceedings against numerous oil and gas companies, including Devon, seeking relief to abate alleged impacts of climate change. These proceedings include far-reaching claims for monetary damages and injunctive relief. Although Devon cannot predict the ultimate outcome of this matter, Devon denies the allegations asserted in this lawsuit and intends to vigorously defend against these claims.

Other Indemnifications and Legacy Matters

Pursuant to various sale agreements relating to divested businesses and assets, Devon has indemnified various purchasers against liabilities that they may incur with respect to the businesses and assets acquired from Devon. Additionally, federal, state and other laws in areas of former operations may require previous operators (including corporate successors of previous operators) to perform or make payments in certain circumstances where the current operator may no longer be able to satisfy the applicable obligation. Such obligations may include plugging and abandoning wells, removing production facilities, undertaking other restorative actions or performing requirements under surface agreements in existence at the time of disposition. For example, a predecessor entity of a Devon subsidiary previously sold certain private, state and federal oil and gas leases covering properties in shallow waters off the coast of Louisiana in the Gulf of America. These assets are generally referred to as the East Bay Field. The current operator of the East Bay Field has filed for protection under Chapter 11 of the U.S. Bankruptcy Code and will likely be unable to satisfy the eventual decommissioning obligations associated with the East Bay Field. Other companies in the chain of title of the East Bay Field have also sought bankruptcy protection and will also likely be unable to satisfy the eventual decommissioning obligations associated with the East Bay Field.

In March 2025, Devon received an order from the Department of the Interior, Bureau of Safety and Environmental Enforcement to decommission assets located on certain federal leases in the East Bay Field (the "Federal Assets"). As a result, during the first quarter of 2025, Devon recorded a contingent liability of \$125 million within other liabilities in the consolidated balance sheet, reflecting the estimated costs of decommissioning the Federal Assets. The Company expects to be able to access funds available under certain bonds and a cash security account as and when Devon performs and pays these decommissioning obligations. Devon believes the funds will likely cover approximately \$100 million of the estimated decommissioning costs for the Federal Assets. Accordingly, during the first quarter of 2025, Devon recorded an approximately \$100 million receivable related to these sources of funds within other assets in the consolidated balance sheet. The remaining \$25 million difference of the recorded decommissioning obligation and such sources of funds was recognized in the first quarter of 2025 in other, net on the consolidated statement of comprehensive earnings. Devon may also be required to perform or fund decommissioning obligations associated with the East Bay Field under state and federal regulations applicable to predecessor operators beyond amounts accrued. Factors impacting this contingency include, among others: (i) the ultimate outcome of the ongoing bankruptcy proceedings, including with respect to state lease assets included in

DEVON ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
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the East Bay Field, (ii) the actual costs to decommission the Federal Assets relative to the estimates, which are subject to numerous assumptions and uncertainties, and (iii) Devon's ability to successfully access funds under decommissioning bonds and other sources.

As of September 30, 2025, Devon has accrued approximately \$200 million of contingent liabilities related to such decommissioning legacy matters, including liabilities associated with the East Bay Field.

18. Fair Value Measurements

The following table provides carrying value and fair value measurement information for certain of Devon's financial assets and liabilities. The carrying values of cash, accounts receivable, other current receivables, accounts payable, other current payables, accrued expenses and lease liabilities included in the accompanying consolidated balance sheets approximated fair value at September 30, 2025 and December 31, 2024, as applicable. Therefore, such financial assets and liabilities are not presented in the following table.

	Carrying Amount	Total Fair Value	Fair Value Measurements Using:		
			Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
September 30, 2025 assets (liabilities):					
Cash equivalents	\$ 631	\$ 631	\$ 631	\$ —	\$ —
Commodity derivatives	\$ 155	\$ 155	\$ —	\$ 155	\$ —
Commodity derivatives	\$ (21)	\$ (21)	\$ —	\$ (21)	\$ —
Debt	\$ (8,391)	\$ (8,274)	\$ —	\$ (8,274)	\$ —
December 31, 2024 assets (liabilities):					
Cash equivalents	\$ 319	\$ 319	\$ 319	\$ —	\$ —
Commodity derivatives	\$ 56	\$ 56	\$ —	\$ 56	\$ —
Commodity derivatives	\$ (33)	\$ (33)	\$ —	\$ (33)	\$ —
Debt	\$ (8,883)	\$ (8,520)	\$ —	\$ (8,520)	\$ —
Contingent earnout payments	\$ 20	\$ 20	\$ —	\$ —	\$ 20

The following methods and assumptions were used to estimate the fair values in the table above.

Level 1 Fair Value Measurements

Cash equivalents – Amounts consist primarily of money market investments and the fair value approximates the carrying value.

Level 2 Fair Value Measurements

Commodity derivatives – The fair value of commodity derivatives is estimated using internal discounted cash flow calculations based upon forward curves and data obtained from independent third parties for contracts with similar terms or data obtained from counterparties to the agreements.

Debt – Devon's debt instruments do not consistently trade actively in an established market. The fair values of our debt are estimated based on rates available for debt with similar terms and maturity when active trading is not available. Our variable rate debt is non-public and consists of our Term Loan. The fair value of our variable rate debt approximates the carrying value as the underlying SOFR resets every month based on the prevailing market rate.

Level 3 Fair Value Measurements

Contingent Earnout Payments – Devon had the right to receive contingent consideration related to the Barnett asset divestiture based on future oil and gas prices. These values were derived using a Monte Carlo valuation model and qualified as a level 3 fair value measurement. For additional information, see [Note 2](#).

DEVON ENERGY CORPORATION AND SUBSIDIARIES
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(Unaudited)

19. Reportable Segments

Devon is a leading independent energy company engaged primarily in the exploration, development and production of oil, natural gas and NGLs. Devon's oil and gas exploration and production activities are solely focused in the U.S. For financial reporting purposes, Devon aggregates its U.S. operating segments into one reporting segment due to the similar nature of these operations.

Devon's chief operating decision maker is the executive committee, which includes the chief executive officer, chief operating officers and chief financial officer. To assess the performance of our assets, we use net earnings. We believe net earnings provides information useful in assessing our operating and financial performance across periods.

The following table reflects Devon's net earnings, assets and capital expenditures for the time periods presented below.

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	2025	2024	2025	2024
Total revenues	\$ 4,331	\$ 4,024	\$ 13,067	\$ 11,537
LOE	481	366	1,443	1,129
Gathering, processing & transportation	213	200	636	577
Production and property taxes	201	197	627	596
Total significant expenses	895	763	2,706	2,302
Marketing and midstream expenses	1,453	1,149	4,246	3,390
DD&A	879	794	2,705	2,284
G&A	114	117	357	345
Financing costs, net	109	88	348	240
Income tax expense	219	239	600	583
Other segment items ⁽¹⁾	(31)	49	(14)	104
Total expenses	3,638	3,199	10,948	9,248
Net earnings	<u>\$ 693</u>	<u>\$ 825</u>	<u>\$ 2,119</u>	<u>\$ 2,289</u>
Total assets	\$ 31,221	\$ 30,263	\$ 31,221	\$ 30,263
Capital expenditures, including acquisitions	\$ 1,056	\$ 5,961	\$ 2,976	\$ 7,877

(1) Other segment items included in segment net earnings are exploration expenses, asset impairments, asset dispositions and other, net.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis addresses material changes in our results of operations for the three-month and nine-month periods ended September 30, 2025 compared to previous periods, and in our financial condition and liquidity since December 31, 2024. For information regarding our critical accounting policies and estimates, see our [2024 Annual Report on Form 10-K](#) under “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Executive Overview

We are a leading independent oil and natural gas exploration and production company whose operations are focused onshore in the United States. Our operations are currently focused in four core areas: the Delaware Basin, Rockies, Eagle Ford and Anadarko Basin. Our asset base is underpinned by premium acreage in the economic core of the Delaware Basin and our diverse, top-tier resource plays, providing a deep inventory of opportunities for years to come.

On September 27, 2024, we acquired the Williston Basin business of Grayson Mill for total consideration of approximately \$5.0 billion, consisting of \$3.5 billion of cash and approximately 37.3 million shares of Devon common stock, including purchase price adjustments. The acquisition has allowed us to efficiently expand our oil production and operating scale, creating immediate and long-term, sustainable value to shareholders.

As a company, we remain focused on building economic value by executing on our strategic priorities of moderating production growth, emphasizing capital and operational efficiencies, optimizing reinvestment rates to maximize free cash flow, maintaining low leverage, delivering cash returns to our shareholders and pursuing operational excellence. Our recent performance highlights for these priorities include the following items for the third quarter of 2025:

- Production totaled 853 MBoe/d, exceeding guidance by 2%.
- As of September 30, 2025, completed approximately 83% of our authorized \$5.0 billion share repurchase program with approximately 92.7 million of our common shares purchased for approximately \$4.1 billion, or \$44.70 per share since inception of the plan.
- Exited with \$4.3 billion of liquidity, including \$1.3 billion of cash.
- Generated \$1.7 billion of operating cash flow and \$6.8 billion for the past twelve trailing months.
- Paid dividends of \$151 million and have declared approximately \$150 million of dividends to be paid in the fourth quarter of 2025.
- Early redeemed the \$485 million of 5.85% senior notes due December 15, 2025.
- Closed acquisition of outstanding noncontrolling interests in Cotton Draw Midstream for \$260 million.
- Earnings attributable to Devon were \$687 million, or \$1.09 per diluted share.
- Core earnings (Non-GAAP) were \$656 million, or \$1.04 per diluted share.

Our net earnings and operating cash flow are highly dependent upon oil, gas and NGL prices, which can be volatile due to several varying factors. During the first nine months of 2025, commodity prices have experienced heightened volatility and declines, driven primarily by economic uncertainty in global trade arising from geopolitical events and shifting trade policies, such as the imposition of tariffs by the U.S. and planned oil output increases by OPEC+. Despite the potential negative impacts of higher inflation rates and supply chain disruptions created by these developments, we remain committed to capital discipline and delivering the objectives that underpin our current plan. Our disciplined, returns-driven strategy is designed to adapt to market fluctuations by reducing activity when necessary to maximize free cash flow generation. We will continue to prioritize value creation through moderated capital investment and production growth, particularly with a view of the volatility in commodity prices, supply chain constraints and the economic uncertainty arising from inflation and geopolitical events. Our cash-return objectives remain focused on opportunistic share repurchases, funding our dividends, repaying debt at upcoming maturities and building cash balances.

To emphasize our commitment to maximizing free cash flow and creating value for shareholders, we have implemented a business optimization plan which is anticipated to improve our annual pre-tax cash flow by \$1.0 billion. The plan includes actions to achieve more efficient field-level operations and improvements in drilling and completion costs while improving operating margins and corporate costs. These savings are on track to be achieved by the end of 2026 with approximately \$600 million expected to be completed by the end of 2025.

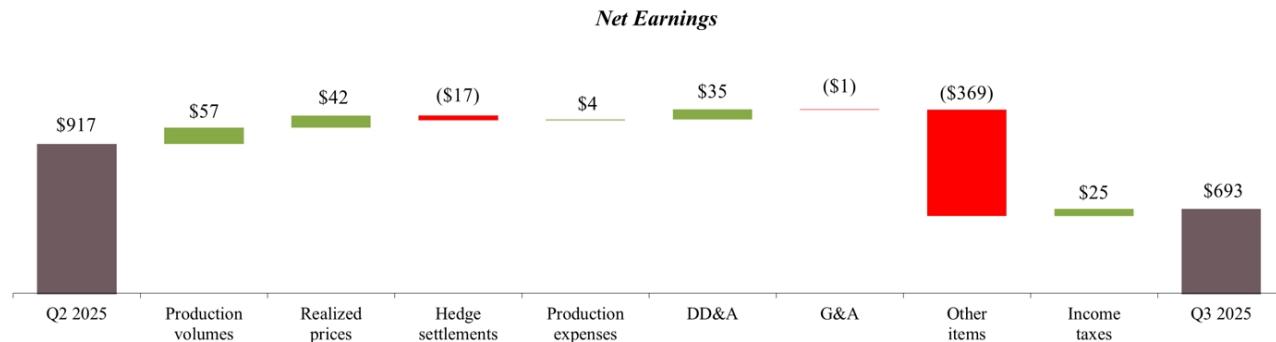
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Results of Operations

The following graphs, discussion and analysis are intended to provide an understanding of our results of operations and current financial condition. To facilitate the review, these numbers are being presented before consideration of noncontrolling interests.

Q3 2025 vs. Q2 2025

Our third quarter 2025 and second quarter 2025 net earnings were \$693 million and \$917 million, respectively. The graph below shows the change in net earnings from the second quarter of 2025 to the third quarter of 2025. The material changes are further discussed by category on the following pages.



Production Volumes

	<u>Q3 2025</u>	<u>% of Total</u>	<u>Q2 2025</u>	<u>Change</u>
Oil (MBbls/d)				
Delaware Basin	223	57%	228	-2%
Rockies	111	28%	104	6%
Eagle Ford	41	11%	39	4%
Anadarko Basin	12	3%	13	-7%
Other	3	1%	3	N/M
Total	390	100%	387	1%
 Gas (MMcf/d)				
Delaware Basin	834	59%	823	1%
Rockies	245	17%	228	7%
Eagle Ford	70	5%	62	13%
Anadarko Basin	261	19%	274	-5%
Other	—	0%	1	N/M
Total	1,410	100%	1,388	2%
 NGLs (MBbls/d)				
Delaware Basin	134	59%	133	0%
Rockies	53	23%	47	13%
Eagle Ford	11	5%	11	1%
Anadarko Basin	30	13%	31	-4%
Other	—	0%	—	N/M
Total	228	100%	222	2%

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	<u>Q3 2025</u>	<u>% of Total</u>	<u>Q2 2025</u>	<u>Change</u>
Combined (MBoe/d)				
Delaware Basin	496	58%	498	0%
Rockies	205	24%	189	9%
Eagle Ford	63	8%	60	5%
Anadarko Basin	85	10%	90	-6%
Other	4	0%	4	N/M
Total	853	100%	841	2%

From the second quarter of 2025 to the third quarter of 2025, the change in volumes contributed to a \$57 million increase in earnings. The increase in volumes was primarily due to new well activity in the Rockies, which was partially offset by natural well declines in the Anadarko Basin.

Realized Prices

	<u>Q3 2025</u>	<u>Realization</u>	<u>Q2 2025</u>	<u>Change</u>
Oil (per Bbl)				
WTI index	\$ 64.92		\$ 63.95	2%
Realized price, unhedged	\$ 63.21	97%	\$ 61.70	2%
Cash settlements	\$ 0.78		\$ 1.27	
Realized price, with hedges	<u>\$ 63.99</u>	99%	<u>\$ 62.97</u>	2%
	<u>Q3 2025</u>	<u>Realization</u>	<u>Q2 2025</u>	<u>Change</u>
Gas (per Mcf)				
Henry Hub index	\$ 3.07		\$ 3.44	-11%
Realized price, unhedged	\$ 1.43	47%	\$ 1.41	1%
Cash settlements	\$ 0.15		\$ 0.15	
Realized price, with hedges	<u>\$ 1.58</u>	51%	<u>\$ 1.56</u>	1%
	<u>Q3 2025</u>	<u>Realization</u>	<u>Q2 2025</u>	<u>Change</u>
NGLs (per Bbl)				
WTI index	\$ 64.92		\$ 63.95	2%
Realized price, unhedged	\$ 17.01	26%	\$ 17.71	-4%
Cash settlements	\$ 0.17		\$ 0.11	
Realized price, with hedges	<u>\$ 17.18</u>	26%	<u>\$ 17.82</u>	-4%
	<u>Q3 2025</u>		<u>Q2 2025</u>	<u>Change</u>
Combined (per Boe)				
Realized price, unhedged	\$ 35.82	\$ 35.43		1%
Cash settlements	\$ 0.64	\$ 0.87		
Realized price, with hedges	<u>\$ 36.46</u>	<u>\$ 36.30</u>		0%

From the second quarter of 2025 to the third quarter of 2025, realized prices contributed to a \$42 million increase in earnings. Unhedged oil and gas prices increased primarily due to higher WTI index prices. The increase was partially offset by lower gas and NGL prices primarily due to lower Henry Hub and Mont Belvieu index prices, respectively.

We currently have approximately 30% and 35% of our remaining anticipated 2025 oil and gas production hedged, respectively. For 2026, we currently have approximately 20% and 30% of our anticipated oil and gas production hedged, respectively.

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Hedge Settlements

	Q3 2025	Q2 2025	Change
Oil	\$ 28	\$ 45	N/M
Natural gas	18	20	N/M
NGL	4	2	N/M
Total cash settlements ⁽¹⁾	<u><u>\$ 50</u></u>	<u><u>\$ 67</u></u>	-25%

(1) Included as a component of oil, gas and NGL derivatives on the consolidated statements of comprehensive earnings.

Cash settlements as presented in the tables above represent realized gains or losses related to the instruments described in [Note 3](#) in "Part I. Financial Information – Item 1. Financial Statements" in this report.

Production Expenses

	Q3 2025	Q2 2025	Change
LOE	\$ 481	\$ 483	0%
Gathering, processing & transportation	213	219	-3%
Production taxes	184	180	2%
Property taxes	17	17	0%
Total	<u><u>\$ 895</u></u>	<u><u>\$ 899</u></u>	0%
Per Boe:			
LOE	\$ 6.14	\$ 6.31	-3%
Gathering, processing & transportation	\$ 2.71	\$ 2.86	-5%
Percent of oil, gas and NGL sales:			
Production taxes	6.5%	6.6%	-2%

Field-Level Cash Margin

The table below presents the field-level cash margin for each of our operating areas. Field-level cash margin is computed as oil, gas and NGL sales less production expenses and is not a measure defined by GAAP. A reconciliation to the comparable GAAP measures is found in "Non-GAAP Measures" in this Item 2. The changes in production volumes, realized prices and production expenses, shown above, had the following impact on our field-level cash margins by asset.

	Q3 2025	\$ per BOE	Q2 2025	\$ per BOE
Field-level cash margin (Non-GAAP)				
Delaware Basin	\$ 1,156	\$ 25.34	\$ 1,114	\$ 24.58
Rockies	433	\$ 23.03	369	\$ 21.45
Eagle Ford	209	\$ 35.86	197	\$ 35.84
Anadarko Basin	105	\$ 13.44	121	\$ 14.85
Other	11	N/M	10	N/M
Total	<u><u>\$ 1,914</u></u>	<u><u>\$ 24.41</u></u>	<u><u>\$ 1,811</u></u>	<u><u>\$ 23.68</u></u>

DD&A

	Q3 2025	Q2 2025	Change
Oil and gas per Boe	\$ 10.89	\$ 11.63	-6%
Oil and gas	\$ 854	\$ 890	-4%
Other property and equipment	25	24	4%
Total DD&A	<u><u>\$ 879</u></u>	<u><u>\$ 914</u></u>	-4%

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G&A

	Q3 2025	Q2 2025	Change
G&A per Boe	\$ 1.46	\$ 1.47	-1%
Labor and benefits	\$ 63	\$ 56	13%
Non-labor	51	57	-11%
Total	\$ 114	\$ 113	1%

Other Items

	Q3 2025	Q2 2025	Change in earnings
Commodity hedge valuation changes ⁽¹⁾	\$ 30	\$ 169	\$ (139)
Marketing and midstream operations	(11)	(19)	8
Exploration expenses	8	20	12
Asset dispositions	(37)	(307)	(270)
Net financing costs	109	116	7
Other, net	(2)	11	13
			<u>\$ (369)</u>

(1) Included as a component of oil, gas and NGL derivatives on the consolidated statements of comprehensive earnings.

We recognize fair value changes on our oil, gas and NGL derivative instruments in each reporting period. The changes in fair value resulted from new positions and settlements that occurred during each period, as well as the relationship between contract prices and the associated forward curves. For additional information, see [Note 3](#) in "Part I. Financial Information – Item 1. Financial Statements" in this report.

During the second quarter of 2025, Devon sold its investment in Matterhorn for \$372 million and recognized a pre-tax gain of \$307 million (\$239 million, net of tax), which was recorded to asset dispositions. The monetization of this investment did not change the terms or conditions of Devon's secured capacity on the pipeline. For additional information, see [Note 12](#) in "Part I. Financial Information - Item 1. Financial Statements" in this report.

Income Taxes

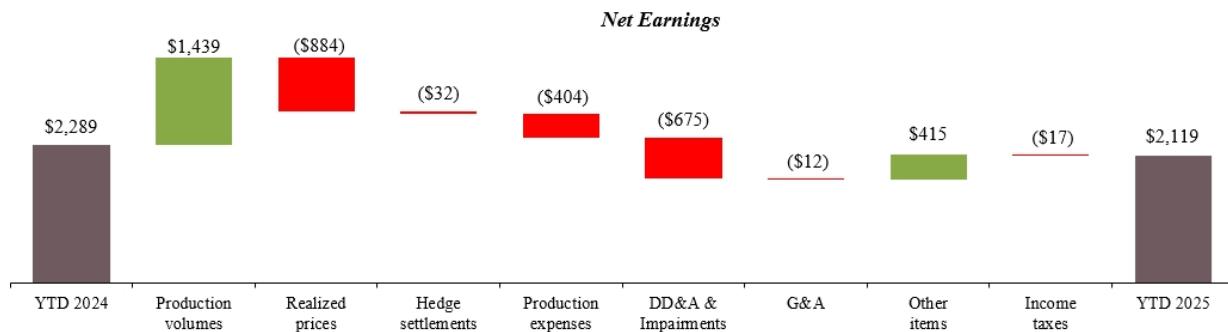
	Q3 2025	Q2 2025
Current expense (benefit)	\$ (44)	\$ 226
Deferred expense	263	18
Total expense	\$ 219	\$ 244
Current tax rate	-5%	19%
Deferred tax rate	29%	2%
Effective income tax rate	24%	21%

On July 4, 2025, OBBB was signed into law. As a result, Devon's third quarter 2025 income tax expense included a current tax benefit of approximately \$155 million and corresponding deferred tax expense associated with the deferral of income taxes resulting from OBBB. We expect continued current tax benefits from OBBB in the fourth quarter of 2025, and, due to the deduction of intangible drilling costs as part of the CAMT computation, we expect the impacts to be more significant in 2026 and beyond. For additional information on income taxes, see [Note 6](#) in "Part I. Financial Information – Item 1. Financial Statements" in this report.

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September 30, 2025 YTD vs. September 30, 2024 YTD

Our nine months ended September 30, 2025 net earnings were \$2.1 billion, compared to net earnings of \$2.3 billion for the first nine months ended September 30, 2024. The graph below shows the change in net earnings from the nine months ended September 30, 2024 to the nine months ended September 30, 2025. The material changes are further discussed by category on the following pages.



Production Volumes

	Nine Months Ended September 30,			
	2025	% of Total	2024	Change
Oil (MBbls/d)				
Delaware Basin	222	57%	219	2%
Rockies	109	28%	50	116%
Eagle Ford	42	11%	44	-6%
Anadarko Basin	12	3%	13	-6%
Other	3	1%	4	N/M
Total	388	100%	330	18%
 Gas (MMcf/d)				
Delaware Basin	801	58%	724	11%
Rockies	235	17%	88	166%
Eagle Ford	83	6%	88	-6%
Anadarko Basin	262	19%	236	11%
Other	—	0%	1	N/M
Total	1,381	100%	1,137	21%
 NGLs (MBbls/d)				
Delaware Basin	129	59%	122	5%
Rockies	48	22%	14	243%
Eagle Ford	12	6%	16	-23%
Anadarko Basin	29	13%	28	3%
Other	—	0%	—	N/M
Total	218	100%	180	21%

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	Nine Months Ended September 30,			
	2025	% of Total	2024	Change
Combined (MBoe/d)				
Delaware Basin	484	58%	462	5%
Rockies	196	24%	79	148%
Eagle Ford	68	8%	75	-8%
Anadarko Basin	84	10%	80	6%
Other	4	0%	4	N/M
Total	836	100%	700	20%

From the nine months ended September 30, 2024 to the nine months ended September 30, 2025, the change in volumes contributed to a \$1.4 billion increase in earnings. Volumes increased primarily due to the Grayson Mill acquisition in the Rockies, which closed in the third quarter of 2024, as well as new well activity in the Delaware and Anadarko Basins.

Realized Prices

	Nine Months Ended September 30,			
	2025	Realization	2024	Change
Oil (per Bbl)				
WTI index	\$ 66.79		\$ 77.61	-14%
Realized price, unhedged	\$ 64.66	97%	\$ 76.08	-15%
Cash settlements	\$ 0.69		\$ 0.05	
Realized price, with hedges	\$ 65.35	98%	\$ 76.13	-14%

	Nine Months Ended September 30,			
	2025	Realization	2024	Change
Gas (per Mcf)				
Henry Hub index	\$ 3.39		\$ 2.10	61%
Realized price, unhedged	\$ 1.78	53%	\$ 0.75	138%
Cash settlements	\$ 0.08		\$ 0.42	
Realized price, with hedges	\$ 1.86	55%	\$ 1.17	59%

	Nine Months Ended September 30,			
	2025	Realization	2024	Change
NGLs (per Bbl)				
WTI index	\$ 66.79		\$ 77.61	-14%
Realized price, unhedged	\$ 18.79	28%	\$ 19.84	-5%
Cash settlements	\$ 0.07		\$ 0.05	
Realized price, with hedges	\$ 18.86	28%	\$ 19.89	-5%

	Nine Months Ended September 30,			
	2025	2024	Change	
Combined (per Boe)				
Realized price, unhedged	\$ 37.86	\$ 42.19		-10%
Cash settlements	\$ 0.47	\$ 0.73		
Realized price, with hedges	\$ 38.33	\$ 42.92		-11%

From the nine months ended September 30, 2024 to the nine months ended September 30, 2025, realized prices contributed to a \$884 million decrease in earnings. This decrease was primarily due to lower unhedged realized oil and NGL prices which decreased primarily due to lower WTI and Mont Belvieu index prices, respectively. This decrease was partially offset by an increase in unhedged realized gas prices which was primarily due to higher Henry Hub index prices. Realized prices were also positively impacted by oil, gas and NGL hedge cash settlements.

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Hedge Settlements

	Nine Months Ended September 30,			Change
	2025	2024		
Oil	\$ 73	\$ 4		N/M
Natural gas	30	132		N/M
NGL	4	3		N/M
Total cash settlements ⁽¹⁾	<u>\$ 107</u>	<u>\$ 139</u>		-23%

(1) Included as a component of oil, gas and NGL derivatives on the consolidated statements of comprehensive earnings.

Cash settlements as presented in the tables above represent realized gains or losses related to the instruments described in [Note 3](#) in “Part I. Financial Information – Item 1. Financial Statements” in this report.

Production Expenses

	Nine Months Ended September 30,			Change
	2025	2024		
LOE	\$ 1,443	\$ 1,129		28%
Gathering, processing & transportation	636	577		10%
Production taxes	576	542		6%
Property taxes	51	54		-6%
Total	<u>\$ 2,706</u>	<u>\$ 2,302</u>		18%
Per Boe:				
LOE	\$ 6.32	\$ 5.89		7%
Gathering, processing & transportation	\$ 2.78	\$ 3.01		-7%
Percent of oil, gas and NGL sales:				
Production taxes	6.7%	6.7%		0%

Production expenses increased in the first nine months of 2025 primarily due to increased activity in the Rockies related to the Grayson Mill acquisition in addition to new well activity in the Delaware Basin.

Field-Level Cash Margin

The table below presents the field-level cash margin for each of our operating areas. Field-level cash margin is computed as oil, gas and NGL sales less production expenses and is not a measure defined by GAAP. A reconciliation to the comparable GAAP measures is found in “Non-GAAP Measures” in this Item 2. The changes in production volumes, realized prices and production expenses, shown above, had the following impact on our field-level cash margins by asset.

Field-level cash margin (Non-GAAP)	Nine Months Ended September 30,			\$ per BOE
	2025	\$ per BOE	2024	
Delaware Basin	\$ 3,553	\$ 26.89	\$ 3,938	\$ 31.13
Rockies	1,311	24.48	634	\$ 29.21
Eagle Ford	676	36.67	842	\$ 41.16
Anadarko Basin	362	15.69	329	\$ 15.00
Other	37	N/M	45	N/M
Total	<u>\$ 5,939</u>	<u>\$ 26.01</u>	<u>\$ 5,788</u>	\$ 30.19

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DD&A and Asset Impairments

	Nine Months Ended September 30,		
	2025	2024	Change
Oil and gas per Boe	\$ 11.52	\$ 11.54	0%
Oil and gas	\$ 2,630	\$ 2,213	19%
Other property and equipment	75	71	6%
Total DD&A	\$ 2,705	\$ 2,284	18%
Asset impairments	\$ 254	\$ —	N/M

DD&A increased in the first nine months of 2025 primarily due to higher volumes driven by the Grayson Mill acquisition and new well activity in the Delaware Basin.

In the first quarter of 2025, Devon rationalized two headquarters-related real estate assets resulting in total asset impairments of \$254 million. See [Note 5](#) in "Part I. Financial Information – Item 1. Financial Statements" of this report for further discussion.

G&A

	Nine Months Ended September 30,		
	2025	2024	Change
G&A per Boe	\$ 1.56	\$ 1.80	-13%
Labor and benefits	\$ 189	\$ 195	-3%
Non-labor	168	150	12%
Total	\$ 357	\$ 345	3%

While our G&A increased in the first nine months of 2025, our G&A per BOE rate has decreased due to the Grayson Mill acquisition efficiently expanding our operating scale and production.

Other Items

	Nine Months Ended September 30,		
	2025	2024	Change in earnings
Commodity hedge valuation changes ⁽¹⁾	\$ 111	\$ (34)	\$ 145
Marketing and midstream operations	(42)	(48)	6
Exploration expenses	38	16	(22)
Asset dispositions	(342)	16	358
Net financing costs	348	240	(108)
Other, net	36	72	36
			\$ 415

(1) Included as a component of oil, gas and NGL derivatives on the consolidated statements of comprehensive earnings.

We recognize fair value changes on our oil, gas and NGL derivative instruments in each reporting period. The changes in fair value resulted from new positions and settlements that occurred during each period, as well as the relationship between contract prices and the associated forward curves. For additional information, see [Note 3](#) in "Part I. Financial Information – Item 1. Financial Statements" in this report.

During the second quarter of 2025, Devon sold its investment in Matterhorn for \$372 million and recognized a pre-tax gain of \$307 million (\$239 million, net of tax), which was recorded to asset dispositions. The monetization of this investment did not change the terms or conditions of Devon's secured capacity on the pipeline. For additional information, see [Note 12](#) in "Part I. Financial Information - Item 1. Financial Statements" in this report.

During the third quarter of 2024, we issued \$3.25 billion of debt to partially fund the Grayson Mill acquisition. Additionally, we retired \$472 million of debt in the third quarter of 2024. During the third quarter of 2025, Devon early redeemed the \$485 million of 5.85% senior notes due in December 2025 pursuant to the "par-call" rights set forth in the indenture document. For additional information, see [Note 13](#) in "Part I. Financial Information - Item 1. Financial Statements" in this report.

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Income Taxes

	Nine Months Ended September 30,	
	2025	2024
Current expense	\$ 278	\$ 340
Deferred expense	322	243
Total expense	\$ 600	\$ 583
Current tax rate	10%	12%
Deferred tax rate	12%	8%
Effective income tax rate	22%	20%

On July 4, 2025, OBBB was signed into law. As a result, Devon's third quarter 2025 income tax expense included a current tax benefit of approximately \$155 million and corresponding deferred tax expense associated with the deferral of income taxes resulting from OBBB. We expect continued current tax benefits from OBBB in the fourth quarter of 2025, and, due to the deduction of intangible drilling costs as part of the CAMT computation, we expect the impacts to be more significant in 2026 and beyond. For information on income taxes, see [Note 6](#) in "Part I. Financial Information – Item 1. Financial Statements" in this report.

Capital Resources, Uses and Liquidity

Sources and Uses of Cash

The following table presents the major changes in cash and cash equivalents for the three and nine months ended September 30, 2025 and 2024.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Operating cash flow	\$ 1,690	\$ 1,663	\$ 5,177	\$ 4,936
Grayson Mill acquired cash	—	147	—	147
Capital expenditures	(870)	(877)	(2,760)	(2,719)
Acquisitions of property and equipment	(197)	(3,602)	(221)	(3,692)
Divestitures of property, equipment and investments	38	—	543	18
Investment activity, net	5	(17)	15	(43)
Debt activity, net	(485)	2,747	(485)	2,747
Repurchases of common stock	(250)	(295)	(800)	(756)
Common stock dividends	(151)	(272)	(470)	(794)
Noncontrolling interest activity, net	(260)	10	(269)	8
Repayment of finance lease	—	—	(274)	—
Other	(1)	3	(24)	(51)
Net change in cash, cash equivalents and restricted cash	\$ (481)	\$ (493)	\$ 432	\$ (199)
Cash, cash equivalents and restricted cash at end of period	<u>\$ 1,278</u>	<u>\$ 676</u>	<u>\$ 1,278</u>	<u>\$ 676</u>

Operating Cash Flow

As presented in the table above, net cash provided by operating activities continued to be a significant source of capital and liquidity. Operating cash flow funded our capital expenditures, and we continued to return value to our shareholders by utilizing cash flow and cash balances for share repurchases and dividends.

Capital Expenditures

The amounts in the table below reflect cash payments for capital expenditures, including cash paid for capital expenditures incurred in prior periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Delaware Basin	\$ 462	\$ 516	\$ 1,418	\$ 1,589
Rockies	197	91	652	261
Eagle Ford	138	177	431	536
Anadarko Basin	34	55	118	174
Other	1	1	3	4
Total oil and gas	832	840	2,622	2,564
Midstream	29	12	95	79
Other	9	25	43	76
Total capital expenditures	<u>\$ 870</u>	<u>\$ 877</u>	<u>\$ 2,760</u>	<u>\$ 2,719</u>

Capital expenditures consist primarily of amounts related to our oil and gas exploration and development operations, midstream operations and other corporate activities. Our capital investment program is driven by a disciplined allocation process focused on moderating our production growth and maximizing our returns. As such, our capital expenditures for the first nine months of 2025 represented approximately 53% of our operating cash flow.

Acquisitions of Property and Equipment

During the first nine months of 2025, we completed acquisitions of property primarily related to state and federal land sales in the Delaware Basin.

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Divestitures of Property, Equipment and Investments

During the first nine months of 2025, we generated additional cash flow by monetizing our investment in Matterhorn for \$372 million and divesting headquarters-related real estate assets for \$134 million as part of our real estate rationalization initiatives. These proceeds will be used to further strengthen our investment-grade financial position. For additional information regarding these divestitures, see [Note 12](#) and [Note 5](#), respectively, in “Part I. Financial Information – Item 1. Financial Statements” in this report.

During the first nine months of 2025 and 2024, we received \$20 million in contingent earnout payments related to assets previously sold. For additional information, see [Note 2](#) in “Part I. Financial Information – Item 1. Financial Statements” in this report.

Investment Activity

During the first nine months of 2025 and 2024, we received distributions from our investments of \$27 million and \$35 million, respectively. We contributed \$12 million and \$78 million to our investments during the first nine months of 2025 and 2024, respectively.

Debt Activity

In the third quarter of 2025, Devon early redeemed the \$485 million of 5.85% senior notes due in December 2025 pursuant to the “par-call” rights set forth in the indenture document.

In the third quarter of 2024, Devon issued \$1.25 billion of 5.20% senior notes due 2034 and \$1.0 billion of 5.75% senior notes due 2054. Additionally, in the third quarter of 2024, Devon borrowed \$1.0 billion on the Term Loan. These debt issuances helped fund the Grayson Mill acquisition. In the third quarter of 2024, Devon retired \$472 million of debt.

Shareholder Distributions and Stock Activity

We repurchased approximately 23.7 million shares of common stock for \$800 million and approximately 16.3 million shares of common stock for \$744 million under the share repurchase program authorized by our Board of Directors in the first nine months of 2025 and 2024, respectively. For additional information, see [Note 16](#) in “Part I. Financial Information – Item 1. Financial Statements” in this report.

The following table summarizes our common stock dividends during the third quarter and total for the first nine months of 2025 and 2024. Devon most recently raised its fixed dividend by 9% from \$0.22 to \$0.24 per share in the first quarter of 2025.

		Dividends		Rate Per Share
2025:				
First quarter		\$ 163	\$	0.24
Second quarter		156	\$	0.24
Third quarter		151	\$	0.24
Total year-to-date		<u><u>\$ 470</u></u>		
2024:				
First quarter		\$ 299	\$	0.44
Second quarter		223	\$	0.35
Third quarter		272	\$	0.44
Total year-to-date ⁽¹⁾		<u><u>\$ 794</u></u>		

(1) In the first nine months of 2024, Devon paid variable dividends totaling \$377 million in addition to its recurring fixed dividend.

Noncontrolling Interest Activity, net

On August 1, 2025, Devon completed the acquisition of all outstanding noncontrolling interests in CDM for \$260 million. Accordingly, all future net income and cash flows from CDM are fully attributable to Devon and there will be no further distributions to or contributions from noncontrolling interest holders.

During the first nine months of 2025 and 2024, we distributed \$23 million and \$36 million, respectively, to our noncontrolling interests in CDM. During the first nine months of 2025 and 2024, we received \$14 million and \$44 million, respectively, in contributions from our noncontrolling interests.

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Repayment of Finance Lease

During the first nine months of 2025, we paid \$274 million in cash to extinguish a financing lease related to a headquarters-related real estate asset as part of our real estate rationalization initiatives. For additional information, see [Note 14](#) in “Part I. Financial Information – Item 1. Financial Statements” in this report.

Liquidity

The business of exploring for, developing and producing oil and natural gas is capital intensive. Because oil, natural gas and NGL reserves are a depleting resource, we, like all upstream operators, must continually make capital investments to grow and even sustain production. Generally, our capital investments are focused on drilling and completing new wells and maintaining production from existing wells. At opportunistic times, we also acquire operations and properties from other operators or landowners to enhance our existing portfolio of assets.

On September 27, 2024, Devon acquired the Williston Basin business of Grayson Mill. This acquisition added a high-margin production mix that has enhanced our position and efficiently expanded our operating scale and production. The acquisition continues to deliver sustainable accretion to earnings and free cash flow further supporting our cash-return business model, which moderates growth, emphasizes capital efficiencies and prioritizes cash returns to shareholders.

To emphasize our commitment to maximizing free cash flow and creating value for shareholders, we have implemented a business optimization plan which is anticipated to improve our annual pre-tax cash flow by \$1.0 billion. These optimization initiatives will be primarily focused on capital efficiencies, production optimization, commercial opportunities and corporate cost reductions. These savings are on track to be achieved by the end of 2026 with approximately \$600 million expected to be completed by the end of 2025.

Historically, our primary sources of capital funding and liquidity have been our operating cash flow, cash on hand and asset divestiture proceeds. Additionally, we maintain a commercial paper program, supported by our revolving line of credit, which can be accessed as needed to supplement operating cash flow and cash balances. If needed, we can also issue debt and equity securities, including through transactions under our shelf registration statement filed with the SEC. We estimate the combination of our sources of capital will continue to be adequate to fund our planned capital requirements as discussed in this section as well as return cash to shareholders.

Operating Cash Flow

Key inputs into determining our planned capital investment are the amount of cash we hold and operating cash flow we expect to generate over the next one to three or more years. At the end of the third quarter of 2025, we held approximately \$1.3 billion of cash. Our operating cash flow forecasts are sensitive to many variables and include a measure of uncertainty as actual results may differ from our expectations.

Commodity Prices – The most uncertain and volatile variables for our operating cash flow are the prices of the oil, gas and NGLs we produce and sell. Prices are determined primarily by prevailing market conditions. Regional and worldwide economic activity, weather, changes in public policy, including the imposition of tariffs by the U.S. or other countries, and other highly variable factors influence market conditions for these products. These factors, which are difficult to predict, create volatility in prices and are beyond our control.

To mitigate some of the risk inherent in prices, we utilize various derivative financial instruments to protect a portion of our production against downside price risk. The key terms to our oil, gas and NGL derivative financial instruments as of September 30, 2025 are presented in [Note 3](#) in “Part I. Financial Information – Item 1. Financial Statements” of this report.

Further, when considering the current commodity price environment and our current hedge position, we expect to achieve our capital investment priorities. We remain committed to capital discipline and focused on delivering the objectives that underpin our capital plan for 2025. However, if commodity prices decline further, we will adapt our plan by reducing activity in order to maximize free cash flow.

Operating Expenses – Commodity prices can also affect our operating cash flow through an indirect effect on operating expenses. Significant commodity price decreases can lead to a decrease in drilling and development activities. As a result, the demand and cost for people, services, equipment and materials may also decrease, causing a positive impact on our cash flow as the prices paid for services and equipment decline. However, the inverse is also generally true during periods of rising commodity prices.

Additionally, the economic uncertainty in global trade arising from geopolitical events and shifting trade policies, such as the imposition of tariffs by the U.S., may contribute to higher inflation rates and disrupt supply chains, negatively impacting our cash flow. While we actively work to mitigate the impact of these potential risks through operational efficiencies gained from the scale of our operations as well as by leveraging long-standing relationships with our suppliers, the ultimate impacts remain uncertain.

Credit Losses – Our operating cash flow is also exposed to credit risk in a variety of ways. This includes the credit risk related to customers who purchase our oil, gas and NGL production, the collection of receivables from our joint interest owners for their

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proportionate share of expenditures made on projects we operate and counterparties to our derivative financial contracts. We utilize a variety of mechanisms to limit our exposure to the credit risks of our customers, joint interest owners and counterparties. Such mechanisms include, under certain conditions, requiring letters of credit, prepayments or cash collateral postings.

Credit Availability

As of September 30, 2025, we had approximately \$3.0 billion of available borrowing capacity under our Senior Credit Facility. This credit facility supports our \$3.0 billion of short-term credit under our commercial paper program. At September 30, 2025, there were no borrowings under our commercial paper program, and we were in compliance with the Senior Credit Facility's financial covenant.

Debt Ratings

We receive debt ratings from the major ratings agencies in the U.S. In determining our debt ratings, the agencies consider a number of qualitative and quantitative items including, but not limited to, commodity pricing levels, our liquidity, asset quality, reserve mix, debt levels, cost structure, planned asset sales and the size and scale of our production. Our credit rating from Standard and Poor's Financial Services is BBB with a stable outlook. Our credit rating from Fitch is BBB+ with a stable outlook. Our credit rating from Moody's Investor Service is Baa2 with a stable outlook. Any rating downgrades may result in additional letters of credit or cash collateral being posted under certain contractual arrangements.

There are no "rating triggers" in any of our contractual debt obligations that would accelerate scheduled maturities should our debt rating fall below a specified level. However, a downgrade could adversely impact our interest rate on our Term Loan or any credit facility borrowings and the ability to economically access debt markets in the future.

Cash Returns to Shareholders

We are committed to returning cash to shareholders through dividends and share repurchases. Our Board of Directors will consider a number of factors when setting the quarterly dividend, if any, including a general target of paying out approximately 10% of operating cash flow through the fixed dividend. In addition to the fixed quarterly dividend, we may pay a variable dividend or complete share repurchases. The declaration and payment of any future dividend, whether fixed or variable, will remain at the full discretion of our Board of Directors and will depend on our financial results, cash requirements, future prospects and other factors deemed relevant by the Board.

In November 2025, Devon announced a cash dividend in the amount of \$0.24 per share payable in the fourth quarter of 2025 and will total approximately \$150 million.

Our Board of Directors has authorized a \$5.0 billion share repurchase program that expires on June 30, 2026. Through October 2025, we had executed \$4.2 billion of the authorized program.

Capital Expenditures

Our capital expenditures budget for the remainder of 2025 is expected to be approximately \$0.9 billion to \$1.0 billion.

Critical Accounting Estimates

Purchase Accounting

Periodically, we acquire assets and assume liabilities in transactions accounted for as business combinations, such as the acquisition of the Williston Basin business of Grayson Mill. In connection with the acquisition, we allocated the \$5.0 billion of purchase price consideration to the assets acquired and liabilities assumed based on estimated fair values as of the date of the acquisition.

We made a number of assumptions in estimating the fair value of assets acquired and liabilities assumed in the acquisition. The most significant assumptions relate to the estimated fair values of proved and unproved oil and gas properties. Since sufficient market data was not available regarding the fair values of proved and unproved oil and gas properties, we prepared estimates and engaged third-party valuation experts. Significant judgments and assumptions are inherent in these estimates and include, among other things, estimates of reserve quantities, estimates of future commodity prices, drilling plans, expected development costs, lease operating costs, reserve risk adjustment factors and an estimate of an applicable market participant discount rate that reflects the risk of the underlying cash flow estimates.

Estimated fair values ascribed to assets acquired can have a significant impact on future results of operations presented in Devon's financial statements. A higher fair value ascribed to a property results in higher DD&A expense, which results in lower net earnings. Fair values are based on estimates of future commodity prices, reserve quantities, development costs and operating costs. In the event that future commodity prices or reserve quantities are lower than those used as inputs to determine estimates of acquisition date fair values, the likelihood increases that certain costs may be determined to not be recoverable.

For additional information regarding our critical accounting policies and estimates, see our [2024 Annual Report on Form 10-K](#).

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Non-GAAP Measures

We utilize “core earnings attributable to Devon” and “core earnings per share attributable to Devon” that are not required by or presented in accordance with GAAP. These non-GAAP measures are not alternatives to GAAP measures and should not be considered in isolation or as a substitute for analysis of our results reported under GAAP. Core earnings attributable to Devon, as well as the per share amount, represent net earnings excluding certain non-cash and other items that are typically excluded by securities analysts in their published estimates of our financial results. Our non-GAAP measures are typically used as a quarterly performance measure. Amounts excluded relate to asset dispositions, non-cash asset impairments (including unproved asset impairments), change in tax laws, deferred tax asset valuation allowance, fair value changes in derivative financial instruments and restructuring and transaction costs.

We believe these non-GAAP measures facilitate comparisons of our performance to earnings estimates published by securities analysts. We also believe these non-GAAP measures can facilitate comparisons of our performance between periods and to the performance of our peers.

Below are reconciliations of core earnings and core earnings per share attributable to Devon to comparable GAAP measures.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	Before Tax	After Tax	After NCI	Per Diluted Share	Before Tax	After Tax	After NCI	Per Diluted Share
2025:								
Earnings attributable to Devon (GAAP)	\$ 912	\$ 693	\$ 687	\$ 1.09	\$ 2,719	\$ 2,119	\$ 2,080	\$ 3.27
Adjustments:								
Asset dispositions	(37)	(28)	(28)	(0.04)	(342)	(266)	(266)	(0.42)
Asset and exploration impairments	1	1	1	—	264	205	205	0.32
Change in tax laws	—	11	11	0.02	—	11	11	0.02
Fair value changes in financial instruments	(29)	(22)	(22)	(0.04)	(113)	(87)	(87)	(0.14)
Restructuring and transaction costs	9	7	7	0.01	36	28	28	0.04
Core earnings attributable to Devon (Non-GAAP)	<u>\$ 856</u>	<u>\$ 662</u>	<u>\$ 656</u>	<u>\$ 1.04</u>	<u>\$ 2,564</u>	<u>\$ 2,010</u>	<u>\$ 1,971</u>	<u>\$ 3.09</u>
2024:								
Earnings attributable to Devon (GAAP)	\$ 1,064	\$ 825	\$ 812	\$ 1.30	\$ 2,872	\$ 2,289	\$ 2,252	\$ 3.59
Adjustments:								
Asset dispositions	—	—	—	—	16	12	12	0.02
Asset and exploration impairments	1	1	1	—	2	2	2	—
Deferred tax asset valuation allowance	—	(7)	(7)	(0.01)	—	(4)	(4)	(0.01)
Fair value changes in financial instruments	(167)	(129)	(129)	(0.20)	37	30	30	0.05
Restructuring and transaction costs	8	6	6	0.01	8	6	6	0.01
Core earnings attributable to Devon (Non-GAAP)	<u>\$ 906</u>	<u>\$ 696</u>	<u>\$ 683</u>	<u>\$ 1.10</u>	<u>\$ 2,935</u>	<u>\$ 2,335</u>	<u>\$ 2,298</u>	<u>\$ 3.66</u>

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EBITDAX and Field-Level Cash Margin

To assess the performance of our assets, we use EBITDAX and Field-Level Cash Margin. We compute EBITDAX as net earnings before income tax expense; financing costs, net; exploration expenses; DD&A; asset impairments; asset disposition gains and losses; non-cash share-based compensation; non-cash valuation changes for derivatives and financial instruments; restructuring and transaction costs; accretion on discounted liabilities; and other items not related to our normal operations. Field-Level Cash Margin is computed as oil, gas and NGL sales less production expenses. Production expenses consist of lease operating, gathering, processing and transportation expenses, as well as production and property taxes.

We exclude financing costs from EBITDAX to assess our operating results without regard to our financing methods or capital structure. Exploration expenses and asset disposition gains and losses are excluded from EBITDAX because they generally are not indicators of operating efficiency for a given reporting period. DD&A and impairments are excluded from EBITDAX because capital expenditures are evaluated at the time capital costs are incurred. We exclude share-based compensation, valuation changes, restructuring and transaction costs, accretion on discounted liabilities and other items from EBITDAX because they are not considered a measure of asset operating performance.

We believe EBITDAX and Field-Level Cash Margin provide information useful in assessing our operating and financial performance across periods. EBITDAX and Field-Level Cash Margin as defined by Devon may not be comparable to similarly titled measures used by other companies and should be considered in conjunction with net earnings from operations.

Below are reconciliations of net earnings to EBITDAX and a further reconciliation to Field-Level Cash Margin.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net earnings (GAAP)	\$ 693	\$ 825	\$ 2,119	\$ 2,289
Financing costs, net	109	88	348	240
Income tax expense	219	239	600	583
Exploration expenses	8	4	38	16
Depreciation, depletion and amortization	879	794	2,705	2,284
Asset impairments	—	—	254	—
Asset dispositions	(37)	—	(342)	16
Share-based compensation	21	24	67	74
Derivative and financial instrument non-cash valuation changes	(30)	(166)	(111)	34
Accretion on discounted liabilities and other	(2)	45	36	72
EBITDAX (Non-GAAP)	1,860	1,853	5,714	5,608
Marketing and midstream revenues and expenses, net	11	17	42	48
Commodity derivative cash settlements	(50)	(61)	(107)	(139)
General and administrative expenses, cash-based	93	93	290	271
Field-level cash margin (Non-GAAP)	<u>\$ 1,914</u>	<u>\$ 1,902</u>	<u>\$ 5,939</u>	<u>\$ 5,788</u>

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Commodity Price Risk

As of September 30, 2025, we have commodity derivatives that pertain to a portion of our estimated production for the last three months of 2025, as well as for 2026 and 2027. The key terms to our open oil, gas and NGL derivative financial instruments are presented in [Note 3](#) in “Part I. Financial Information – Item 1. Financial Statements” in this report.

The fair values of our commodity derivatives are largely determined by the forward curves of the relevant price indices. At September 30, 2025, a 10% change in the forward curves associated with our commodity derivative instruments would have changed our net positions by approximately \$200 million.

Interest Rate Risk

At September 30, 2025, we had total debt of \$8.4 billion. Of this debt, \$7.4 billion was comprised of debentures and notes that have fixed interest rates which averaged 5.7%. We also have a \$1.0 billion Term Loan which has a variable interest rate that is adjusted monthly. The interest rate on the Term Loan was 5.8% at September 30, 2025.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We have established disclosure controls and procedures to ensure that material information relating to Devon, including its consolidated subsidiaries, is made known to the officers who certify Devon's financial reports and to other members of senior management and the Board of Directors.

Based on their evaluation, our principal executive and principal financial officers have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective as of September 30, 2025 to ensure that the information required to be disclosed by Devon in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. Other Information

Item 1. Legal Proceedings

We are involved in various legal proceedings incidental to our business. However, to our knowledge as of the date of this report and subject to the environmental matters noted below and in Part I, Item 3. Legal Proceedings of our [2024 Annual Report on Form 10-K](#), including the updates disclosed in our [Second Quarter 2025 Quarterly Report on Form 10-Q](#), there were no material pending legal proceedings to which we are a party or to which any of our property is subject. For more information on our legal contingencies, see [Note 17](#) in “Part I. Financial Information – Item 1. Financial Statements” of this report.

On August 28, 2025, we received a NOV from the EPA relating to alleged air permit violations by Devon Energy Production Company, L.P. and WPX Energy Permian, LLC, each of which is a wholly-owned subsidiary of the Company, during 2024 in New Mexico and western Texas. We have been engaging with the EPA to resolve this matter, which remains ongoing, and management cannot predict its ultimate outcome; however, resolution of this matter may result in a fine or penalty in excess of \$300,000.

Please see our [2024 Annual Report on Form 10-K](#) and other SEC filings for additional information.

Item 1A. Risk Factors

There have been no material changes to the information included in Item 1A. “Risk Factors” in our [2024 Annual Report on Form 10-K](#).

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information regarding purchases of our common stock that were made by us during the third quarter of 2025 (shares in thousands).

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ⁽²⁾
July 1 - July 31	2,082	\$ 33.27	2,073	\$ 1,038
August 1 - August 31	3,084	\$ 33.84	3,052	\$ 935
September 1 - September 30	2,204	\$ 35.11	2,199	\$ 857
Total	7,370	\$ 34.06	7,324	

(1) In addition to shares purchased under the share repurchase program described below, these amounts include 46 thousand shares received by us from employees for the payment of personal income tax withholdings on vesting transactions.

(2) On November 2, 2021, we announced a \$1.0 billion share repurchase program that would expire on December 31, 2022. Through subsequent approvals, including most recently in July 2024, Devon's Board of Directors expanded the share repurchase program authorization to \$5.0 billion, with a June 30, 2026 expiration date. In the third quarter of 2025, we repurchased 7.3 million common shares for \$250 million, or \$34.06 per share, under this share repurchase program. For additional information, see [Note 16](#) in “Part I. Financial Information – Item 1. Financial Statements” in this report.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended September 30, 2025, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

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Item 6. Exhibits

Exhibit Number	Description
31.1	<u>Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	<u>Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	Inline XBRL Instance Document – the XBRL Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema with Embedded Linkbase Documents.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

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

DEVON ENERGY CORPORATION

Date: November 6, 2025

/s/ John B. Sherrer

John B. Sherrer

Vice President, Accounting and Controller

CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Clay M. Gaspar, certify that:

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

Date: November 6, 2025

/s/ Clay M. Gaspar
Clay M. Gaspar
President and Chief Executive Officer

CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey L. Ritenour, certify that:

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

Date: November 6, 2025

/s/ Jeffrey L. Ritenour
Jeffrey L. Ritenour
Executive Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Report of Devon Energy Corporation (“Devon”) on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Clay M. Gaspar, President and Chief Executive Officer of Devon, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Devon.

/s/ Clay M. Gaspar

Clay M. Gaspar

President and Chief Executive Officer

November 6, 2025

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Report of Devon Energy Corporation (“Devon”) on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jeffrey L. Ritenour, Executive Vice President and Chief Financial Officer of Devon, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Devon.

/s/ Jeffrey L. Ritenour

Jeffrey L. Ritenour

Executive Vice President and Chief Financial Officer

November 6, 2025
