

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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended December 31, 2024
OR

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

For the transition period from ____ to ____
Commission File Number 1-3880

NATIONAL FUEL GAS COMPANY

(Exact name of registrant as specified in its charter)

<u>New Jersey</u> (State or other jurisdiction of incorporation or organization) 6363 Main Street <u>Williamsville, New York</u> (Address of principal executive offices)	<u>13-1086010</u> (I.R.S. Employer Identification No.) <u>14221</u> (Zip Code)
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(716) 857-7000
(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$1.00 per share	NFG	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, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	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 Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common stock, par value \$1.00 per share, outstanding at December 31, 2024: 90,612,955 shares.

GLOSSARY OF TERMS

Frequently used abbreviations, acronyms, or terms used in this report:

National Fuel Gas Companies

Company	The Registrant, the Registrant and its subsidiaries or the Registrant's subsidiaries as appropriate in the context of the disclosure
Distribution Corporation	National Fuel Gas Distribution Corporation
Empire	Empire Pipeline, Inc.
Midstream Company	National Fuel Gas Midstream Company, LLC
National Fuel	National Fuel Gas Company
Registrant	National Fuel Gas Company
Seneca	Seneca Resources Company, LLC
Supply Corporation	National Fuel Gas Supply Corporation

Regulatory Agencies

CFTC	Commodity Futures Trading Commission
EPA	United States Environmental Protection Agency
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
IRS	Internal Revenue Service
NYDEC	New York State Department of Environmental Conservation
NYPSC	State of New York Public Service Commission
PaPUC	Pennsylvania Public Utility Commission
PHMSA	Pipeline and Hazardous Materials Safety Administration
SEC	Securities and Exchange Commission

Other

2024 Form 10-K	The Company's Annual Report on Form 10-K for the year ended September 30, 2024
2017 Tax Reform Act	Tax legislation referred to as the "Tax Cuts and Jobs Act," enacted December 22, 2017.
Bcf	Billion cubic feet (of natural gas)
Bcfe (or Mcfe) – represents Bcf (or Mcf) Equivalent	The total heat value (Btu) of natural gas and oil expressed as a volume of natural gas. The Company uses a conversion formula of 1 barrel of oil = 6 Mcf of natural gas.
Btu	British thermal unit; the amount of heat needed to raise the temperature of one pound of water one degree Fahrenheit
Capital expenditure	Represents additions to property, plant, and equipment, or the amount of money a company spends to buy capital assets or upgrade its existing capital assets.
Cashout revenues	A cash resolution of a gas imbalance whereby a customer (e.g. a marketer) pays for gas the customer receives in excess of amounts delivered into pipeline/storage or distribution systems by the customer's shipper.
CLCPA	Legislation referred to as the "Climate Leadership & Community Protection Act," enacted by the State of New York on July 18, 2019.
Degree day	A measure of the coldness of the weather experienced, based on the extent to which the daily average temperature falls below a reference temperature, usually 65 degrees Fahrenheit.
Derivative	A financial instrument or other contract, the terms of which include an underlying variable (a price, interest rate, index rate, exchange rate, or other variable) and a notional amount (number of units, barrels, cubic feet, etc.). The terms also permit for the instrument or contract to be settled net and no initial net investment is required to enter into the financial instrument or contract. Examples include futures contracts, forward contracts, options, no cost collars and swaps.
Development costs	Costs incurred to obtain access to proved gas and oil reserves and to provide facilities for extracting, treating, gathering and storing the gas and oil.

Dth	Decatherm; one Dth of natural gas has a heating value of 1,000,000 British thermal units, approximately equal to the heating value of 1 Mcf of natural gas.
Exchange Act	Securities Exchange Act of 1934, as amended
Expenditures for long-lived assets	Includes capital expenditures, stock acquisitions and/or investments in partnerships.
Exploration costs	Costs incurred in identifying areas that may warrant examination, as well as costs incurred in examining specific areas, including drilling exploratory wells.
Exploratory well	A well drilled in unproven or semi-proven territory for the purpose of ascertaining the presence underground of a commercial hydrocarbon deposit.
Firm transportation and/or storage	The transportation and/or storage service that a supplier of such service is obligated by contract to provide and for which the customer is obligated to pay whether or not the service is utilized.
GAAP	Accounting principles generally accepted in the United States of America
Goodwill	An intangible asset representing the difference between the fair value of a company and the price at which a company is purchased.
Hedging	A method of minimizing the impact of price, interest rate, and/or foreign currency exchange rate changes, often through the use of derivative financial instruments.
Hub	Location where pipelines intersect enabling the trading, transportation, storage, exchange, lending and borrowing of natural gas.
ICE	Intercontinental Exchange. An exchange which maintains a futures market for crude oil and natural gas.
Impact Fee	An annual fee imposed on unconventional wells spud in Pennsylvania. The fee is administered by the PaPUC and fees are distributed to counties and municipalities where the well is located.
Interruptible transportation and/or storage	The transportation and/or storage service that, in accordance with contractual arrangements, can be interrupted by the supplier of such service, and for which the customer does not pay unless utilized.
LDC	Local distribution company
LIFO	Last-in, first-out
Marcellus Shale	A Middle Devonian-age geological shale formation that is present nearly a mile or more below the surface in the Appalachian region of the United States, including much of Pennsylvania and southern New York.
Mcf	Thousand cubic feet (of natural gas)
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
MDth	Thousand decatherms (of natural gas)
Methane	The primary component of natural gas. It is a compound made up of one carbon atom and four hydrogen atoms (CH ₄).
MMBtu	Million British thermal units (heating value of one decatherm of natural gas)
MMcf	Million cubic feet (of natural gas)
Natural Gas	A naturally occurring mixture of gaseous hydrocarbons consisting primarily of methane and found in underground rock formations.
NGA	The Natural Gas Act of 1938, as amended; the federal law regulating interstate natural gas pipeline and storage companies, among other things, codified beginning at 15 U.S.C. Section 717.
NOAA	National Oceanic and Atmospheric Administration
NYMEX	New York Mercantile Exchange. An exchange which maintains a futures market for crude oil and natural gas.
OPEB	Other Post-Employment Benefit
Open Season	A bidding procedure used by pipelines to allocate firm transportation or storage capacity among prospective shippers, in which all bids submitted during a defined time period are evaluated as if they had been submitted simultaneously.

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Precedent Agreement	An agreement between a pipeline company and a potential customer to sign a service agreement after specified events (called “conditions precedent”) happen, usually within a specified time.
Proved developed reserves	Reserves that can be expected to be recovered through existing wells with existing equipment and operating methods.
Proved undeveloped (PUD) reserves	Reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required to make these reserves productive.
Reserves	The unproduced but recoverable oil and/or gas in place in a formation which has been proven by production.
Revenue decoupling mechanism	A rate mechanism which adjusts customer rates to render a utility financially indifferent to throughput decreases resulting from conservation.
S&P	Standard & Poor’s Rating Service
SAR	Stock appreciation right
Section 7(c) application	An application to the FERC under Section 7(c) of the federal Natural Gas Act for authority to construct, operate (and provide services through) facilities to transport or store natural gas in interstate commerce.
Service agreement	The binding agreement by which the pipeline company agrees to provide service and the shipper agrees to pay for the service.
SOFR	Secured Overnight Financing Rate
Stock acquisitions	Investments in corporations
Utica Shale	A Middle Ordovician-age geological formation lying several thousand feet below the Marcellus Shale in the Appalachian region of the United States, including much of Ohio, Pennsylvania, West Virginia and southern New York.
VEBA	Voluntary Employees’ Beneficiary Association
WNA	Weather normalization adjustment; an adjustment in utility rates which adjusts customer rates to allow a utility to recover its normal operating costs calculated at normal temperatures. If temperatures during the measured period are warmer than normal, customer rates are adjusted upward in order to recover projected operating costs. If temperatures during the measured period are colder than normal, customer rates are adjusted downward so that only the projected operating costs will be recovered.

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• The Company has nothing to report under this item.	
All references to a certain year in this report are to the Company’s fiscal year ended September 30 of that year, unless otherwise noted.	

Part I. Financial Information
Item 1. Financial Statements

National Fuel Gas Company
Consolidated Statements of Income and Earnings
Reinvested in the Business
(Unaudited)

Three Months Ended
December 31,

(Thousands of U.S. Dollars, Except Per Common Share Amounts)

	2024	2023
INCOME		
Operating Revenues:		
Utility Revenues	\$ 228,424	\$ 201,920
Exploration and Production and Other Revenues	248,860	254,019
Pipeline and Storage and Gathering Revenues	72,198	69,422
	549,482	525,361
Operating Expenses:		
Purchased Gas	65,337	56,552
Operation and Maintenance:		
Utility	55,244	53,705
Exploration and Production and Other	33,541	34,826
Pipeline and Storage and Gathering	35,941	34,962
Property, Franchise and Other Taxes	22,056	22,416
Depreciation, Depletion and Amortization	109,370	115,790
Impairment of Assets	141,802	—
	463,291	318,251
Operating Income	86,191	207,110
Other Income (Expense):		
Other Income (Deductions)	7,720	3,732
Interest Expense on Long-Term Debt	(33,362)	(28,462)
Other Interest Expense	(4,381)	(6,273)
Income Before Income Taxes	56,168	176,107
Income Tax Expense	11,182	43,087
Net Income Available for Common Stock	44,986	133,020
EARNINGS REINVESTED IN THE BUSINESS		
Balance at Beginning of Period	1,727,326	1,885,856
	1,772,312	2,018,876
Share Repurchases under Repurchase Plan	(26,993)	—
Dividends on Common Stock	(46,671)	(45,597)
Balance at December 31	\$ 1,698,648	\$ 1,973,279
Earnings Per Common Share:		
Basic:		
Net Income Available for Common Stock	\$ 0.50	\$ 1.45
Diluted:		
Net Income Available for Common Stock	\$ 0.49	\$ 1.44
Weighted Average Common Shares Outstanding:		
Used in Basic Calculation	90,777,446	91,910,244
Used in Diluted Calculation	91,434,741	92,442,145
Dividends Per Common Share:		
Dividends Declared	\$ 0.515	\$ 0.495

See Notes to Condensed Consolidated Financial Statements

National Fuel Gas Company
Consolidated Statements of Comprehensive Income
(Unaudited)

(Thousands of U.S. Dollars)	Three Months Ended December 31,	
	2024	2023
Net Income Available for Common Stock	\$ 44,986	\$ 133,020
Other Comprehensive Income (Loss), Before Tax:		
Unrealized Gain (Loss) on Derivative Financial Instruments Arising During the Period	(53,516)	189,167
Reclassification Adjustment for Realized (Gains) Losses on Derivative Financial Instruments in Net Income	(29,504)	(19,708)
Other Comprehensive Income (Loss), Before Tax	(83,020)	169,459
Income Tax Expense (Benefit) Related to Unrealized Gain (Loss) on Derivative Financial Instruments Arising During the Period	(14,403)	52,486
Reclassification Adjustment for Income Tax Benefit (Expense) on Realized Losses (Gains) from Derivative Financial Instruments in Net Income	(7,940)	(5,468)
Income Taxes – Net	(22,343)	47,018
Other Comprehensive Income (Loss)	(60,677)	122,441
Comprehensive Income (Loss)	\$ (15,691)	\$ 255,461

See Notes to Condensed Consolidated Financial Statements

National Fuel Gas Company
Consolidated Balance Sheets
(Unaudited)

	December 31, 2024	September 30, 2024
(Thousands of U.S. Dollars)		
ASSETS		
Property, Plant and Equipment	\$ 14,675,281	\$ 14,524,798
Less - Accumulated Depreciation, Depletion and Amortization	7,393,477	7,185,593
	7,281,804	7,339,205
Current Assets		
Cash and Temporary Cash Investments	48,694	38,222
Receivables – Net of Allowance for Uncollectible Accounts of \$28,384 and \$26,194, Respectively	202,821	127,222
Unbilled Revenue	57,117	15,521
Gas Stored Underground	24,725	35,055
Materials and Supplies - at average cost	47,820	47,670
Other Current Assets	83,435	92,229
	464,612	355,919
Other Assets		
Recoverable Future Taxes	83,740	80,084
Unamortized Debt Expense	5,206	5,604
Other Regulatory Assets	106,386	108,022
Deferred Charges	68,952	69,662
Other Investments	71,493	81,705
Goodwill	5,476	5,476
Prepaid Pension and Post-Retirement Benefit Costs	185,224	180,230
Fair Value of Derivative Financial Instruments	20,695	87,905
Other	7,860	5,958
	555,032	624,646
Total Assets	\$ 8,301,448	\$ 8,319,770

See Notes to Condensed Consolidated Financial Statements

National Fuel Gas Company
Consolidated Balance Sheets
(Unaudited)

	December 31, 2024	September 30, 2024
(Thousands of U.S. Dollars)		
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Comprehensive Shareholders' Equity		
Common Stock, \$1 Par Value		
Authorized - 200,000,000 Shares; Issued And Outstanding – 90,612,955 Shares and 91,005,993 Shares, Respectively	\$ 90,613	\$ 91,006
Paid in Capital	1,039,705	1,045,487
Earnings Reinvested in the Business	1,698,648	1,727,326
Accumulated Other Comprehensive Loss	(76,153)	(15,476)
Total Comprehensive Shareholders' Equity	2,752,813	2,848,343
Long-Term Debt, Net of Current Portion and Unamortized Discount and Debt Issuance Costs	2,189,421	2,188,243
Total Capitalization	4,942,234	5,036,586
Current and Accrued Liabilities		
Notes Payable to Banks and Commercial Paper	200,000	90,700
Current Portion of Long-Term Debt	500,000	500,000
Accounts Payable	120,991	165,068
Amounts Payable to Customers	42,587	42,720
Dividends Payable	46,671	46,872
Interest Payable on Long-Term Debt	44,376	27,247
Customer Advances	15,295	19,373
Customer Security Deposits	36,091	36,265
Other Accruals and Current Liabilities	172,409	162,903
Fair Value of Derivative Financial Instruments	20,893	4,744
	1,199,313	1,095,892
Other Liabilities		
Deferred Income Taxes	1,089,394	1,111,165
Taxes Refundable to Customers	303,344	305,645
Cost of Removal Regulatory Liability	296,660	292,477
Other Regulatory Liabilities	147,561	151,452
Other Post-Retirement Liabilities	3,476	3,511
Asset Retirement Obligations	199,310	203,006
Other Liabilities	120,156	120,036
	2,159,901	2,187,292
Commitments and Contingencies (Note 7)	—	—
Total Capitalization and Liabilities	\$ 8,301,448	\$ 8,319,770

See Notes to Condensed Consolidated Financial Statements

National Fuel Gas Company
Consolidated Statements of Cash Flows
(Unaudited)

(Thousands of U.S. Dollars)	Three Months Ended December 31,	
	2024	2023
OPERATING ACTIVITIES		
Net Income Available for Common Stock	\$ 44,986	\$ 133,020
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Impairment of Assets	141,802	—
Depreciation, Depletion and Amortization	109,370	115,790
Deferred Income Taxes	(5,385)	38,362
Stock-Based Compensation	4,705	4,660
Other	7,146	8,041
Change in:		
Receivables and Unbilled Revenue	(115,165)	(58,459)
Gas Stored Underground and Materials and Supplies	10,180	6,915
Other Current Assets	8,814	892
Accounts Payable	9,703	(3,355)
Amounts Payable to Customers	(133)	1,013
Customer Advances	(4,078)	2,083
Customer Security Deposits	(174)	2,079
Other Accruals and Current Liabilities	21,266	28,612
Other Assets	(3,892)	(6,306)
Other Liabilities	(9,057)	(2,403)
Net Cash Provided by Operating Activities	220,088	270,944
INVESTING ACTIVITIES		
Capital Expenditures	(240,427)	(246,938)
Other	5,878	(920)
Net Cash Used in Investing Activities	(234,549)	(247,858)
FINANCING ACTIVITIES		
Changes in Notes Payable to Banks and Commercial Paper	109,300	12,500
Shares Repurchased Under Repurchase Plan	(33,524)	—
Dividends Paid on Common Stock	(46,872)	(45,451)
Net Repurchases of Common Stock Under Stock and Benefit Plans	(3,971)	(3,897)
Net Cash Provided by (Used in) Financing Activities	24,933	(36,848)
Net Increase (Decrease) in Cash and Cash Equivalents	10,472	(13,762)
Cash and Cash Equivalents at October 1	38,222	55,447
Cash and Cash Equivalents at December 31	\$ 48,694	\$ 41,685
Supplemental Disclosure of Cash Flow Information		
Non-Cash Investing Activities:		
Non-Cash Capital Expenditures	\$ 71,616	\$ 97,922

See Notes to Condensed Consolidated Financial Statements

National Fuel Gas Company
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 – Summary of Significant Accounting Policies

Principles of Consolidation. The Company consolidates all entities in which it has a controlling financial interest. All significant intercompany balances and transactions are eliminated. The Company uses proportionate consolidation when accounting for drilling arrangements related to exploration and production properties accounted for under the full cost method of accounting.

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Earnings for Interim Periods. The Company, in its opinion, has included all adjustments (which consist of only normally recurring adjustments, unless otherwise disclosed in this Quarterly Report on Form 10-Q) that are necessary for a fair statement of the results of operations for the reported periods. The consolidated financial statements and notes thereto, included herein, should be read in conjunction with the financial statements and notes for the years ended September 30, 2024, 2023 and 2022 that are included in the Company's 2024 Form 10-K. The consolidated financial statements for the year ended September 30, 2025 will be audited by the Company's independent registered public accounting firm after the end of the fiscal year.

The earnings for the three months ended December 31, 2024 should not be taken as a prediction of earnings for the entire fiscal year ending September 30, 2025. Most of the business of the Utility segment is seasonal in nature and is influenced by weather conditions. Due to the seasonal nature of the heating business in the Utility segment, earnings during the winter months normally represent a substantial part of the earnings that this business is expected to achieve for the entire fiscal year. The Company's business segments are discussed more fully in Note 8 – Business Segment Information.

Consolidated Statements of Cash Flows. The Statement of Cash Flows for the three months ended December 31, 2024 and the three months ended December 31, 2023 reconciles the net increase (decrease) in cash and cash equivalents, which consists solely of cash and temporary cash investments for the periods presented. The Company did not have any restricted cash at December 31, 2024, October 1, 2024, December 31, 2023 or October 1, 2023. The Company considers all highly liquid debt instruments purchased with a maturity date of generally three months or less to be cash equivalents.

Allowance for Uncollectible Accounts. The allowance for uncollectible accounts is the Company's best estimate of the amount of probable credit losses in the existing accounts receivable. The allowance, the majority of which is in the Utility segment, is determined based on historical experience, the age of customer accounts, other specific information about customer accounts, and the economic and regulatory environment. Account balances have historically been charged off against the allowance approximately twelve months after the account is final billed or when it is anticipated that the receivable will not be recovered. Starting in the quarter ended March 31, 2025, account balances will be charged off against the allowance approximately three months after the account is final billed or when it is anticipated that the receivable will not be recovered.

Activity in the allowance for uncollectible accounts for the three months ended December 31, 2024 and 2023 are as follows (in thousands):

	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Discounts on Purchased Receivables	Net Accounts Receivable Written- Off	Balance at End of Period
Three Months Ended December 31, 2024					
Allowance for Uncollectible Accounts	\$ 26,194	\$ 4,605	\$ 107	\$ (2,522)	\$ 28,384
Three Months Ended December 31, 2023					
Allowance for Uncollectible Accounts	\$ 36,295	\$ 4,157	\$ 119	\$ (3,455)	\$ 37,116

Gas Stored Underground. In the Utility segment, gas stored underground is carried at lower of cost or net realizable value, on a LIFO method. Gas stored underground normally declines during the first and second quarters of the year as storage quantities are withdrawn and increases in the third and fourth quarters as storage quantities are replenished. In the Utility segment, the

current cost of replacing gas withdrawn from storage is recorded in the Consolidated Statements of Income and a reserve for gas replacement is recorded in the Consolidated Balance Sheets under the caption “Other Accruals and Current Liabilities.” Such reserve, which amounted to \$1.3 million at December 31, 2024, is reduced to zero by September 30 of each year as the inventory is replenished.

Property, Plant and Equipment. In the Company’s Exploration and Production segment, property acquisition, exploration and development costs are capitalized under the full cost method of accounting. Under this methodology, all costs associated with property acquisition, exploration and development activities are capitalized, including internal costs directly identified with acquisition, exploration and development activities. The internal costs that are capitalized do not include any costs related to production, general corporate overhead, or similar activities. The Company does not recognize any gain or loss on the sale or other disposition of properties unless the gain or loss would significantly alter the relationship between capitalized costs and proved reserves attributable to a cost center. The Company’s capitalized costs relating to exploration and production activities, net of accumulated depreciation, depletion and amortization, were \$2.2 billion and \$2.3 billion at December 31, 2024 and September 30, 2024, respectively.

Capitalized costs include costs related to unproved properties, which are excluded from amortization until proved reserves are found or it is determined that the unproved properties are impaired. Such costs amounted to \$133.3 million and \$201.0 million at December 31, 2024 and September 30, 2024, respectively. All costs related to unproved properties are reviewed quarterly to determine if impairment has occurred. The amount of any impairment is transferred to the pool of capitalized costs being amortized.

Capitalized costs are subject to the SEC full cost ceiling test. The ceiling test, which is performed each quarter, determines a limit, or ceiling, on the amount of property acquisition, exploration and development costs that can be capitalized. The ceiling under this test represents (a) the present value of estimated future net cash flows, excluding future cash outflows associated with settling asset retirement obligations that have been accrued on the balance sheet, using a discount factor of 10%, which is computed by applying commodity pricing (as adjusted for hedging) to estimated future production of proved reserves as of the date of the latest balance sheet, less estimated future expenditures, plus (b) the cost of unproved properties not being depleted, less (c) income tax effects related to the differences between the book and tax basis of the properties. The commodity prices used to calculate the full cost ceiling are based on an unweighted arithmetic average of first day of the month commodity price for each month within the twelve-month period prior to the end of the reporting period. If capitalized costs, net of accumulated depreciation, depletion and amortization and related deferred income taxes, exceed the ceiling at the end of any quarter, a permanent non-cash impairment is required to be charged to earnings in that quarter. The book value of the exploration and production properties exceeded the ceiling at December 31, 2024. As such, the Company recognized a non-cash, pre-tax ceiling test impairment charge in the Exploration and Production segment of \$108.3 million for the quarter ended December 31, 2024. A deferred income tax benefit of \$29.2 million related to the non-cash impairment charge was also recognized for the quarter ended December 31, 2024. In adjusting estimated future cash flows for hedging under the ceiling test at December 31, 2024, estimated future net cash flows were increased by \$495.3 million.

The Exploration and Production segment also has items of property, plant and equipment that are accounted for outside of the provisions of the full cost method of accounting. As discussed in Note 3 – Fair Value Measurements, an impairment charge related to certain water disposal assets was recorded at December 31, 2024.

The principal assets of the Utility, Pipeline and Storage and Gathering segments, consisting primarily of gas distribution pipelines, transmission pipelines, storage facilities, gathering lines and compressor stations, are recorded at historical cost. There were no indications of any impairments to property, plant and equipment in the Utility, Pipeline and Storage and Gathering segments at December 31, 2024.

Accumulated Other Comprehensive Income (Loss). The components of Accumulated Other Comprehensive Income (Loss) and changes for the three months ended December 31, 2024 and 2023, net of related tax effect, are as follows (amounts in parentheses indicate debits) (in thousands):

	Gains and Losses on Derivative Financial Instruments	Funded Status of the Pension and Other Post- Retirement Benefit Plans	Total
Three Months Ended December 31, 2024			
Balance at October 1, 2024	\$ 55,799	\$ (71,275)	\$ (15,476)
Other Comprehensive Gains and Losses Before Reclassifications	(39,113)	—	(39,113)
Amounts Reclassified From Other Comprehensive Loss	(21,564)	—	(21,564)
Balance at December 31, 2024	<u>\$ (4,878)</u>	<u>\$ (71,275)</u>	<u>\$ (76,153)</u>
Three Months Ended December 31, 2023			
Balance at October 1, 2023	\$ 4,623	\$ (59,683)	\$ (55,060)
Other Comprehensive Gains and Losses Before Reclassifications	136,681	—	136,681
Amounts Reclassified From Other Comprehensive Income	(14,240)	—	(14,240)
Balance at December 31, 2023	<u>\$ 127,064</u>	<u>\$ (59,683)</u>	<u>\$ 67,381</u>

Reclassifications Out of Accumulated Other Comprehensive Income (Loss). The details about the reclassification adjustments out of accumulated other comprehensive income (loss) for the three months ended December 31, 2024 and 2023 are as follows (amounts in parentheses indicate debits to the income statement) (in thousands):

Details About Accumulated Other Comprehensive Income (Loss) Components	Amount of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss)		Affected Line Item in the Statement Where Net Income is Presented
	Three Months Ended December 31,		
	2024	2023	
Gains (Losses) on Derivative Financial Instrument Cash Flow Hedges:			
Commodity Contracts	\$29,729	\$19,755	Operating Revenues
Foreign Currency Contracts	(225)	(47)	Operating Revenues
	29,504	19,708	Total Before Income Tax
	(7,940)	(5,468)	Income Tax Expense
	\$21,564	\$14,240	Net of Tax

Other Current Assets. The components of the Company's Other Current Assets are as follows (in thousands):

	At December 31, 2024	At September 30, 2024
Prepayments	\$ 13,890	\$ 18,463
Prepaid Property and Other Taxes	14,301	14,187
Federal Income Taxes Receivable	—	8,154
State Income Taxes Receivable	6,911	13,161
Regulatory Assets	48,333	38,264
	<u>\$ 83,435</u>	<u>\$ 92,229</u>

Other Accruals and Current Liabilities. The components of the Company's Other Accruals and Current Liabilities are as follows (in thousands):

	At December 31, 2024	At September 30, 2024
Accrued Capital Expenditures	\$ 52,852	\$ 47,344
Regulatory Liabilities	24,235	29,352
Reserve for Gas Replacement	1,316	—
Liability for Royalty and Working Interests	23,673	15,007
Federal Income Taxes Payable	5,249	—
Non-Qualified Benefit Plan Liability	14,135	14,135
Other	50,949	57,065
	<u>\$ 172,409</u>	<u>\$ 162,903</u>

Earnings Per Common Share. Basic earnings per common share is computed by dividing income or loss by the weighted average number of common shares outstanding for the period. Diluted earnings per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. For purposes of determining earnings per common share, the potentially dilutive securities the Company had outstanding were restricted stock units and performance shares. For the quarter ended December 31, 2024, the diluted weighted average shares outstanding shown on the Consolidated Statements of Income reflects the potential dilution as a result of these securities as determined using the Treasury Stock Method. Restricted stock units and performance shares that are antidilutive are excluded from the calculation of diluted earnings per common share. There were four securities excluded as being antidilutive for the quarter ended December 31, 2024. For the quarter ended December 31, 2023, there were no securities excluded as being antidilutive.

Share Repurchases. The Company considers all shares repurchased as cancelled shares restored to the status of authorized but unissued shares, in accordance with New Jersey law. The repurchases are accounted for on the date the share repurchase is traded as an adjustment to common stock (at par value) with the excess repurchase price allocated between paid in capital and retained earnings. Refer to Note 6 – Capitalization for further discussion of the Company's share repurchase program.

Stock-Based Compensation. The Company granted 239,042 performance shares during the quarter ended December 31, 2024. The weighted average fair value of such performance shares was \$55.43 per share for the quarter ended December 31, 2024. Performance shares are an award constituting units denominated in common stock of the Company, the number of which may be adjusted over a performance cycle based upon the extent to which performance goals have been satisfied. Earned performance shares may be distributed in the form of shares of common stock of the Company, an equivalent value in cash or a combination of cash and shares of common stock of the Company, as determined by the Company. The performance shares do not entitle the participant to receive dividends during the vesting period.

The performance shares granted during the quarter ended December 31, 2024 include awards that must meet a performance goal related to either relative total return on capital over a three-year performance cycle ("ROC Performance Shares"), methane intensity and greenhouse gas emissions reductions over a three-year performance cycle ("Emissions Performance Shares") or relative total shareholder return over a three-year performance cycle ("TSR Performance Shares"). The performance goal related to the ROC Performance Shares over the three-year performance cycle is the Company's total return on capital relative to the total return on capital of other companies in a group selected by the Compensation Committee

("Report Group"). Total return on capital for a given company means the average of the Report Group companies' returns on capital for each twelve-month period corresponding to each of the Company's fiscal years during the performance cycle, based on data reported for the Report Group companies in the Bloomberg database. The number of these ROC Performance Shares that will vest and be paid will depend upon the Company's performance relative to the Report Group and not upon the absolute level of return achieved by the Company. The fair value of the ROC Performance Shares is calculated by multiplying the expected number of shares that will be issued by the average market price of Company common stock on the date of grant reduced by the present value of forgone dividends over the vesting term of the award. The fair value is recorded as compensation expense over the vesting term of the award.

The performance goal related to the Emissions Performance Shares over the three-year performance cycle consists of two parts: reductions in the rates of intensity of methane emissions for each of the Company's operating segments, and reduction of the consolidated Company's total greenhouse gas emissions. The Company's Compensation Committee set specific target levels for methane intensity rates and total greenhouse gas emissions, and the performance goal is intended to incentivize and reward performance to the extent management achieves methane intensity and greenhouse gas reduction targets making progress towards or exceeding the Company's 2030 goals. The number of these Emissions Performance Shares that will vest and be paid out will depend upon the number of methane intensity segment targets achieved and whether the Company meets the total greenhouse gas emissions target. The fair value of these Emissions Performance Shares is calculated by multiplying the expected number of shares that will be issued by the average market price of Company common stock on the date of grant reduced by the present value of forgone dividends over the vesting term of the award. The fair value is recorded as compensation expense over the vesting term of the award.

The performance goal related to the TSR Performance Shares over the three-year performance cycle is the Company's three-year total shareholder return relative to the three-year total shareholder return of the other companies in the Report Group. Three-year total shareholder return for a given company will be based on the data reported for that company (with the starting and ending stock prices over the performance cycle calculated as the average closing stock price for the prior calendar month and with dividends reinvested in that company's securities at each ex-dividend date) in the Bloomberg database. The number of these TSR Performance Shares that will vest and be paid will depend upon the Company's performance relative to the Report Group and not upon the absolute level of return achieved by the Company. The fair value price at the date of grant for the TSR Performance Shares is determined using a Monte Carlo simulation technique, which includes a reduction in value for the present value of forgone dividends over the vesting term of the award. This price is multiplied by the number of TSR Performance Shares awarded, the result of which is recorded as compensation expense over the vesting term of the award.

The Company granted 130,252 restricted stock units during the quarter ended December 31, 2024. The weighted average fair value of such restricted stock units was \$58.48 per share for the quarter ended December 31, 2024. Restricted stock units represent the right to receive shares of common stock of the Company (or the equivalent value in cash or a combination of cash and shares of common stock of the Company, as determined by the Company) at the end of a specified time period. These restricted stock units do not entitle the participant to receive dividends during the vesting period. The fair value at the date of grant of the restricted stock units (represented by the market value of Company common stock on the date of the award) must be reduced by the present value of forgone dividends over the vesting term of the award. The fair value of restricted stock units on the date of award is recorded as compensation expense over the vesting period.

Note 2 – Revenue from Contracts with Customers

The following tables provide a disaggregation of the Company's revenues for the three months ended December 31, 2024 and 2023, presented by type of service from each reportable segment.

Quarter Ended December 31, 2024 (Thousands)

Revenues By Type of Service	Exploration and Production	Pipeline and Storage	Gathering	Utility	All Other	Corporate and Intersegment Eliminations	Total Consolidated
Production of Natural Gas	\$ 217,458	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 217,458
Production of Crude Oil	515	—	—	—	—	—	515
Natural Gas Processing	275	—	—	—	—	—	275
Natural Gas Gathering Service	—	—	61,131	—	—	(57,683)	3,448
Natural Gas Transportation Service	—	81,204	—	26,921	—	(27,181)	80,944
Natural Gas Storage Service	—	24,993	—	—	—	(10,504)	14,489
Natural Gas Residential Sales	—	—	—	156,350	—	—	156,350
Natural Gas Commercial Sales	—	—	—	22,243	—	—	22,243
Natural Gas Industrial Sales	—	—	—	1,338	—	(1)	1,337
Other	883	415	—	15,740	—	(261)	16,777
Total Revenues from Contracts with Customers	219,131	106,612	61,131	222,592	—	(95,630)	513,836
Alternative Revenue Programs	—	—	—	5,917	—	—	5,917
Derivative Financial Instruments	29,729	—	—	—	—	—	29,729
Total Revenues	\$ 248,860	\$ 106,612	\$ 61,131	\$ 228,509	\$ —	\$ (95,630)	\$ 549,482

Quarter Ended December 31, 2023 (Thousands)

Revenues By Type of Service	Exploration and Production	Pipeline and Storage	Gathering	Utility	All Other	Corporate and Intersegment Eliminations	Total Consolidated
Production of Natural Gas	\$ 232,661	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 232,661
Production of Crude Oil	687	—	—	—	—	—	687
Natural Gas Processing	267	—	—	—	—	—	267
Natural Gas Gathering Service	—	—	62,588	—	—	(57,992)	4,596
Natural Gas Transportation Service	—	71,618	—	29,285	—	(20,362)	80,541
Natural Gas Storage Service	—	21,292	—	—	—	(9,059)	12,233
Natural Gas Residential Sales	—	—	—	146,546	—	—	146,546
Natural Gas Commercial Sales	—	—	—	20,281	—	—	20,281
Natural Gas Industrial Sales	—	—	—	906	—	(2)	904
Other	649	1,503	—	(567)	—	(251)	1,334
Total Revenues from Contracts with Customers	234,264	94,413	62,588	196,451	—	(87,666)	500,050
Alternative Revenue Programs	—	—	—	5,556	—	—	5,556
Derivative Financial Instruments	19,755	—	—	—	—	—	19,755
Total Revenues	\$ 254,019	\$ 94,413	\$ 62,588	\$ 202,007	\$ —	\$ (87,666)	\$ 525,361

The Company records revenue related to its derivative financial instruments in the Exploration and Production segment. The Company also records revenue related to alternative revenue programs in its Utility segment. Revenue related to derivative financial instruments and alternative revenue programs are excluded from the scope of the authoritative guidance regarding revenue recognition since they are accounted for under other existing accounting guidance.

The Company's Pipeline and Storage segment expects to recognize the following revenue amounts in future periods related to "fixed" charges associated with remaining performance obligations for transportation and storage contracts: \$175.5 million for the remainder of fiscal 2025; \$196.7 million for fiscal 2026; \$155.0 million for fiscal 2027; \$135.4 million for fiscal 2028; \$121.0 million for fiscal 2029; and \$648.5 million thereafter.

Note 3 – Fair Value Measurements

The FASB authoritative guidance regarding fair value measurements establishes a fair-value hierarchy and prioritizes the inputs used in valuation techniques that measure fair value. Those inputs are prioritized into three levels. Level 1 inputs are unadjusted quoted prices in active markets for assets or liabilities that the Company can access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly at the measurement date. Level 3 inputs are unobservable inputs for the asset or liability at the measurement date. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

The following table sets forth, by level within the fair value hierarchy, the Company's financial assets and liabilities (as applicable) that were accounted for at fair value on a recurring basis as of December 31, 2024 and September 30, 2024. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Recurring Fair Value Measures (Thousands of Dollars)	At fair value as of December 31, 2024				
	Level 1	Level 2	Level 3	Netting Adjustments ⁽¹⁾	Total ⁽¹⁾
Assets:					
Cash Equivalents – Money Market Mutual Funds	\$ 41,745	\$ —	\$ —	\$ —	\$ 41,745
Derivative Financial Instruments:					
Over the Counter Swaps – Gas	—	43,937	—	(31,220)	12,717
Over the Counter No Cost Collars – Gas	—	18,426	—	(10,380)	8,046
Contingent Consideration for Asset Sale	—	380	—	—	380
Foreign Currency Contracts	—	52	—	(500)	(448)
Other Investments:					
Balanced Equity Mutual Fund	12,241	—	—	—	12,241
Fixed Income Mutual Fund	16,281	—	—	—	16,281
Total	\$ 70,267	\$ 62,795	\$ —	\$ (42,100)	\$ 90,962
Liabilities:					
Derivative Financial Instruments:					
Over the Counter Swaps – Gas	\$ —	\$ 41,848	\$ —	\$ (31,220)	\$ 10,628
Over the Counter No Cost Collars – Gas	—	19,266	—	(10,380)	8,886
Foreign Currency Contracts	—	1,879	—	(500)	1,379
Total	\$ —	\$ 62,993	\$ —	\$ (42,100)	\$ 20,893
Total Net Assets/(Liabilities)	\$ 70,267	\$ (198)	\$ —	\$ —	\$ 70,069

Recurring Fair Value Measures (Thousands of Dollars)	At fair value as of September 30, 2024				
	Level 1	Level 2	Level 3	Netting Adjustments ⁽¹⁾	Total ⁽¹⁾
Assets:					
Cash Equivalents – Money Market Mutual Funds	\$ 29,238	\$ —	\$ —	\$ —	\$ 29,238
Derivative Financial Instruments:					
Over the Counter Swaps – Gas	—	76,009	—	(17,198)	58,811
Over the Counter No Cost Collars – Gas	—	32,584	—	(3,774)	28,810
Contingent Consideration for Asset Sale	—	729	—	—	729
Foreign Currency Contracts	—	281	—	(726)	(445)
Other Investments:					
Balanced Equity Mutual Fund	19,523	—	—	—	19,523
Fixed Income Mutual Fund	17,374	—	—	—	17,374
Total	\$ 66,135	\$ 109,603	\$ —	\$ (21,698)	\$ 154,040
Liabilities:					
Derivative Financial Instruments:					
Over the Counter Swaps – Gas	\$ —	\$ 22,206	\$ —	\$ (17,198)	\$ 5,008
Over the Counter No Cost Collars – Gas	—	3,501	—	(3,774)	(273)
Foreign Currency Contracts	—	726	—	(726)	—
Total	\$ —	\$ 26,433	\$ —	\$ (21,698)	\$ 4,735
Total Net Assets/(Liabilities)	\$ 66,135	\$ 83,170	\$ —	\$ —	\$ 149,305

⁽¹⁾ Netting Adjustments represent the impact of legally-enforceable master netting arrangements that allow the Company to net gain and loss positions held with the same counterparties. The net asset or net liability for each counterparty is recorded as an asset or liability on the Company's balance sheet.

The following table presents impairments of assets associated with certain nonrecurring fair value measurements within Level 3 of the fair value hierarchy as of December 31, 2024 and 2023 (in thousands):

Nonrecurring Fair Value Measures	Segment	Date of Measurement	Fair Value	Impairments	
				Quarter Ended December 31,	
				2024	2023
Impairment of Assets:					
Water Disposal Assets	Exploration and Production	December 31, 2024	\$ 12,880	\$ 33,453	\$ —

In exploring the potential sale of certain water disposal assets during the quarter ended December 31, 2024, the Company determined that the fair market value of such assets was less than the recorded net book value resulting in an impairment charge that reduced the net book value to fair market value. These assets are used to dispose of water from operations in the Exploration and Production segment.

Derivative Financial Instruments

The derivative financial instruments reported in Level 2 at December 31, 2024 and September 30, 2024 include natural gas price swap agreements, natural gas no cost collars, and foreign currency contracts, all of which are used in the Company's Exploration and Production segment. The fair value of the Level 2 price swap agreements and no cost collars is based on an internal cash flow model that uses observable inputs (i.e. SOFR based discount rates for the price swap agreements and basis differential information, if applicable, at active natural gas trading markets). The fair value of the Level 2 foreign currency contracts is determined using the market approach based on observable market transactions of forward Canadian currency rates.

The authoritative guidance for fair value measurements and disclosures require consideration of the impact of nonperformance risk (including credit risk) from a market participant perspective in the measurement of the fair value of assets and liabilities. At December 31, 2024, the Company determined that nonperformance risk associated with the price swap agreements, no cost collars and foreign currency contracts would have no material impact on its financial position or results of operation. To assess nonperformance risk, the Company considered information such as any applicable collateral posted, master netting arrangements, and applied a market-based method by using the counterparty's (assuming the derivative is in a gain position) or the Company's (assuming the derivative is in a loss position) credit default swaps rates.

Derivative financial instruments reported in Level 2 at December 31, 2024 also includes the contingent consideration associated with the sale of the Exploration and Production segment's California assets on June 30, 2022. The terms of the purchase and sale agreement specified that the Company could receive up to three annual contingent payments between calendar year 2023 and calendar year 2025, not to exceed \$10 million per year, with the amount of each annual payment calculated at \$1.0 million for each \$1 per barrel that the ICE Brent Average for each calendar year exceeds \$95 per barrel up to \$105 per barrel. The calendar 2023 and 2024 contingency periods expired with the ICE Brent Average falling below \$95 per barrel each calendar year. The fair value of the contingent consideration was calculated using a Monte Carlo simulation model that uses observable inputs, including the ICE Brent closing price as of the valuation date, initial and max trigger price, volatility, risk-free rate, time of maturity and counterparty risk.

Note 4 – Financial Instruments

Long-Term Debt. The fair market value of the Company's debt, as presented in the table below, was determined using a discounted cash flow model, which incorporates the Company's credit ratings and current market conditions in determining the yield, and subsequently, the fair market value of the debt. Based on these criteria, the fair market value of long-term debt, including current portion, was as follows (in thousands):

	December 31, 2024		September 30, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-Term Debt	\$ 2,689,421	\$ 2,618,660	\$ 2,688,243	\$ 2,656,888

The fair value amounts are not intended to reflect principal amounts that the Company will ultimately be required to pay. Carrying amounts for other financial instruments recorded on the Company's Consolidated Balance Sheets approximate fair value. The fair value of long-term debt was calculated using observable inputs (U.S. Treasuries or SOFR for the risk-free component and company specific credit spread information – generally obtained from recent trade activity in the debt). As such, the Company considers the debt to be Level 2.

Any temporary cash investments, notes payable to banks and commercial paper are stated at cost. Temporary cash investments are considered Level 1, while notes payable to banks and commercial paper are considered to be Level 2. Given the short-term nature of the notes payable to banks and commercial paper, the Company believes cost is a reasonable approximation of fair value.

Other Investments. The components of the Company's Other Investments are as follows (in thousands):

	At December 31, 2024	At September 30, 2024
Life Insurance Contracts	\$ 42,971	\$ 44,808
Equity Mutual Fund	12,241	19,523
Fixed Income Mutual Fund	16,281	17,374
	<u>\$ 71,493</u>	<u>\$ 81,705</u>

Investments in life insurance contracts are stated at their cash surrender values or net present value. Investments in an equity mutual fund and a fixed income mutual fund are stated at fair value based on quoted market prices with changes in fair value recognized in net income. The insurance contracts and equity mutual fund are primarily informal funding mechanisms for various benefit obligations the Company has to certain employees. The fixed income mutual fund is primarily an informal funding mechanism for certain regulatory obligations that the Company has to Utility segment customers in its Pennsylvania jurisdiction and for various benefit obligations the Company has to certain employees.

Derivative Financial Instruments. The Company uses derivative financial instruments to manage commodity price risk in the Exploration and Production segment. The Company enters into over-the-counter no cost collar and swap agreements for natural gas to manage the price risk associated with forecasted sales of natural gas. In addition, the Company also enters into foreign exchange forward contracts to manage the risk of currency fluctuations associated with transportation costs denominated in Canadian currency in the Exploration and Production segment. These instruments are accounted for as cash flow hedges. The duration of the Company's cash flow hedges does not typically exceed 5 years while the foreign currency forward contracts do not exceed 6 years.

On June 30, 2022, the Company completed the sale of Seneca's California assets. The terms of the purchase and sale agreement specified that the Company could receive up to three annual contingent payments between calendar year 2023 and calendar year 2025, not to exceed \$10 million per year, with the amount of each annual payment calculated as \$1.0 million for each \$1 per barrel that the ICE Brent Average for each calendar year exceeds \$95 per barrel up to \$105 per barrel. The calendar 2023 and 2024 contingency periods expired with the ICE Brent Average falling below \$95 per barrel each calendar year. The Company has determined that this contingent consideration meets the definition of a derivative under the authoritative accounting guidance. Changes in the fair value of this contingent consideration are marked-to-market each reporting period, with changes in fair value recognized in Other Income (Deductions) on the Consolidated Statement of Income. The fair value of this contingent consideration was estimated to be \$0.4 million and \$0.7 million at December 31, 2024 and September 30, 2024, respectively. A \$0.3 million mark-to-market adjustment to reduce the fair value of the contingent consideration was recorded during the quarter ended December 31, 2024.

The Company has presented its net derivative assets and liabilities as "Fair Value of Derivative Financial Instruments" on its Consolidated Balance Sheets at December 31, 2024 and September 30, 2024.

Cash Flow Hedges

For derivative financial instruments that are designated and qualify as a cash flow hedge, the gain or loss on the derivative is reported as a component of other comprehensive income (loss) and reclassified into earnings in the period or periods during which the hedged transaction affects earnings.

As of December 31, 2024, the Company had 388.2 Bcf of natural gas commodity derivative contracts (swaps and no cost collars) outstanding.

As of December 31, 2024, the Company was hedging a total of \$51.2 million of forecasted transportation costs denominated in Canadian dollars with foreign currency forward contracts.

As of December 31, 2024, the Company had \$4.9 million of net hedging losses after taxes included in the accumulated other comprehensive income (loss) balance. Of this amount, it is expected that \$1.9 million of unrealized gains after taxes will be reclassified into the Consolidated Statement of Income within the next 12 months as the underlying hedged transactions are recorded in earnings.

The Effect of Derivative Financial Instruments on the Statement of Financial Performance for the Three Months Ended December 31, 2024 and 2023 (Thousands of Dollars)					
Derivatives in Cash Flow Hedging Relationships	Amount of Derivative Gain or (Loss) Recognized in Other Comprehensive Income (Loss) on the Consolidated Statement of Comprehensive Income (Loss) for the Three Months Ended December 31,		Location of Derivative Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) on the Consolidated Balance Sheet into the Consolidated Statement of Income	Amount of Derivative Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) on the Consolidated Balance Sheet into the Consolidated Statement of Income for the Three Months Ended December 31,	
	2024	2023		2024	2023
Commodity Contracts	\$ (51,909)	\$ 187,989	Operating Revenue	\$ 29,729	\$ 19,755
Foreign Currency Contracts	(1,607)	1,178	Operating Revenue	(225)	(47)
Total	\$ (53,516)	\$ 189,167		\$ 29,504	\$ 19,708

Credit Risk

The Company may be exposed to credit risk on any of the derivative financial instruments that are in a gain position. Credit risk relates to the risk of loss that the Company would incur as a result of nonperformance by counterparties pursuant to the terms of their contractual obligations. To mitigate such credit risk, management performs a credit check, and then on a quarterly basis monitors counterparty credit exposure. The majority of the Company's counterparties are financial institutions and energy traders. The Company has over-the-counter swap positions, no cost collars and applicable foreign currency forward contracts with eighteen counterparties of which eight are in a net gain position. On average, the Company had \$2.5 million of credit exposure per counterparty in a gain position at December 31, 2024. The maximum credit exposure per counterparty in a

gain position at December 31, 2024 was \$9.3 million. As of December 31, 2024, no collateral was received from the counterparties by the Company. The Company's gain position on such derivative financial instruments had not exceeded the established thresholds at which the counterparties would be required to post collateral, nor had the counterparties' credit ratings declined to levels at which the counterparties were required to post collateral.

As of December 31, 2024, twelve of the eighteen counterparties to the Company's outstanding derivative financial contracts (specifically the over-the-counter swaps, over-the-counter no cost collars and applicable foreign currency forward contracts) had a common credit-risk related contingency feature. In the event the Company's credit rating increases or falls below a certain threshold (applicable debt ratings), the available credit that could be extended to the Company when it is in a derivative financial liability position would either increase or decrease. A decline in the Company's credit rating, in and of itself, would not cause the Company to be required to post or increase the level of its hedging collateral deposits (in the form of cash deposits, letters of credit or treasury debt instruments). If the Company's outstanding derivative financial instrument contracts with a credit-risk contingency feature were in a liability position (or if the liability were larger) and/or the Company's credit rating declined, then hedging collateral deposits or an increase to such deposits could be required. At December 31, 2024, the fair market value of the derivative financial instrument liabilities with a credit-risk related contingency feature was \$5.9 million according to the Company's internal model (discussed in Note 3 – Fair Value Measurements), and no hedging collateral deposits were required to be posted by the Company at December 31, 2024. Depending on the movement of commodity prices in the future, it is possible that these liability positions could swing into asset positions, at which point the Company would be exposed to credit risk on its derivative financial instruments. In that case, the Company's counterparties could be required to post hedging collateral deposits.

The Company's requirement to post hedging collateral deposits and the Company's right to receive hedging collateral deposits is based on the fair value determined by the Company's counterparties, which may differ from the Company's assessment of fair value.

Note 5 – Income Taxes

The effective tax rates for the quarters ended December 31, 2024 and December 31, 2023 were 19.9% and 24.5%, respectively. The change in the quarterly effective income tax rate was primarily driven by the impact of the impairments of the exploration and production properties under the ceiling test and other operational assets, which resulted in a smaller income tax expense on income before income taxes to be recorded during the quarter ended December 31, 2024.

Note 6 – Capitalization

Summary of Changes in Common Stock Equity

	Common Stock		Paid In Capital	Earnings Reinvested in the Business	Accumulated Other Comprehensive Income (Loss)
	Shares	Amount			
(Thousands, except per share amounts)					
Balance at October 1, 2024	91,006	\$ 91,006	\$ 1,045,487	\$ 1,727,326	\$ (15,476)
Net Income Available for Common Stock				44,986	
Dividends Declared on Common Stock (\$0.515 Per Share)				(46,671)	
Other Comprehensive Loss, Net of Tax					(60,677)
Share-Based Payment Expense ⁽¹⁾			4,090		
Common Stock Issued (Repurchased) Under Stock and Benefit Plans	156	156	(3,511)		
Share Repurchases Under Repurchase Plan	(549)	(549)	(6,361)	(26,993)	
Balance at December 31, 2024	90,613	\$ 90,613	\$ 1,039,705	\$ 1,698,648	\$ (76,153)
Balance at October 1, 2023	91,819	\$ 91,819	\$ 1,040,761	\$ 1,885,856	\$ (55,060)
Net Income Available for Common Stock				133,020	
Dividends Declared on Common Stock (\$0.495 Per Share)				(45,597)	
Other Comprehensive Income, Net of Tax					122,441
Share-Based Payment Expense ⁽¹⁾			4,135		
Common Stock Issued (Repurchased) Under Stock and Benefit Plans	297	297	(3,670)		
Balance at December 31, 2023	92,116	\$ 92,116	\$ 1,041,226	\$ 1,973,279	\$ 67,381

⁽¹⁾ Paid in Capital includes compensation costs associated with performance shares and/or restricted stock awards. The expense is included within Net Income Available For Common Stock, net of tax benefits.

Common Stock. Common stock share activity during the three months ended December 31, 2024 consisted of the following items:

	Three Months Ended December 31, 2024
Vesting of Restricted Stock Units	119,177
Vesting of Performance Shares	89,843
Issuance of Common Stock Pursuant to the Company's Non-Employee Director Equity Compensation Plan and Deferred Compensation Plan for Directors and Officers	10,169
Shares Tendered to Pay Withholding Taxes on Stock-Based Compensation Awards ⁽¹⁾	(63,631)
Common Stock Issued Under Stock and Benefit Plans	155,558
Share Repurchases Under Repurchase Plan	(548,596)
Total Net Shares Repurchased During the Three Months Ended December 31, 2024	(393,038)

⁽¹⁾ The Company considers all shares tendered as cancelled shares restored to the status of authorized but unissued shares, in accordance with New Jersey law.

On March 8, 2024, the Company's Board of Directors authorized the Company to implement a share repurchase program, whereby the Company may repurchase outstanding shares of common stock, up to an aggregate amount of \$200 million in the open market or through privately negotiated transactions, including through the use of trading plans intended to qualify under SEC Rule 10b5-1, in accordance with applicable securities laws and other restrictions. During the three months ended December 31, 2024, the Company executed transactions to repurchase 548,596 shares at an average price of \$61.27 per share. With broker fees and excise taxes, the total cost of these repurchases amounted to \$33.9 million. Share repurchases that settled during the three months ended December 31, 2024 were funded with cash provided by operating activities and/or short-term borrowings. In the future, it is expected that this share repurchase program will continue to be funded with cash provided by operating activities and/or through the use of short-term borrowings.

Short-Term Borrowings. On February 28, 2022, the Company entered into a Credit Agreement (as amended from time to time, the "Credit Agreement") with a syndicate of twelve banks. The Credit Agreement provided a \$1.0 billion unsecured committed revolving credit facility with a maturity date of February 26, 2027. In February 2024, the Company and eleven of the banks in the syndicate consented to a one-year extension of the maturity date of the Credit Agreement, from February 26, 2027 to February 25, 2028. In May 2024, three of the banks in the syndicate assumed the commitments of the sole non-extending lender. In January 2025, the Company and the eleven banks in the syndicate consented to a second one-year extension of the maturity date, from February 25, 2028 to February 23, 2029, such that the Company has aggregate commitments available under the Credit Agreement in the full amount of \$1.0 billion through February 23, 2029.

Current Portion of Long-Term Debt. The Current Portion of Long-Term Debt at December 31, 2024 and September 30, 2024 consisted of \$50.0 million of 7.38% notes that mature in June 2025 and \$450.0 million of 5.20% notes that mature in July 2025.

Delayed Draw Term Loan. On February 14, 2024, the Company entered into a Term Loan Agreement (the "Term Loan Agreement") with six lenders, all of which are lenders under the Credit Agreement. The Term Loan Agreement provides a \$300.0 million unsecured committed delayed draw term loan facility with a maturity date of February 14, 2026, and the Company has the ability to select interest periods of one, three or six months for borrowings. In April 2024, pursuant to the delayed draw mechanism, the Company elected to draw a total of \$300.0 million under the facility. After deducting debt issuance costs, the net proceeds to the Company amounted to \$299.4 million. The Company used the proceeds for general corporate purposes, which included the redemption of outstanding commercial paper. Borrowings under the Term Loan Agreement currently bear interest at a rate equal to SOFR for the applicable interest period, plus an adjustment of 0.10%, plus a spread of 1.375%. The current locked-in interest rate is 5.78% until February 2025.

Note 7 – Commitments and Contingencies

Environmental Matters. The Company is subject to various federal, state and local laws and regulations relating to the protection of the environment. The Company has established procedures for the ongoing evaluation of its operations to identify potential environmental exposures and to comply with regulatory requirements. It is the Company's policy to accrue estimated environmental clean-up costs (investigation and remediation) when such amounts can reasonably be estimated and it is probable that the Company will be required to incur such costs.

At December 31, 2024, the Company has estimated its remaining clean-up costs related to former manufactured gas plant sites will be approximately \$4.0 million. The Company's liability for such clean-up costs has been recorded in Other Liabilities on the Consolidated Balance Sheet at December 31, 2024. The Company has a regulatory liability of \$3.3 million related to environmental clean-up costs at December 31, 2024 and is currently not aware of any material additional exposure to environmental liabilities. However, changes in environmental laws and regulations, new information or other factors could have an adverse financial impact on the Company.

Other. The Company is involved in other litigation and regulatory matters arising in the normal course of business. These other matters may include, for example, negligence claims and tax, regulatory or other governmental audits, inspections, investigations and other proceedings. These matters may involve state and federal taxes, safety, compliance with regulations, rate base, cost of service and purchased gas cost issues, among other things. While these other matters arising in the normal course of business could have a material effect on earnings and cash flows in the period in which they are resolved, an estimate of the possible loss or range of loss, if any, cannot be made at this time.

Note 8 – Business Segment Information

The Company reports financial results for four segments: Exploration and Production, Pipeline and Storage, Gathering and Utility. The division of the Company's operations into reportable segments is based upon a combination of factors including differences in products and services, regulatory environment and geographic factors.

The data presented in the tables below reflect financial information for the segments and reconcile to consolidated amounts. As stated in the 2024 Form 10-K, the Company evaluates segment performance based on income before discontinued operations (when applicable). When this is not applicable, the Company evaluates performance based on net income. There have not been any changes in the basis of segmentation nor in the basis of measuring segment profit or loss from those used in the Company's 2024 Form 10-K. A listing of segment assets at December 31, 2024 and September 30, 2024 is shown in the tables below.

Quarter Ended December 31, 2024 (Thousands)

	Exploration and Production	Pipeline and Storage	Gathering	Utility	Total Reportable Segments	All Other	Corporate and Intersegment Eliminations	Total Consolidated
Revenue from External Customers	\$248,860	\$68,750	\$3,448	\$228,424	\$549,482	\$—	\$—	\$549,482
Intersegment Revenues	\$—	\$37,862	\$57,683	\$85	\$95,630	\$—	\$(95,630)	\$—
Segment Profit: Net Income (Loss)	\$(46,777)	\$32,454	\$27,145	\$32,499	\$45,321	\$(193)	\$(142)	\$44,986

(Thousands)	Exploration and Production	Pipeline and Storage	Gathering	Utility	Total Reportable Segments	All Other	Corporate and Intersegment Eliminations	Total Consolidated
Segment Assets:								
At December 31, 2024	\$2,533,521	\$2,475,767	\$1,039,149	\$2,454,198	\$8,502,635	\$7,931	\$(209,118)	\$8,301,448
At September 30, 2024	\$2,644,820	\$2,446,243	\$987,103	\$2,398,709	\$8,476,875	\$6,227	\$(163,332)	\$8,319,770

Quarter Ended December 31, 2023 (Thousands)

	Exploration and Production	Pipeline and Storage	Gathering	Utility	Total Reportable Segments	All Other	Corporate and Intersegment Eliminations	Total Consolidated
Revenue from External Customers	\$254,019	\$64,826	\$4,596	\$201,920	\$525,361	\$—	\$—	\$525,361
Intersegment Revenues	\$—	\$29,587	\$57,992	\$87	\$87,666	\$—	\$(87,666)	\$—
Segment Profit: Net Income (Loss)	\$52,483	\$24,055	\$28,825	\$26,551	\$131,914	\$(121)	\$1,227	\$133,020

Note 9 – Retirement Plan and Other Post-Retirement Benefits

Components of Net Periodic Benefit Cost (in thousands):

Three Months Ended December 31,	Retirement Plan		Other Post-Retirement Benefits	
	2024	2023	2024	2023
Service Cost	\$ 1,023	\$ 1,049	\$ 130	\$ 109
Interest Cost	9,223	10,890	3,625	3,890
Expected Return on Plan Assets	(14,647)	(17,086)	(6,536)	(6,660)
Amortization of Prior Service Cost (Credit)	76	91	(107)	(107)
Amortization of (Gains) Losses	1,620	(335)	9	(567)
Net Amortization and Deferral for Regulatory Purposes (Including Volumetric Adjustments) ⁽¹⁾	(165)	4,057	(727)	2,238
Net Periodic Benefit Cost (Income)	\$ (2,870)	\$ (1,334)	\$ (3,606)	\$ (1,097)

⁽¹⁾ The Company's policy is to record retirement plan and other post-retirement benefit costs in the Utility segment on a volumetric basis to reflect the fact that the Utility segment experiences higher throughput of natural gas in the winter months and lower throughput of natural gas in the summer months.

The components of net periodic benefit cost other than service cost are presented in Other Income (Deductions) on the Consolidated Statements of Income.

Employer Contributions. The Company did not make any contributions to its tax-qualified, noncontributory defined benefit retirement plan (Retirement Plan) during the three months ended December 31, 2024, and does not anticipate making any such contributions during the remainder of fiscal 2025. The Company also did not make any contributions to its VEBA trusts for its other post-retirement benefits during the three months ended December 31, 2024, and does not anticipate making any such contributions during the remainder of fiscal 2025.

Note 10 – Regulatory Matters

New York Jurisdiction

Distribution Corporation's current delivery rates in its New York jurisdiction were approved by the NYPSC in an order issued on December 19, 2024 with rates effective January 1, 2025 ("2024 Rate Order"). The 2024 Rate Order authorizes a three-year rate plan effective October 1, 2024, with a make-whole provision allowing full recovery of revenues that would have been billed at the new rates between October 1, 2024 and December 31, 2024. It also reflects a return on equity of 9.7% and authorizes a revenue requirement increase of \$57.3 million in fiscal 2025, an additional revenue requirement increase of \$15.8 million in fiscal 2026, and an additional revenue requirement increase of \$12.7 million in fiscal 2027. The revenue requirement for each year of the three-year plan has been reduced by \$14 million for actuarial projections of income that is expected to be recognized for qualified pension and other post-retirement benefits. Qualified pension and other post-retirement benefit income or costs are matched with amounts included in revenue resulting in zero impact to earnings. The 2024 Rate Order approves the continuation of several ratemaking mechanisms, including revenue decoupling and WNA, and establishes a number of new cost trackers and regulatory deferrals. It also includes an earnings sharing mechanism, gas safety and customer service performance metrics (including maintaining the Company's leak prone pipe replacement program), and provisions that will facilitate achievement of the emissions reduction goals of the CLCPA.

Pennsylvania Jurisdiction

Distribution Corporation's current delivery rates in its Pennsylvania jurisdiction were approved by the PaPUC in an order issued on June 15, 2023 with rates effective August 1, 2023 ("2023 Rate Order"). The 2023 Rate Order provided for, among other things, an increase in Distribution Corporation's annual base rate operating revenues of \$23 million and authorized a new weather normalization adjustment mechanism.

On April 10, 2024, Distribution Corporation filed with the PaPUC a petition for approval of a distribution system improvement charge ("DSIC") to recover, between base rate cases, capital expenses related to eligible property constructed or installed to rehabilitate, improve and replace portions of the Company's natural gas distribution system. The DSIC petition was approved by the PaPUC on December 5, 2024, and on January 1, 2025, the Company initiated recovery of eligible costs on incremental rate base added after September 30, 2024.

FERC Jurisdiction

Supply Corporation's rate settlement, approved June 11, 2024, provides that Supply Corporation may make a rate filing for new rates to be effective at any time. As well, any party can make a filing under NGA Section 5. Supply Corporation has no rate case currently on file.

Empire's 2019 rate settlement requires a Section 4 rate case filing no later than May 1, 2025. Empire is not barred from filing a Section 4 rate case before the May 1, 2025 date. Empire has no rate case currently on file.

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

OVERVIEW

Please note that this overview is a high-level summary of items that are discussed in greater detail in subsequent sections of this report.

The Company is a diversified energy company engaged principally in the production, gathering, transportation, storage and distribution of natural gas. The Company operates an integrated business, with assets centered in western New York and Pennsylvania, being utilized for, and benefiting from, the production and transportation of natural gas from the Appalachian Basin. The common geographic footprint of the Company's subsidiaries enables them to share management, labor, facilities and support services across various businesses and pursue coordinated projects designed to produce and transport natural gas from the Appalachian Basin to markets in the eastern United States and Canada. The Company's efforts in this regard are not

limited to affiliated projects. The Company has also been designing and building pipeline projects for the transportation of natural gas for non-affiliated natural gas customers in the Appalachian Basin. In addition to expansion projects, the Company continues to focus on the ongoing modernization of its regulated Pipeline and Storage and Utility assets. The Company reports financial results for four business segments. For a discussion of the Company's earnings, refer to the Results of Operations section below.

The Company has continued to pursue development projects to expand its Pipeline and Storage segment. One project on Supply Corporation's system, referred to as the Tioga Pathway Project, is an expansion and modernization project that would allow for the transportation of 190,000 Dth per day of shale gas supplies from a new interconnection in northwest Tioga County, Pennsylvania to an existing Supply Corporation interconnection with Tennessee Gas Pipeline Company, LLC at Ellisburg and a new virtual delivery point into an existing Transcontinental Gas Pipe Line Company, LLC ("Transco") capacity lease, providing access to Mid-Atlantic markets. Supply Corporation filed a Section 7 (c) application with FERC for the project on August 21, 2024. The Tioga Pathway Project has a target in-service date in late calendar 2026 and a preliminary cost estimate of approximately \$101 million. The Tioga Pathway Project is discussed in more detail in the Capital Resources and Liquidity section that follows.

From a rate perspective, Distribution Corporation, in its New York jurisdiction, reached a settlement with the parties to its rate case proceeding. On December 19, 2024, the NYPSC issued an order approving the settlement. The settlement, effective January 1, 2025, establishes a three-year rate plan that reflects a return on equity of 9.7% and authorizes a revenue requirement increase of \$57.3 million in fiscal 2025, an additional revenue requirement increase of \$15.8 million in fiscal 2026, and an additional revenue requirement increase of \$12.7 million in fiscal 2027. The settlement also includes standard make-whole language allowing full recovery of revenues that would have been billed at the new rates between October 1, 2024 and December 31, 2024. In addition, Supply Corporation filed an NGA Section 4 rate case at FERC on July 31, 2023. Settlement rates became effective on February 1, 2024 under a settlement that was approved by FERC without modification on June 11, 2024, and which is estimated to increase Supply Corporation's revenues by approximately \$56 million on an annual basis. For further discussion of Distribution Corporation and Supply Corporation rate matters, refer to the Rate Matters section below.

As discussed in the following Critical Accounting Estimates section, the Company uses the full cost method of accounting for determining the book value of its exploration and production properties and that book value is subject to a quarterly ceiling test. In addition to the non-cash impairment charges under the ceiling test that the Company recorded during fiscal 2024, the Company recorded a non-cash impairment charge under the ceiling test for the quarter ended December 31, 2024 of \$108.3 million (\$79.1 million after-tax). Please refer to the Critical Accounting Estimates section below for a sensitivity analysis concerning commodity price changes.

From a financing perspective, given the impairments recorded since June 30, 2024, under its existing indenture covenants, the Company is precluded from issuing incremental long-term debt from January 1, 2025 to June 13, 2025, the maturity date of the Company's remaining indebtedness outstanding under its 1974 indenture. To the extent the Company wishes to relieve its obligations to comply with the 1974 indenture's restrictions, the Company expects to be able to place future principal and interest payments in trust for the benefit of bondholders pursuant to the terms of the 1974 indenture. Depositing such future principal and interest payments in trust would effectively relieve the Company from its obligations to comply with the 1974 indenture's restrictions, including those on the issuance of incremental long-term debt.

In February 2024, eleven lenders in the syndicate of twelve banks under the Credit Agreement consented to a one-year extension of the maturity date of the Credit Agreement from February 26, 2027 to February 25, 2028. In May 2024, three of the lenders in the syndicate assumed the commitments of the sole non-extending lender. In January 2025, the Company and the eleven banks in the syndicate consented to a second one-year extension on the maturity date from February 25, 2028 to February 23, 2029, such that the Company has aggregate commitments available under the Credit Agreement in the full amount of \$1.0 billion through February 23, 2029.

The Company began repurchasing outstanding shares of its common stock during the quarter ended March 31, 2024 under a share repurchase program authorized by the Company's Board of Directors. The program authorizes the Company to repurchase up to an aggregate amount of \$200 million of its outstanding common stock in the open market or through privately negotiated transactions. During the quarter ended December 31, 2024, the Company executed transactions to repurchase 548,596 shares at an average price of \$61.27 per share. With broker fees and excise taxes, the total cost of these repurchases amounted to \$33.9 million. As of December 31, 2024, the Company has repurchased 1,694,855 shares under the share repurchase program at an average price of \$57.93, for a total cost of \$99.1 million (including broker fees and excise taxes). These matters are discussed further in the Capital Resources and Liquidity section that follows.

The Company expects to use cash on hand, cash from operations, and short-term and long-term borrowings, as needed, to meet its financing needs for the remainder of fiscal 2025, including the redemption of two of the Company's long-term debt maturities totaling \$500.0 million that are scheduled to mature in 2025. The Company continues to evaluate these financing needs and options to meet them. Given the current economic conditions, which include continued inflationary pressures, volatile interest rates and a change in administration at the federal level, the cost and/or availability of capital may be impacted, but the Company continues to expect to meet its financing needs.

CRITICAL ACCOUNTING ESTIMATES

For a complete discussion of critical accounting estimates, refer to "Critical Accounting Estimates" in Item 7 of the Company's 2024 Form 10-K. There have been no material changes to that disclosure other than as set forth below. The information presented below updates and should be read in conjunction with the critical accounting estimates in that Form 10-K.

Exploration and Development Costs. The Company, in its Exploration and Production segment, follows the full cost method of accounting for determining the book value of its exploration and production properties, with natural gas properties in the Appalachian Region being the primary component after the fiscal 2022 sale of the Company's California exploration and production properties. In accordance with the full cost methodology, the Company is required to perform a quarterly ceiling test. Under the ceiling test, the present value of future revenues from the Company's exploration and production reserves based on an unweighted arithmetic average of first day of the month commodity prices for each month within the twelve-month period prior to the end of the reporting period (the "ceiling") is compared with the book value of the Company's exploration and production properties at the balance sheet date. The present value of future revenues is calculated using a 10% discount factor. If the book value of the exploration and production properties exceeds the ceiling, a non-cash impairment charge must be recorded to reduce the book value of such properties to the calculated ceiling. The book value of the exploration and production properties exceeded the ceiling at December 31, 2024, resulting in a non-cash impairment charge of \$108.3 million (\$79.1 million after-tax) for the quarter ended December 31, 2024. The 12-month average of the first day of the month price for natural gas for each month during the twelve months ended December 31, 2024, based on the quoted Henry Hub spot price for natural gas, was \$2.13 per MMBtu. (Note: Because actual pricing of the Company's producing properties vary depending on their location and hedging, the prices used to calculate the ceiling may differ from the Henry Hub price, which is only indicative of 12-month average prices for the twelve months ended December 31, 2024. Actual realized pricing includes adjustments for regional market differentials, transportation fees and contractual arrangements.) The following table illustrates the sensitivity of the ceiling test calculation to commodity price changes, specifically showing the additional impairment that the Company would have recorded at December 31, 2024 if natural gas prices were \$0.25 per MMBtu lower than the average prices used at December 31, 2024 (all amounts are presented after-tax). These calculated amounts are based solely on price changes and do not take into account any other changes to the ceiling test calculation, including, among others, changes in reserve quantities and future cost estimates.

Ceiling Testing Sensitivity to Commodity Price Changes

<i>(Millions)</i>		\$0.25/MMBtu Decrease in Natural Gas Prices
Calculated Impairment under Sensitivity Analysis	\$	473.7
Actual Impairment Recorded at December 31, 2024		79.1
Additional Impairment	\$	394.6

It is difficult to predict what factors could lead to future non-cash impairments under the SEC's full cost ceiling test. Fluctuations in or subtractions from proved reserves, increases in development costs for undeveloped reserves and significant fluctuations in natural gas prices have an impact on the amount of the ceiling at any point in time. For a more complete discussion of the full cost method of accounting, refer to "Exploration and Development Costs" under "Critical Accounting Estimates" in Item 7 of the Company's 2024 Form 10-K.

RESULTS OF OPERATIONS

Earnings

The Company's earnings were \$45.0 million for the quarter ended December 31, 2024 compared to earnings of \$133.0 million for the quarter ended December 31, 2023. The decrease in earnings of \$88.0 million is primarily the result of a loss recognized in the Exploration and Production segment. Lower earnings in the Gathering Segment and losses in the Corporate and All Other categories also contributed to the decrease. Higher earnings in the Pipeline and Storage segment and Utility segment partially offset these decreases.

The Company's earnings for the quarter ended December 31, 2024 included non-cash impairment charges of \$141.8 million (\$103.6 million after-tax) in the Exploration and Production segment, consisting mostly of ceiling test impairment charges of \$108.3 million (\$79.1 million after-tax), as discussed above. The remaining charges are related to the impairment of certain water disposal assets. Note that all amounts used in earnings discussions are after-tax amounts, unless otherwise noted.

Earnings (Loss) by Segment

	Three Months Ended December 31,		
(Thousands)	2024	2023	Increase (Decrease)
Exploration and Production	\$ (46,777)	\$ 52,483	\$ (99,260)
Pipeline and Storage	32,454	24,055	8,399
Gathering	27,145	28,825	(1,680)
Utility	32,499	26,551	5,948
Total Reportable Segments	45,321	131,914	(86,593)
All Other	(193)	(121)	(72)
Corporate	(142)	1,227	(1,369)
Total Consolidated	\$ 44,986	\$ 133,020	\$ (88,034)

Exploration and Production

Exploration and Production Operating Revenues

	Three Months Ended December 31,		
(Thousands)	2024	2023	Increase (Decrease)
Gas Produced in Appalachia (after Hedging)	\$ 247,187	\$ 252,416	\$ (5,229)
Other	1,673	1,603	70
	\$ 248,860	\$ 254,019	\$ (5,159)

Production Volumes

	Three Months Ended December 31,		
	2024	2023	Increase (Decrease)
Gas Production per MMcf	97,717	100,757	(3,040)

Average Prices

	Three Months Ended December 31,		
	2024	2023	Increase (Decrease)
Average Gas Price/Mcf			
Weighted Average	\$ 2.23	\$ 2.31	\$ (0.08)
Weighted Average After Hedging	\$ 2.53	\$ 2.51	\$ 0.02

2024 Compared with 2023

Operating revenues for the Exploration and Production segment decreased \$5.2 million for the quarter ended December 31, 2024 as compared with the quarter ended December 31, 2023. Gas production revenue after hedging decreased \$5.2 million due to the impact of a 3.0 Bcf decrease in natural gas production partially offset by a \$0.02 per Mcf increase in the weighted average price of natural gas after hedging. The decrease in natural gas production was largely due to lower production in the Marcellus and Utica wells in the Appalachian region.

The Exploration and Production segment's loss for the quarter ended December 31, 2024 was \$46.8 million, a decrease of \$99.3 million when compared with earnings of \$52.5 million for the quarter ended December 31, 2023. This decrease can be primarily attributed to non-cash impairments of assets (\$103.6 million), including ceiling test impairments of \$79.1 million and a \$24.5 million impairment of certain water disposal assets recorded during the quarter ended December 31, 2024, as well as lower natural gas production (\$6.0 million). In conjunction with the ceiling test impairment, there was a \$1.0 million earnings reduction associated with the remeasurement of state deferred income taxes. A decline in other income (\$1.7 million) also contributed to the decrease in earnings. These decreases were partially offset by higher natural gas prices after hedging (\$1.9 million), lower depletion expense (\$6.8 million) and lower lease operating and transportation expenses (\$1.1 million). There was also an unrealized loss recognized in the three-month period ended December 31, 2024 (\$0.3 million) on contingent consideration received as part of the 2022 California asset sale, compared to an unrealized loss that was recognized in the three-month period ended December 31, 2023 (\$3.0 million) on such contingent consideration. The decline in other income was mainly attributed to business interruption insurance proceeds received during the quarter ended December 31, 2023 related to a pipeline outage impacting Seneca's ability to market gas. The decrease in depletion expense was primarily due to the net decrease in production combined with a \$0.06 per Mcf decrease in the depletion rate largely due to ceiling test impairments recorded in the third and fourth quarters of fiscal 2024 that lowered Seneca's full cost pool depletable base. The decrease in lease operating and transportation expenses was primarily the result of lower gathering and transportation costs combined with lower workover and salt water disposal expenses.

Pipeline and Storage

Pipeline and Storage Operating Revenues

	Three Months Ended December 31,		
	2024	2023	Increase (Decrease)
<i>(Thousands)</i>			
Firm Transportation	\$ 81,086	\$ 71,495	\$ 9,591
Interruptible Transportation	118	123	(5)
	81,204	71,618	9,586
Firm Storage Service	24,993	21,291	3,702
Interruptible Storage Service	—	1	(1)
Other	415	1,503	(1,088)
	\$ 106,612	\$ 94,413	\$ 12,199

Pipeline and Storage Throughput

	Three Months Ended December 31,		
(MMcf)	2024	2023	Increase (Decrease)
Firm Transportation	202,882	200,101	2,781
Interruptible Transportation	62	118	(56)
	202,944	200,219	2,725

2024 Compared with 2023

Operating revenues for the Pipeline and Storage segment increased \$12.2 million for the quarter ended December 31, 2024 as compared with the quarter ended December 31, 2023. The increase in operating revenues was primarily due to an increase in transportation revenues of \$9.6 million and an increase in storage revenues of \$3.7 million, partially offset by a decrease in other revenues of \$1.1 million. The increase in transportation and storage revenues was primarily attributable to an increase in Supply Corporation's transportation and storage rates effective February 1, 2024, in accordance with Supply Corporation's rate case settlement. The settlement was approved by FERC on June 11, 2024. The decrease in other revenues primarily reflects lower cashout revenues, which are completely offset by purchased gas expense, and an adjustment to match electric surcharge revenues to electric power costs recorded in operation and maintenance expense.

Transportation volume for the quarter ended December 31, 2024 increased by 2.7 Bcf from the prior year's quarter ended December 31, 2023. The increase in transportation volume for the quarter ended December 31, 2024 is primarily due to an increase in volume from new long-term contracts combined with an increase in volume from colder weather. These were partially offset by lower capacity utilization with certain contract shippers and certain contract expirations and revisions. Volume fluctuations, other than those caused by the addition or termination of contracts, generally do not have a significant impact on revenues as a result of the straight fixed-variable rate design utilized by Supply Corporation and Empire.

The Pipeline and Storage segment's earnings for the quarter ended December 31, 2024 were \$32.5 million, an increase of \$8.4 million when compared with earnings of \$24.1 million for the quarter ended December 31, 2023. The increase in earnings was primarily due to the earnings impact of higher operating revenues (\$9.6 million), as discussed above. This increase was partially offset by increases in operating expenses (\$0.9 million) and higher income tax expense (\$0.5 million). The increase in operating expenses was primarily due to higher pipeline integrity costs combined with an increase in personnel costs. The increase in income tax expense is mainly due to higher state income tax expense due to higher pre-tax earnings.

Gathering

Gathering Operating Revenues

	Three Months Ended December 31,		
(Thousands)	2024	2023	Increase (Decrease)
Gathering Revenues	\$ 61,131	\$ 62,588	\$ (1,457)

Gathering Volume

	Three Months Ended December 31,		
	2024	2023	Increase (Decrease)
Gathered Volume - (MMcf)	120,961	124,261	(3,300)

2024 Compared with 2023

Operating revenues for the Gathering segment decreased \$1.5 million for the quarter ended December 31, 2024 as compared with the quarter ended December 31, 2023, which was driven primarily by a 3.3 Bcf decrease in gathered volume.

Gathered volume decreased 1.9 Bcf and 1.4 Bcf in the Gathering segment's eastern development areas (Trout Run and Tioga) and western development area (Clermont), respectively. The net decrease in gathered volume can be attributed to a decrease in gross natural gas production in the Appalachian region by producers connected to the aforementioned gathering systems.

The Gathering segment's earnings for the quarter ended December 31, 2024 were \$27.1 million, a decrease of \$1.7 million when compared with earnings of \$28.8 million for the quarter ended December 31, 2023. The decrease in earnings was primarily due to lower gathering revenues (\$1.2 million) and higher depreciation expense (\$0.8 million). The decrease in gathering revenues was driven by the decrease in gathered volume, as discussed above. The increase in depreciation expense was largely due to additional plant in-service associated with the Tioga gathering system. These decreases in earnings were partially offset by a decrease in income tax expense (\$0.4 million) due to lower state income taxes driven by lower pre-tax income and a reduction in the Pennsylvania state income tax rate.

Utility

Utility Operating Revenues

	Three Months Ended December 31,		
(Thousands)	2024	2023	Increase (Decrease)
Retail Sales Revenues:			
Residential	\$ 171,365	\$ 149,656	\$ 21,709
Commercial	23,212	21,209	2,003
Industrial	1,384	911	473
	195,961	171,776	24,185
Transportation	30,622	30,798	(176)
Other	1,926	(567)	2,493
	\$ 228,509	\$ 202,007	\$ 26,502

Utility Throughput

	Three Months Ended December 31,		
(MMcf)	2024	2023	Increase (Decrease)
Retail Sales:			
Residential	18,476	17,982	494
Commercial	2,919	2,800	119
Industrial	199	138	61
	21,594	20,920	674
Transportation	16,942	17,528	(586)
	38,536	38,448	88

Degree Days

Three Months Ended December 31,	Normal	2024	2023	Percent Colder (Warmer) Than	
				Normal ⁽¹⁾	Prior Year ⁽¹⁾
Buffalo, NY	2,253	1,884	1,858	(16.4)%	1.4 %
Erie, PA	1,894	1,697	1,664	(10.4)%	2.0 %

⁽¹⁾ Percents compare actual 2024 degree days to normal degree days and actual 2024 degree days to actual 2023 degree days.

2024 Compared with 2023

Operating revenues for the Utility segment increased \$26.5 million for the quarter ended December 31, 2024 as compared with the quarter ended December 31, 2023. This increase resulted from a \$24.2 million increase in retail gas sales revenue and a \$2.5 million increase in other revenue, which were partially offset by a \$0.2 million decrease in transportation revenue. The increase in retail gas sales revenue is primarily the result of the impact of new base delivery rates in Distribution Corporation's New York jurisdiction pursuant to a settlement approved by the NYPSC on December 19, 2024. Additional details regarding the base rate regulatory proceeding can be found in Note 10 - Regulatory Matters. This increase also reflects higher purchased gas revenues resulting from a 0.7 Bcf increase in throughput due to cooler temperatures combined with an increase in the cost of gas sold (per Mcf). It should be noted that under its purchased gas adjustment clauses in New York and Pennsylvania, Distribution Corporation's earnings are not impacted by fluctuations in gas costs. Purchased gas expense recorded on the consolidated income statement matches the revenues collected from customers. The increase in other revenue was mainly due to the elimination of the refund provision that was required to defer and return the income tax benefits resulting from the 2017 Tax Reform Act to customers (\$3.3 million). The refund provision is no longer necessary because Distribution Corporation's new base delivery rates now reflect a revenue requirement determined with the current federal income tax rate of 21% and the refund of excess accumulated deferred income taxes.

The Utility segment's earnings for the quarter ended December 31, 2024 were \$32.5 million, an increase of \$5.9 million when compared with earnings of \$26.6 million for the quarter ended December 31, 2023. The increase was primarily due to the impact of new base rates in the Utility segment's New York jurisdiction (\$7.9 million) and an increase in other income (\$3.2 million), which was mainly attributable to the recognition of non-service pension and post-retirement benefit income in accordance with the rate settlement. These factors were partially offset by higher interest expense (\$1.8 million), higher operating expenses (\$1.2 million), higher depreciation expense (\$0.6 million), an increase in income tax expense (\$0.6 million), and a decrease in margin due to lower usage and weather (\$0.3 million). The increase in interest expense was primarily due to an increase in outstanding intercompany debt balances. The increase in operating expenses was mainly attributable to higher personnel costs.

The impact of weather variations on cash flows and customer bills in the Utility segment is mitigated by a WNA. The WNA, which covers the eight-month period from October through May, has had a stabilizing effect on earnings for the Utility segment. In addition, in periods of colder than normal weather, the WNA benefits the Utility segment's customers. For the quarter ended December 31, 2024, the WNA preserved earnings of approximately \$2.0 million and \$1.2 million, respectively, in the Utility segment's New York and Pennsylvania rate jurisdictions, as the weather was warmer than normal in both jurisdictions. For the quarter ended December 31, 2023, the WNA preserved earnings of approximately \$1.4 million in the Utility segment's New York jurisdiction and \$0.5 million in the Utility segment's Pennsylvania jurisdiction, as the weather was warmer than normal.

Corporate and All Other

2024 Compared with 2023

Corporate and All Other operations recorded a net loss of \$0.3 million for the quarter ended December 31, 2024, a decrease of \$1.4 million when compared with earnings of \$1.1 million for the quarter ended December 31, 2023. The decrease was primarily attributable to changes in unrealized gains and losses on investments in equity securities. During the quarter ended December 31, 2024, the Company recorded unrealized losses of \$2.1 million. During the quarter ended December 31, 2023, the Company recorded unrealized gains of \$0.8 million. These changes were partially offset by realized gains from investment securities sold in the current quarter (\$1.2 million). There were no realized gains or losses during the quarter ended December 31, 2023.

Other Income (Deductions)

Net other income on the Consolidated Statements of Income was \$7.7 million for the quarter ended December 31, 2024, compared to net other income of \$3.7 million for the quarter ended December 31, 2023, for an increase of \$4.0 million. This increase can be attributed primarily to a \$5.2 million increase in non-service pension and post-retirement benefit income along with a \$3.8 million benefit from the quarter-over-quarter revaluation of the contingent consideration received from the 2022 California asset sale. These increases were offset by quarter-over-quarter changes in the value of investment securities. During the quarter ended December 31, 2024, there were net losses of \$1.2 million on investment securities. However, during the quarter ended December 31, 2023, there were net gains of \$1.3 million on investment securities. Another offsetting factor

was the non-recurrence of \$2.0 million of business interruption insurance proceeds received during the quarter ended December 31, 2023 related to a pipeline outage that impacted Seneca's ability to market its gas.

Interest Expense on Long-Term Debt

Interest expense on long-term debt on the Consolidated Statement of Income increased \$4.9 million for the quarter ended December 31, 2024 as compared to the quarter ended December 31, 2023. In April 2024, the Company elected to draw a total of \$300.0 million under a delayed draw term loan credit facility, which was the primary driver of the increase. These borrowings had a locked-in weighted average interest rate of 6.30% for the quarter ended December 31, 2024.

CAPITAL RESOURCES AND LIQUIDITY

The Company's primary source of cash during the three-month periods ended December 31, 2024 and December 31, 2023 consisted of cash provided by operating activities and net proceeds from short-term borrowings.

The Company expects to have adequate amounts of cash available to meet both its short-term and long-term cash requirements for at least the next twelve months and for the foreseeable future thereafter. During the remainder of 2025, the Company expects to use cash provided by operating activities, as well as net proceeds from short-term and long-term borrowings, to fund the Company's capital expenditures. Looking forward to 2026, based on current commodity prices, cash provided by operating activities is again expected to exceed capital expenditures. The Company also has two long-term debt maturities in 2025, totaling \$500.0 million, which the Company anticipates funding with long-term borrowings. These cash flow projections do not reflect the impact of acquisitions or divestitures that may arise in the future.

Operating Cash Flow

Internally generated cash from operating activities consists of net income available for common stock, adjusted for non-cash expenses, non-cash income, gains and losses associated with investing and financing activities, and changes in operating assets and liabilities. Non-cash items include depreciation, depletion and amortization, impairment of assets, deferred income taxes and stock-based compensation.

Cash provided by operating activities in the Utility and Pipeline and Storage segments may vary substantially from period to period because of the impact of rate cases. In the Utility segment, supplier refunds, over- or under-recovered purchased gas costs, weather and regulatory lag may also significantly impact cash flow. The impact of weather on cash flow is tempered in the Pipeline and Storage segment by the straight fixed-variable rate design used by Supply Corporation and Empire. The weather impact on cash flow in the Utility segment is mitigated by a WNA in both its New York and Pennsylvania rate jurisdictions.

Because of the seasonal nature of the heating business in the Utility segment, revenues in this business are relatively high during the heating season, primarily the first and second quarters of the fiscal year, and receivable balances historically increase during these periods from the receivable balances at September 30.

The storage gas inventory normally declines during the first and second quarters of the fiscal year and is replenished during the third and fourth quarters. For storage gas inventory accounted for under the LIFO method, the current cost of replacing gas withdrawn from storage is recorded in the Consolidated Statements of Income and a reserve for gas replacement is recorded in the Consolidated Balance Sheets under the caption "Other Accruals and Current Liabilities." Such reserve is reduced as the inventory is replenished.

Cash provided by operating activities in the Exploration and Production segment may vary from period to period as a result of changes in the commodity prices of natural gas as well as changes in production. The Company uses various derivative financial instruments, including price swap agreements and no cost collars, in an attempt to manage this energy commodity price risk. The pricing protection obtained from derivative financial instruments will fluctuate over time as instruments expire and are replaced with new instruments reflecting current commodity prices of natural gas.

Net cash provided by operating activities totaled \$220.1 million for the three months ended December 31, 2024, a decrease of \$50.8 million compared with \$270.9 million provided by operating activities for the three months ended December 31, 2023. The decrease in cash provided by operating activities primarily reflects lower cash provided by operating activities in the Exploration and Production segment due to lower cash receipts from natural gas production in the Appalachian region.

Investing Cash Flow

Expenditures for Long-Lived Assets

The Company's expenditures for long-lived assets totaled \$192.1 million during the three months ended December 31, 2024 and \$235.7 million during the three months ended December 31, 2023. The table below presents these expenditures:

Total Expenditures for Long-Lived Assets			
Three Months Ended December 31, (Millions)	2024	2023	Increase (Decrease)
Exploration and Production:			
Capital Expenditures	\$ 122.6 ⁽¹⁾	\$ 161.0 ⁽²⁾	\$ (38.4)
Pipeline and Storage:			
Capital Expenditures	19.8 ⁽¹⁾	24.6 ⁽²⁾	(4.8)
Gathering:			
Capital Expenditures	13.0 ⁽¹⁾	19.6 ⁽²⁾	(6.6)
Utility:			
Capital Expenditures	36.5 ⁽¹⁾	30.5 ⁽²⁾	6.0
All Other:			
Capital Expenditures	0.2	—	0.2
	\$ 192.1	\$ 235.7	\$ (43.6)

(1) At December 31, 2024, capital expenditures for the Exploration and Production segment, the Pipeline and Storage segment, the Gathering segment and the Utility segment included \$56.3 million, \$4.4 million, \$6.0 million and \$4.9 million, respectively, of non-cash capital expenditures. At September 30, 2024, capital expenditures for the Exploration and Production segment, the Pipeline and Storage segment, the Gathering segment and the Utility segment included \$63.3 million, \$14.4 million, \$21.7 million and \$20.6 million, respectively, of non-cash capital expenditures.

(2) At December 31, 2023, capital expenditures for the Exploration and Production segment, the Pipeline and Storage segment, the Gathering segment and the Utility segment included \$74.9 million, \$5.5 million, \$11.1 million and \$6.4 million, respectively, of non-cash capital expenditures. At September 30, 2023, capital expenditures for the Exploration and Production segment, the Pipeline and Storage segment, the Gathering segment and the Utility segment included \$43.2 million, \$31.8 million, \$20.6 million and \$13.6 million, respectively, of non-cash capital expenditures.

Exploration and Production

The Exploration and Production segment capital expenditures for the three months ended December 31, 2024 were primarily well drilling and completion expenditures in the Appalachian region, and included \$27.5 million in the Marcellus Shale area and \$90.9 million in the Utica Shale area. These amounts included approximately \$34.6 million spent to develop proved undeveloped reserves.

The Exploration and Production segment capital expenditures for the three months ended December 31, 2023 were primarily well drilling and completion expenditures in the Appalachian region, and included \$37.5 million in the Marcellus Shale area and \$120.2 million in the Utica Shale area. These amounts included approximately \$106.0 million spent to develop proved undeveloped reserves.

Pipeline and Storage

The Pipeline and Storage segment capital expenditures for the three months ended December 31, 2024 and December 31, 2023 were primarily for additions, improvements and replacements to this segment's transmission and gas storage systems, which included system modernization expenditures that enhance the reliability and safety of the systems and reduce emissions.

In addition, due to the continuing demand for pipeline capacity to move natural gas from new wells being drilled in Appalachia, specifically in the Marcellus and Utica Shale producing areas, Supply Corporation and Empire have completed and continue to pursue expansion projects designed to move anticipated Marcellus and Utica production gas to other interstate pipelines and to on-system markets, and markets beyond the Supply Corporation and Empire pipeline systems. An expansion and modernization project where the Company has forecasted a significant amount of investment in preliminary survey and investigation costs and/or capital expenditures, and where a precedent agreement has been executed, is discussed below.

Supply Corporation concluded an Open Season on August 25, 2023, and based on post-open season discussions, has designed a project that would allow for the transportation of 190,000 Dth per day of shale gas supplies from a new interconnection in northwest Tioga County, Pennsylvania to an existing Supply Corporation interconnection with Tennessee Gas Pipeline Company, LLC at Ellisburg and a new virtual delivery point into an existing Transcontinental Gas Pipe Line Company, LLC ("Transco") capacity lease, providing access to Mid-Atlantic markets ("Tioga Pathway Project"). The Tioga Pathway Project involves the construction of approximately 19 miles of new pipeline and the replacement of approximately four miles of existing pipeline on the Supply Corporation system. Supply Corporation has executed a Precedent Agreement with Seneca for 190,000 Dth per day of transportation capacity and filed a Section 7(c) application with the FERC on August 21, 2024. The Tioga Pathway Project has a projected in-service date of late calendar year 2026 and an estimated capital cost of approximately \$101 million. As of December 31, 2024, approximately \$3.2 million has been spent to study this project, all of which has been included in Deferred Charges on the Consolidated Balance Sheet at December 31, 2024.

Gathering

The majority of the Gathering segment capital expenditures for the three months ended December 31, 2024 included expenditures related to the continued expansion of Midstream Company's Tioga gathering system. These expenditures were largely attributable to the installation of new in-field gathering pipelines related to bringing new development online and system optimization, as well as the continued development of centralized station facilities, including increased dehydration capacity and compression horsepower.

The majority of the Gathering segment capital expenditures for the three months ended December 31, 2023 included expenditures related to the continued expansion of Midstream Company's Tioga and Clermont gathering systems. These expenditures were largely attributable to the installation of new in-field gathering pipelines related to bringing new development online, as well as the continued development of centralized station facilities, including increased dehydration capacity and compression horsepower.

Utility

The majority of the Utility segment capital expenditures for the three months ended December 31, 2024 and December 31, 2023 were made for main and service line improvements and replacements that enhance the reliability and safety of the system and reduce emissions. Expenditures were also made for main extensions.

Project Funding

During the quarter ended December 31, 2024 and fiscal 2024, the Company has been financing capital expenditures with cash from operations and short-term debt. Going forward, the Company expects to use cash on hand, cash from operations and short-term or long-term borrowings, as needed, to finance capital expenditures. The level of short-term and/or long-term borrowings will depend upon the amount of cash provided by operations, which, in turn, will likely be most impacted by natural gas production and the associated commodity price realizations in the Exploration and Production segment. It will also likely depend on the timing of gas cost and base rate recovery in the Utility segment.

The Company continuously evaluates capital expenditures and potential investments in corporations, partnerships, and other business entities. The amounts are subject to modification for opportunities such as the acquisition of attractive natural gas properties, accelerated development of existing natural gas properties, natural gas storage and transmission facilities, natural gas generation facilities, natural gas gathering and compression facilities and the expansion of natural gas transmission line capacities, regulated utility assets and other opportunities as they may arise. The amounts are also subject to modification for opportunities involving emission reductions and/or energy transition including investments directly related to low- and no-carbon fuels. While the majority of capital expenditures in the Utility segment are necessitated by the continued need for replacement and upgrading of mains and service lines, the magnitude of future capital expenditures or other investments in the Company's business segments depends, to a large degree, upon market and regulatory conditions as well as legislative actions.

Financing Cash Flow

Consolidated short-term debt increased \$109.3 million when comparing the balance sheet at December 31, 2024 to the balance sheet at September 30, 2024. The maximum amount of short-term debt outstanding during the three months ended December 31, 2024 was \$253.9 million. In addition to cash provided by operating activities, the Company continues to consider short-term debt (consisting of short-term notes payable to banks and commercial paper) an important source of cash for temporarily financing items such as capital expenditures, asset purchases, gas-in-storage inventory, unrecovered purchased

gas costs, margin calls on derivative financial instruments, repurchases of stock, other working capital needs and repayment of long-term debt. Fluctuations in these items can have a significant impact on the amount and timing of short-term debt. As of December 31, 2024, the Company had outstanding commercial paper of \$200.0 million and did not have any short-term notes payable to banks as of December 31, 2024.

On February 28, 2022, the Company entered into a Credit Agreement (as amended from time to time, the “Credit Agreement”) with a syndicate of twelve banks. The Credit Agreement provided a \$1.0 billion unsecured committed revolving credit facility with a maturity date of February 26, 2027. In February 2024, the Company and eleven of the banks in the syndicate consented to a one-year extension of the maturity date of the Credit Agreement, from February 26, 2027 to February 25, 2028. In May 2024, three of the banks in the syndicate assumed the commitments of the sole non-extending lender. In January 2025, the Company and the eleven banks in the syndicate consented to a second one-year extension of the maturity date, from February 25, 2028 to February 23, 2029, such that the Company has aggregate commitments available under the Credit Agreement in the full amount of \$1.0 billion through February 23, 2029.

The total amount available to be issued under the Company’s commercial paper program is \$500.0 million. The commercial paper program is backed by the Credit Agreement. The Company also has uncommitted lines of credit with financial institutions for general corporate purposes. Borrowings under these uncommitted lines of credit would be made at competitive market rates. The uncommitted credit lines are revocable at the option of the financial institution and are reviewed on an annual basis. The Company anticipates that its uncommitted lines of credit generally will be renewed or substantially replaced by similar lines. Other financial institutions may also provide the Company with uncommitted or discretionary lines of credit in the future.

On February 14, 2024, the Company entered into a Term Loan Agreement (the “Term Loan Agreement”) with six lenders, all of which are lenders under the Credit Agreement. The Term Loan Agreement provides a \$300.0 million unsecured committed delayed draw term loan facility with a maturity date of February 14, 2026, and the Company has the ability to select interest periods of one, three or six months for borrowings. In April 2024, pursuant to the delayed draw mechanism, the Company elected to draw a total of \$300.0 million under the facility. After deducting debt issuance costs, the net proceeds to the Company amounted to \$299.4 million. The Company used the proceeds for general corporate purposes, which included the redemption of outstanding commercial paper. Borrowings under the Term Loan Agreement currently bear interest at a rate equal to SOFR for the applicable interest period, plus an adjustment of 0.10%, plus a spread of 1.375%. The current locked-in interest rate is 5.78% until February 2025.

Both the Credit Agreement and the Term Loan Agreement provide that the Company's debt to capitalization ratio will not exceed 0.65 at the last day of any fiscal quarter. For purposes of calculating the debt to capitalization ratio, the Company's total capitalization will be increased by adding back 50% of the aggregate after-tax amount of non-cash charges directly arising from any ceiling test impairment occurring on or after July 1, 2018, not to exceed \$400 million. Since that date, the Company recorded non-cash, after-tax ceiling test impairments totaling \$797.0 million. As a result, at December 31, 2024, \$398.5 million was added back to the Company's total capitalization for purposes of calculating the debt to capitalization ratio under the Credit Agreement and the Term Loan Agreement. In addition, for purposes of calculating the debt to capitalization ratio, the following amounts included in Accumulated Other Comprehensive Income (Loss) on the Company's consolidated balance sheet will be excluded from the determination of comprehensive shareholders' equity: all unrealized gains or losses on commodity-related derivative financial instruments, and up to \$10 million in unrealized gains or losses on other derivative financial instruments. As a result of these exclusions, such unrealized gains or losses will not positively or negatively affect the calculation of the debt to capitalization ratio. At December 31, 2024, the Company's debt to capitalization ratio, as calculated under the agreements, was 0.48. The constraints specified in the Credit Agreement and the Term Loan Agreement would have permitted an additional \$2.97 billion in short-term and/or long-term debt to be outstanding at December 31, 2024 (further limited by the indenture covenants discussed below) before the Company's debt to capitalization ratio exceeded 0.65.

A downgrade in the Company's credit ratings could increase borrowing costs, negatively impact the availability of capital from banks, commercial paper purchasers and other sources, and require the Company's subsidiaries to post letters of credit, cash or other assets as collateral with certain counterparties. If the Company is not able to maintain investment grade credit ratings, it may not be able to access commercial paper markets. However, the Company expects that it could borrow under its credit facilities or rely upon other liquidity sources.

The Credit Agreement and the Term Loan Agreement each contain a cross-default provision whereby the failure by the Company or its significant subsidiaries to make payments under other borrowing arrangements, or the occurrence of certain events affecting those other borrowing arrangements, could trigger an obligation to repay any amounts outstanding under the Credit Agreement or Term Loan Agreement, as applicable. In particular, a repayment obligation could be triggered if (i) the

Company or any of its significant subsidiaries fails to make a payment when due of any principal or interest on any other indebtedness aggregating \$40.0 million or more or (ii) an event occurs that causes, or would permit the holders of any other indebtedness aggregating \$40.0 million or more to cause, such indebtedness to become due prior to its stated maturity.

The Current Portion of Long-Term Debt at December 31, 2024 and September 30, 2024 consisted of \$50.0 million of 7.38% notes that mature in June 2025 and \$450.0 million of 5.20% notes that mature in July 2025.

The Company's embedded cost of long-term debt was 4.83% at December 31, 2024 and 4.69% at December 31, 2023.

The Company's present liquidity position is believed to be adequate to satisfy known demands. Under the Company's 1974 indenture, certain covenants exist that, from time to time, may preclude the Company from issuing incremental long-term debt. Given the impairments of exploration and production properties the Company recognized since June 30, 2024, the indenture covenants preclude the Company from issuing incremental long-term debt from January 1, 2025 to June 13, 2025, the maturity date of the Company's remaining indebtedness outstanding under the 1974 indenture.

As of December 31, 2024, the Company had \$50.0 million in principal and \$3.2 million in interest payments remaining related to long-term debt issued under the 1974 indenture. To the extent the Company wishes to relieve its obligations to comply with the 1974 indenture's restrictions, the Company expects to be able to place future principal and interest payments in trust for the benefit of bondholders pursuant to the terms of the 1974 indenture. Depositing such future principal and interest payments in trust would effectively relieve the Company from its obligations to comply with the 1974 indenture's restrictions, including those on the issuance of incremental long-term debt.

In addition to the covenants noted above, the Company's 1974 indenture contains a cross-default provision whereby the failure by the Company to perform certain obligations under other borrowing arrangements could trigger an obligation to repay the debt outstanding under the indenture. In particular, a repayment obligation could be triggered if the Company fails (i) to pay any scheduled principal or interest on any debt under any other indenture or agreement or (ii) to perform any other term in any other such indenture or agreement, and the effect of the failure causes, or would permit the holders of the debt to cause, the debt under such indenture or agreement to become due prior to its stated maturity, unless cured or waived.

On March 8, 2024, the Company's Board of Directors authorized the Company to implement a share repurchase program, whereby the Company may repurchase outstanding shares of common stock, up to an aggregate amount of \$200 million in the open market or through privately negotiated transactions, including through the use of trading plans intended to qualify under SEC Rule 10b5-1, in accordance with applicable securities laws and other restrictions. While the program has no fixed expiration date, the Company is targeting completion of this program by the end of fiscal 2025, depending on a number of factors, including but not limited to stock price, market conditions, applicable securities laws, including SEC Rule 10b-18, corporate and regulatory requirements, and capital and liquidity needs. The Company's Board of Directors may suspend, discontinue, terminate, modify, cancel or extend the share repurchase program at any time and for any reason. During the three months ended December 31, 2024, the Company executed transactions to repurchase 548,596 shares at an average price of \$61.27 per share. With broker fees and excise taxes, the total cost of these repurchases amounted to \$33.9 million. Share repurchases that settled during the three months ended December 31, 2024 were funded with cash provided by operating activities and/or short-term borrowings. As of December 31, 2024, the Company has repurchased 1,694,855 shares under the share repurchase program at an average price of \$57.93, for a total cost of \$99.1 million (including broker fees and excise taxes). It is expected that future repurchases, if any, under this program will continue to be funded with cash provided by operating activities and/or through the use of short-term borrowings.

OTHER MATTERS

In addition to the legal proceedings disclosed in Part II, Item 1 of this report, the Company is involved in other litigation and regulatory matters arising in the normal course of business. These other matters may include, for example, negligence claims and tax, regulatory or other governmental audits, inspections, investigations or other proceedings. These matters may involve state and federal taxes, safety, compliance with regulations, rate base, cost of service and purchased gas cost issues, among other things. While these normal-course matters could have a material effect on earnings and cash flows in the period in which they are resolved, they are not expected to change materially the Company's present liquidity position, nor are they expected to have a material adverse effect on the financial condition of the Company.

The Company did not make any contributions to its tax-qualified, noncontributory defined benefit retirement plan (Retirement Plan) during the three months ended December 31, 2024, and does not anticipate making any such contributions during the remainder of fiscal 2025. The Company also did not make any contributions to its VEBA trusts for its other post-

retirement benefits during the three months ended December 31, 2024, and does not anticipate making any such contributions during the remainder of fiscal 2025.

Market Risk Sensitive Instruments

Rules adopted by the CFTC and other regulators could adversely impact the Company. While many of those rules place specific conditions on the operations of swap dealers rather than directly on the Company, concern remains that swap dealers with whom the Company may transact will pass along their increased costs stemming from final rules through higher transaction costs and prices or other direct or indirect costs. Some of those rules also may apply directly to the Company and adversely impact its ability to trade swaps and over-the-counter derivatives, whether due to increased costs, limitations on trading capacity or for other reasons. Additionally, given the enforcement authority granted to the CFTC on anti-market manipulation, anti-fraud and anti-disruptive trading practices, it is difficult to predict how the evolving enforcement priorities of the CFTC will impact our business. Should the Company violate any laws or regulations applicable to our hedging activities, it could be subject to CFTC enforcement action and material penalties and sanctions.

The authoritative guidance for fair value measurements and disclosures requires consideration of the impact of nonperformance risk (including credit risk) from a market participant perspective in the measurement of the fair value of assets and liabilities. At December 31, 2024, the Company determined that nonperformance risk associated with its natural gas price swap agreements, natural gas no cost collars and foreign currency contracts would have no material impact on its financial position or results of operation. To assess nonperformance risk, the Company considered information such as any applicable collateral posted, master netting arrangements, and applied a market-based method by using the counterparty's (assuming the derivative is in a gain position) or the Company's (assuming the derivative is in a loss position) credit default swaps rates.

For a complete discussion of all other market risk sensitive instruments used by the Company, refer to "Market Risk Sensitive Instruments" in Item 7 of the Company's 2024 Form 10-K.

Rate Matters

Utility Operation

Delivery rates for both the New York and Pennsylvania divisions are regulated by the states' respective public utility commissions and typically are changed only when approved through a procedure known as a "rate case." In both jurisdictions, delivery rates do not reflect the recovery of purchased gas costs. Prudently-incurred gas costs are recovered through operation of automatic adjustment clauses, and are collected primarily through a separately-stated "supply charge" on the customer bill.

New York Jurisdiction

Distribution Corporation's current delivery rates in its New York jurisdiction were approved by the NYPSC in an order issued on December 19, 2024 with rates effective January 1, 2025 ("2024 Rate Order"). The 2024 Rate Order authorizes a three-year rate plan effective October 1, 2024, with a make-whole provision allowing full recovery of revenues that would have been billed at the new rates between October 1, 2024 and December 31, 2024. It also reflects a return on equity of 9.7% and authorizes a revenue requirement increase of \$57.3 million in fiscal 2025, an additional revenue requirement increase of \$15.8 million in fiscal 2026, and an additional revenue requirement increase of \$12.7 million in fiscal 2027. The revenue requirement for each year of the three-year plan has been reduced by \$14 million for actuarial projections of income that is expected to be recognized for qualified pension and other post-retirement benefits. Qualified pension and other post-retirement benefit income or costs are matched with amounts included in revenue resulting in zero impact to earnings. The 2024 Rate Order approves the continuation of several ratemaking mechanisms, including revenue decoupling and WNA, and establishes a number of new cost trackers and regulatory deferrals. It also includes an earnings sharing mechanism, gas safety and customer service performance metrics (including maintaining the Company's leak prone pipe replacement program), and provisions that will facilitate achievement of the emissions reduction goals of the CLCPA.

Pennsylvania Jurisdiction

Distribution Corporation's current delivery rates in its Pennsylvania jurisdiction were approved by the PaPUC in an order issued on June 15, 2023 with rates effective August 1, 2023 ("2023 Rate Order"). The 2023 Rate Order provided for, among other things, an increase in Distribution Corporation's annual base rate operating revenues of \$23 million and authorized a new weather normalization adjustment mechanism.

On April 10, 2024, Distribution Corporation filed with the PaPUC a petition for approval of a distribution system improvement charge (“DSIC”) to recover, between base rate cases, capital expenses related to eligible property constructed or installed to rehabilitate, improve and replace portions of the Company’s natural gas distribution system. The DSIC petition was approved by the PaPUC on December 5, 2024, and on January 1, 2025, the Company initiated recovery of eligible costs on incremental rate base added after September 30, 2024.

Pipeline and Storage

Supply Corporation's rate settlement, approved June 11, 2024, provides that Supply Corporation may make a rate filing for new rates to be effective at any time. As well, any party can make a filing under NGA Section 5. Supply Corporation has no rate case currently on file.

Empire's 2019 rate settlement requires a Section 4 rate case filing no later than May 1, 2025. Empire is not barred from filing a Section 4 rate case before the May 1, 2025 date. Empire has no rate case currently on file.

Environmental Matters

The Company is subject to various federal, state and local laws and regulations relating to the protection of the environment. The Company has established procedures for the ongoing evaluation of its operations to identify potential environmental exposures and comply with regulatory requirements. In 2021, the Company set methane intensity reduction targets at each of its businesses, an absolute greenhouse gas emissions reduction target for the consolidated Company, and greenhouse gas reduction targets associated with the Company’s utility delivery system. In 2022, the Company began measuring progress against these reduction targets. The Company's ability to estimate accurately the time, costs and resources necessary to meet emissions targets may be impacted as environmental exposures, technology and opportunities change and regulatory and policy updates are issued.

For further discussion of the Company's environmental exposures, refer to Item 1 at Note 7 – Commitments and Contingencies under the heading “Environmental Matters.”

Legislative and regulatory measures to address climate change and greenhouse gas emissions are in various phases of discussion or implementation in the United States. These efforts include legislation, legislative proposals and new regulations, and executive orders at the state and federal level, and private party litigation related to greenhouse gas emissions. Legislation or regulation that aims to reduce greenhouse gas emissions could also include emissions limits, reporting requirements, carbon taxes, cap and invest and cap and trade programs, restrictive permitting, increased efficiency standards, and incentives or mandates to conserve energy or use renewable energy sources. For example, the federal Inflation Reduction Act of 2022 (IRA) legislation was signed into law on August 16, 2022, and includes a directive for the EPA, the lead federal agency that regulates greenhouse gas emissions pursuant to the Clean Air Act, to develop a waste emissions charge (WEC) applicable to the reported annual methane emissions of certain oil and gas facilities, above specified methane intensity thresholds. EPA published its final WEC regulations in November 2024. EPA regulations also impose stringent leak detection and repair requirements and address reporting and control of methane and volatile organic compound emissions, which were further expanded with EPA’s March 2024 publication and finalization of the Standards of Performance for New, Reconstructed, and Modified Sources and Emissions Guidelines for Existing Sources and its May 2024 finalization of the Greenhouse Gas Reporting Program, Part 98 - Subpart W Final Rule.

Additionally, a number of states have adopted energy strategies or plans with aggressive goals for the reduction of greenhouse gas emissions. Pennsylvania has a methane reduction framework with the stated goal of reducing methane emissions from well sites, compressor stations and pipelines. Federal, state or local governments may provide tax advantages and other subsidies to support alternative energy sources, mandate the use of specific fuels or technologies, or promote research into new technologies to reduce the cost and increase the scalability of alternative energy sources. The New York State legislature passed the CLCPA that mandates reducing greenhouse gas emissions by 40% from 1990 levels by 2030, and by 85% from 1990 levels by 2050, with the remaining emission reduction achieved by controlled offsets. The CLCPA also requires electric generators to meet 70% of demand with renewable energy by 2030 and 100% with zero emissions generation by 2040. The NYPSC has initiated and/or modified various proceedings in an effort to help the State meet these emissions reduction targets. In May 2023, New York State passed legislation that prohibits the installation of fossil fuel burning equipment and building systems in new buildings commencing on or after December 31, 2025, subject to certain exemptions. These climate change and greenhouse gas initiatives could impact the Company’s customer base and assets depending on the promulgation of final regulations and on regulatory treatment afforded in the process. The NYDEC, in conjunction with the New York State Energy Research and Development Authority, is developing a cap-and-invest program in the state. The above-enumerated

initiatives could also increase the Company's cost of environmental compliance by increasing reporting requirements, requiring retrofitting of existing equipment, requiring installation of new equipment, and/or requiring the purchase of emission allowances. They could also reduce demand for natural gas and delay or otherwise negatively affect efforts to obtain permits and other regulatory approvals. Changing market conditions and new regulatory requirements, as well as unanticipated or inconsistent application of existing laws and regulations by administrative agencies, make it difficult to predict a long-term business impact across twenty or more years.

Effects of Inflation

The Company's operations are sensitive to increases in the rate of inflation because of its operational and capital spending requirements in both its regulated and non-regulated businesses. For the regulated businesses, recovery of increasing costs from customers can be delayed by the regulatory process of a rate case filing. For the non-regulated businesses, prices received for services performed or products produced are determined by market factors that are not necessarily correlated to the underlying costs required to provide the service or product.

Safe Harbor for Forward-Looking Statements

The Company is including the following cautionary statement in this Quarterly Report on Form 10-Q to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any forward-looking statements made by, or on behalf of, the Company. Forward-looking statements include statements concerning plans, objectives, goals, projections, strategies, future events or performance, and underlying assumptions and other statements which are other than statements of historical facts. From time to time, the Company may publish or otherwise make available forward-looking statements of this nature. All such subsequent forward-looking statements, whether written or oral and whether made by or on behalf of the Company, are also expressly qualified by these cautionary statements. Certain statements contained in this report, including, without limitation, statements regarding future prospects, plans, objectives, goals, projections, estimates of oil and gas quantities, strategies, future events or performance and underlying assumptions, capital structure, anticipated capital expenditures, completion of construction projects, projections for pension and other post-retirement benefit obligations, impacts of the adoption of new authoritative accounting and reporting guidance, and possible outcomes of litigation or regulatory proceedings, as well as statements that are identified by the use of the words "anticipates," "estimates," "expects," "forecasts," "intends," "plans," "predicts," "projects," "believes," "seeks," "will," "may," and similar expressions, are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 and accordingly involve risks and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. The Company's expectations, beliefs and projections are expressed in good faith and are believed by the Company to have a reasonable basis, but there can be no assurance that management's expectations, beliefs or projections will result or be achieved or accomplished. In addition to other factors and matters discussed elsewhere herein, the following are important factors that, in the view of the Company, could cause actual results to differ materially from those discussed in the forward-looking statements:

1. Impairments under the SEC's full cost ceiling test for natural gas reserves;
2. Changes in the price of natural gas;
3. Changes in laws, regulations or judicial interpretations to which the Company is subject, including those involving derivatives, taxes, safety, employment, climate change, other environmental matters, real property, and exploration and production activities such as hydraulic fracturing;
4. Governmental/regulatory actions, initiatives and proceedings, including those involving rate cases (which address, among other things, target rates of return, rate design, retained natural gas and system modernization), environmental/safety requirements, affiliate relationships, industry structure, and franchise renewal;
5. The Company's ability to estimate accurately the time and resources necessary to meet emissions targets;
6. Governmental/regulatory actions and/or market pressures to reduce or eliminate reliance on natural gas;
7. Changes in economic conditions, including inflationary pressures, supply chain issues, liquidity challenges, and global, national or regional recessions, and their effect on the demand for, and customers' ability to pay for, the Company's products and services;
8. The creditworthiness or performance of the Company's key suppliers, customers and counterparties;
9. Financial and economic conditions, including the availability of credit, and occurrences affecting the Company's ability to obtain financing on acceptable terms for working capital, capital expenditures and other investments,

including any downgrades in the Company's credit ratings and changes in interest rates and other capital market conditions;

10. Changes in price differentials between similar quantities of natural gas sold at different geographic locations, and the effect of such changes on commodity production, revenues and demand for pipeline transportation capacity to or from such locations;
11. The impact of information technology disruptions, cybersecurity or data security breaches;
12. Factors affecting the Company's ability to successfully identify, drill for and produce economically viable natural gas reserves, including among others geology, lease availability and costs, title disputes, weather conditions, water availability and disposal or recycling opportunities of used water, shortages, delays or unavailability of equipment and services required in drilling operations, insufficient gathering, processing and transportation capacity, the need to obtain governmental approvals and permits, and compliance with environmental laws and regulations;
13. The Company's ability to complete strategic transactions;
14. Increased costs or delays or changes in plans with respect to Company projects or related projects of other companies, as well as difficulties or delays in obtaining necessary governmental approvals, permits or orders or in obtaining the cooperation of interconnecting facility operators;
15. Increasing health care costs and the resulting effect on health insurance premiums and on the obligation to provide other post-retirement benefits;
16. Other changes in price differentials between similar quantities of natural gas having different quality, heating value, hydrocarbon mix or delivery date;
17. The cost and effects of legal and administrative claims against the Company or activist shareholder campaigns to effect changes at the Company;
18. Negotiations with the collective bargaining units representing the Company's workforce, including potential work stoppages during negotiations;
19. Uncertainty of natural gas reserve estimates;
20. Significant differences between the Company's projected and actual production levels for natural gas;
21. Changes in demographic patterns and weather conditions (including those related to climate change);
22. Changes in the availability, price or accounting treatment of derivative financial instruments;
23. Changes in laws, actuarial assumptions, the interest rate environment and the return on plan/trust assets related to the Company's pension and other post-retirement benefits, which can affect future funding obligations and costs and plan liabilities;
24. Economic disruptions or uninsured losses resulting from major accidents, fires, severe weather, natural disasters, terrorist activities or acts of war, as well as economic and operational disruptions due to third-party outages;
25. Significant differences between the Company's projected and actual capital expenditures and operating expenses; or
26. Increasing costs of insurance, changes in coverage and the ability to obtain insurance.

The Company disclaims any obligation to update any forward-looking statements to reflect events or circumstances after the date hereof.

Forward-looking and other statements in this Quarterly Report on Form 10-Q regarding methane and greenhouse gas reduction plans and goals are not an indication that these statements are necessarily material to investors or required to be disclosed in our filings with the SEC. In addition, historical, current and forward-looking statements regarding methane and greenhouse gas emissions may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve and assumptions that are subject to change in the future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Refer to the "Market Risk Sensitive Instruments" section in Item 2 – MD&A.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The term “disclosure controls and procedures” is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. These rules refer to the controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. The Company’s management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company’s disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of December 31, 2024.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company’s internal control over financial reporting that occurred during the quarter ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

For a discussion of various environmental and other matters, refer to Part I, Item 1 at Note 7 – Commitments and Contingencies, and Part I, Item 2 - MD&A of this report under the heading “Other Matters – Environmental Matters.”

For a discussion of certain rate matters involving the NYPSC, refer to Part I, Item 1 of this report at Note 10 – Regulatory Matters.

Item 1A. Risk Factors

The risk factors in Item 1A of the Company’s 2024 Form 10-K have not materially changed other than as set forth below. The risk factors presented below supersede the corresponding risk factors in the 2024 Form 10-K and should otherwise be read in conjunction with all of the risk factors disclosed in the 2024 Form 10-K.

STRATEGIC RISKS

The Company is dependent on capital and credit markets to successfully execute its business strategies.

The Company relies upon short-term bank borrowings, commercial paper markets and longer-term capital markets to finance capital requirements not satisfied by cash flow from operations. The Company is dependent on these capital sources to provide capital to its subsidiaries to fund operations, acquire, maintain and develop properties, and execute growth strategies. The availability and cost of credit sources may be cyclical and these capital sources may not remain available to the Company. Turmoil in credit markets may make it difficult for the Company to obtain financing on acceptable terms or at all for working capital, capital expenditures and other investments, or to refinance existing debt. These difficulties could adversely affect the Company’s growth strategies, operations and financial performance.

The Company’s ability to borrow under its credit facilities and commercial paper agreements, and its ability to issue long-term debt under its indentures, depend on the Company’s compliance with its obligations under the facilities, agreements and indentures. For example, to issue incremental long-term debt, subject to certain exceptions, the Company must meet an interest coverage test under its 1974 indenture. Given the impairments of exploration and production properties recognized since June 30, 2024, the Company is precluded from issuing incremental long-term debt from January 1, 2025 to June 13, 2025, the maturity date of the Company’s remaining indebtedness outstanding under the 1974 indenture. To the extent the Company wishes to relieve its obligations to comply with the 1974 indenture’s restrictions, the Company expects to be able to place future principal and interest payments in trust for the benefit of bondholders pursuant to the terms of the 1974 indenture. Depositing such future principal and interest payments in trust would effectively relieve the Company from its obligations to comply with the 1974 indenture’s restrictions, including those on the issuance of incremental long-term debt.

The Company's short-term bank loans, commercial paper, and borrowings under the Term Loan Agreement, entered into on February 14, 2024 with six lenders (the "Term Loan Agreement"), are in the form of floating rate debt or debt that may have rates fixed for short periods of time (up to six months), resulting in exposure to interest rate fluctuations in the absence of interest rate hedging transactions. The cost of long-term debt, the interest rates on the Company's short-term bank loans, commercial paper, and borrowings under its Term Loan Agreement, and the ability of the Company to issue commercial paper are affected by its credit ratings published by S&P, Moody's Investors Service, Inc. and Fitch Ratings, Inc. A downgrade in the Company's credit ratings could increase borrowing costs, restrict or eliminate access to commercial paper markets, negatively impact the availability of capital from uncommitted sources, and require the Company's subsidiaries to post letters of credit, cash or other assets as collateral with certain counterparties. Additionally, \$1.4 billion of the Company's outstanding long-term debt would be subject to an interest rate increase if certain fundamental changes occur that involve a material subsidiary and result in a downgrade of a credit rating assigned to the notes below investment grade. In addition to the \$1.4 billion, another \$500 million of the Company's outstanding long-term debt would be subject to an interest rate increase based solely on a downgrade of a credit rating assigned to the notes below investment grade, regardless of any additional fundamental changes.

The regulatory, legislative, consumer behaviors and capital access developments related to climate change may adversely affect operations and financial results.

The laws, regulations and other initiatives to address climate change may impact the Company's financial results. Federal, state and local legislative and regulatory initiatives proposed or adopted in an attempt to limit the effects of climate change, including greenhouse gas emissions, could have significant impacts on the energy industry including government-imposed limitations, prohibitions or moratoriums on the use and/or production of natural gas, establishment of a carbon tax and/or methane fee, lack of support for system modernization, as well as accelerated depreciation of assets and/or stranded assets.

Federal and state legislatures have from time to time considered bills that would establish a cap-and-trade program, cap-and-invest program, methane fee, carbon tax, or other similar mechanisms to incent the reduction of greenhouse gas emissions. For example, in August 2022, the federal Inflation Reduction Act was signed into law, which includes a directive for the EPA to develop a waste emissions charge (WEC) applicable to the annual methane emissions of certain oil and gas facilities, above specified methane intensity thresholds, for emissions reported to the U.S. EPA for calendar year 2024. EPA published its final WEC regulations in November 2024.

A number of states have also adopted energy strategies or plans with goals that include the reduction of greenhouse gas emissions. For example, Pennsylvania has a methane reduction framework for the natural gas industry which has resulted in permitting changes with the stated goal of reducing methane emissions from well sites, compressor stations and pipelines. Furthermore, in 2019, the New York State legislature passed the CLCPA, which created emission reduction and electrification mandates, and could ultimately impact the Utility segment's customer base and business. Pursuant to the CLCPA, New York's Climate Action Council ("CAC") approved a final scoping plan that includes recommendations to strategically downsize and decarbonize the natural gas system and curtail use of natural gas and natural gas appliances. The final scoping plan was approved on December 19, 2022 and includes detailed recommendations to meet the CLCPA's emissions reduction targets in the transportation, buildings, electricity, industry, agriculture & forestry and waste sectors. The final scoping plan also recommends statewide and cross-sector policies relevant to gas system transition, economywide strategies, land use, local government, and adaptation and resilience. Additionally, the scoping plan recommends the implementation of a cap-and-invest program in New York. In January 2023, New York's Governor directed the NYDEC and the New York State Energy Research and Development Authority to advance an economywide cap-and-invest program that establishes a declining cap on greenhouse gas emissions, and invests in programs to drive emissions reductions. If this proposed program or a similar program becomes effective and the Company becomes subject to new or revised cap-and-trade programs, cap-and-invest programs, methane charges, fees for carbon-based fuels or other similar costs or charges, the Company may experience additional costs and incremental operating expenses, which would impact our future earnings and cash flows, and may also experience decreased revenue in the event that implementation of these policies leads to reduced demand for natural gas.

In addition to the CLCPA, legislation or regulation that aims to reduce greenhouse gas emissions could also include natural gas bans, greenhouse gas emissions limits and reporting requirements, carbon taxes and/or similar fees on carbon dioxide, methane or equivalent emissions, restrictive permitting, increased efficiency standards requiring system remediation and/or changes in operating practices, and incentives or mandates to conserve energy or use renewable energy sources. For example, in May 2023, New York State passed legislation that prohibits the installation of fossil fuel burning equipment and building systems in new buildings commencing on or after December 31, 2025, subject to various exemptions. While the Company does not currently expect that this legislation will have a substantial impact on its financial results or operations, future legislation or regulation that aims to reduce natural gas demand or to impose additional operations requirements or restrictions on natural gas facilities, if effectuated, could impact our future earnings and cash flows.

Additionally, the trend toward increased energy conservation, change in consumer behaviors, competition from renewable energy sources, and technological advances to address climate change may reduce the demand for natural gas, which could impact our future earnings and cash flows. For further discussion of the risks associated with environmental regulation to address climate change, refer to Part II, Item 7, MD&A under the heading “Environmental Matters.”

Further, recent trends directed toward a low-carbon economy could shift funding away from, or limit or restrict certain sources of funding for, companies focused on fossil fuel-related development or carbon-intensive investments. To the extent financial markets view climate change and greenhouse gas emissions as a financial risk, the Company’s cost of and access to capital could be negatively impacted.

FINANCIAL RISKS

Financial accounting requirements regarding exploration and production activities may affect the Company’s profitability.

The Company accounts for its exploration and production activities under the full cost method of accounting. Each quarter, the Company must perform a “ceiling test” calculation, comparing the level of its unamortized investment in exploration and production properties to the present value of the future net revenue projected to be recovered from those properties according to methods prescribed by the SEC. In determining present value, the Company uses a 12-month historical average price for commodity pricing (based on first day of the month prices and adjusted for hedging) as well as the SEC mandated discount rate. If, at the end of any quarter, the amount of the unamortized investment exceeds the net present value of the projected future cash flows, such investment may be considered to be “impaired,” and the full cost authoritative accounting and reporting guidance require that the investment must be written down to the calculated net present value. Such an instance would require the Company to recognize an immediate expense in that quarter, and its earnings would be reduced. Depending on the magnitude of any decrease in average prices, that charge could be material. Under the Company’s existing indenture covenants, an impairment will restrict the Company’s ability to issue incremental long-term unsecured indebtedness for a period of time, beginning with the fourth calendar month following the impairment and ending not later than June 13, 2025, the maturity date of the Company’s remaining indebtedness outstanding under its 1974 indenture. In addition, because an impairment results in a charge to retained earnings, it lowers the Company’s total capitalization, all other things being equal, and increases the Company’s debt to capitalization ratio. As a result, an impairment can impact the Company’s ability to maintain compliance with the debt to capitalization covenant set forth in its committed credit facility. For the fiscal year ended September 30, 2024 and the quarter ended December 31, 2024, the Company recorded pre-tax impairments under the ceiling test of \$463.7 million and \$108.3 million, respectively. Depending on a number of factors, including fluctuations in or subtractions from proved reserves, increases in development costs for undeveloped reserves, and significant fluctuations in natural gas prices, the Company may record additional ceiling test impairments in future periods.

OPERATIONAL RISKS

Disputes with collective bargaining units representing the Company’s workforce, and work stoppage (e.g. strike or lockout), could adversely affect the Company’s operations as well as its financial results.

Approximately half of the Company’s active workforce is represented by collective bargaining units in New York and Pennsylvania. These labor agreements are negotiated periodically, and therefore, the Company is subject to the risk that such agreements may not be able to be renewed on reasonably satisfactory terms, on anticipated timelines, or at all. For example, the Company is currently negotiating with one collective bargaining unit in New York for an agreement that expires in February 2025. In connection with the negotiation of such collective bargaining agreements, or in future matters involving collective bargaining units representing the Company’s workforce, the Company could experience, among other things, strikes, work stoppages, slowdowns or lockouts, which could cause a disruption of the Company’s operations, impact the Company’s ability to fully execute operational plans, and have a material adverse effect on the Company’s results of operations and financial condition.

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

On October 1, 2024, the Company issued a total of 7,250 unregistered shares of Company common stock to non-employee directors of the Company then serving on the Board of Directors of the Company (or, in the case of non-employee directors who elected to defer receipt of such shares pursuant to the Company’s Deferred Compensation Plan for Directors and Officers (the “DCP”), to the DCP trustee), consisting of 725 shares per director. All of these unregistered shares were issued under the Company’s 2009 Non-Employee Director Equity Compensation Plan as partial consideration for such directors’

services during the quarter ended December 31, 2024. The Company issued an additional 707 unregistered shares in the aggregate on October 15, 2024 pursuant to the dividend reinvestment feature of the DCP, to the six non-employee directors who participate in the DCP. These transactions were exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as transactions not involving a public offering.

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased ^(a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Share Repurchase Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under Share Repurchase Plans or Programs ^(b)
Oct. 1 - 31, 2024	205,877	\$61.08	193,352	\$123,613,684
Nov. 1 - 30, 2024	180,905	\$61.68	168,518	\$113,218,918
Dec. 1 - 31, 2024	263,967	\$61.42	186,726	\$101,824,548
Total	650,749	\$61.39	548,596	\$101,824,548

(a) Represents (i) shares of common stock of the Company purchased with Company “matching contributions” for the accounts of participants in the Company’s 401(k) plans, (ii) shares of common stock of the Company, if any, tendered to the Company by holders of stock-based compensation awards for the payment of applicable withholding taxes, and (iii) shares of common stock of the Company purchased on the open market pursuant to the Company’s share repurchase program. Of the 102,153 shares purchased other than through a publicly announced share repurchase program, 38,522 were purchased for the Company’s 401(k) plans and 63,631 were purchased as a result of shares tendered to the Company by holders of stock-based compensation awards.

(b) On March 8, 2024, the Company’s Board of Directors authorized the repurchase of up to \$200 million of shares of the Company’s common stock. The calculation of the dollar value of shares remaining available for purchase excludes excise taxes and brokerage fees paid by the Company in connection with the repurchase program which in the aggregate totaled \$0.9 million from the beginning of the program to December 31, 2024. Repurchases may be made from time to time in the open market or through privately negotiated transactions, including through the use of trading plans intended to qualify under SEC Rule 10b5-1, in accordance with applicable securities laws and other restrictions. The repurchase program has no expiration date.

Item 5. Other Information

Trading Arrangements

During the quarter ended December 31, 2024, no director or officer (as defined in Rule 16a-1(f) promulgated under the Exchange Act) of the Company adopted or terminated any “Rule 10b5-1 trading arrangement” or any “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K.

Credit Agreement Extension

On January 28, 2025, in response to the Company’s request for a second one-year extension of the maturity date of the Credit Agreement, the lenders under the Credit Agreement consented to the Company’s request (the “Extension”). The Extension modified the maturity date of the Credit Agreement from February 25, 2028 to February 23, 2029. After giving effect to the Extension, the Company has aggregate commitments available under the Credit Agreement in the full amount of \$1.0 billion through February 23, 2029.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
10.1	Form of Award Notice for Return on Capital Performance Shares under the National Fuel Gas Company 2010 Equity Compensation Plan
10.2	Form of Award Notice for Total Shareholder Return Performance Shares under the National Fuel Gas Company 2010 Equity Compensation Plan
10.3	Form of Award Notice for Emissions Reduction Performance Shares under the National Fuel Gas Company 2010 Equity Compensation Plan
31.1	Written statements of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.

Exhibit Number	Description of Exhibit
31.2	Written statements of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.
32••	Certification furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99	National Fuel Gas Company Consolidated Statements of Income for the Twelve Months Ended December 31, 2024 and 2023.
101	Interactive data files submitted pursuant to Regulation S-T, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Income and Earnings Reinvested in the Business for the three months ended December 31, 2024 and 2023, (ii) the Consolidated Statements of Comprehensive Income for the three months ended December 31, 2024 and 2023, (iii) the Consolidated Balance Sheets at December 31, 2024 and September 30, 2024, (iv) the Consolidated Statements of Cash Flows for the three months ended December 31, 2024 and 2023 and (v) the Notes to Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
••	In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the material contained in Exhibit 32 is "furnished" and not deemed "filed" with the SEC and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filing, except to the extent that the Registrant specifically incorporates it by reference.

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.

NATIONAL FUEL GAS COMPANY
(Registrant)

/s/ T. J. Silverstein
T. J. Silverstein
Treasurer and Chief Financial Officer

/s/ E. G. Mendel
E. G. Mendel
Controller and Chief Accounting Officer

Date: January 30, 2025

Form of Award Notice for Return on Capital Performance Shares under
the National Fuel Gas Company 2010 Equity Compensation Plan

Name
Address

Dear _____:

I am pleased to inform you that on [date of grant] the Compensation Committee (“Committee”) of the Board of Directors of National Fuel Gas Company (the “Company”) granted to you (the “Grantee” or “you”) ____ Performance Shares under the National Fuel Gas Company 2010 Equity Compensation Plan (the “Plan”), subject to a Performance Goal related to return on capital, as set forth in this Award Notice. Performance Shares are an award, pursuant to Section 9 of the Plan, constituting units denominated in Common Stock, the number of which such units may be adjusted over a Performance Cycle based upon the extent to which Performance Goals have been satisfied.

The Performance Shares covered by this letter agreement (“Award Notice”) may be referred to in this Award Notice as “Your ROC Performance Shares.” The number of Performance Shares set forth above is referred to in this Award Notice as the “Target Opportunity.” The Plan and the Committee’s Administrative Rules (“Rules”) govern the operation of the Plan, as well as the terms and conditions of Your ROC Performance Shares, and are incorporated herein by reference. Capitalized terms not otherwise defined herein shall have the meanings set forth for such terms in the Plan or the Rules.

1. Performance Cycle and Performance Goal

The vesting of Your ROC Performance Shares is subject to a Performance Goal as set forth in this Award Notice. The Performance Cycle for Your ROC Performance Shares is [start date] through [end date]. Except as otherwise specified in the Plan or determined by the Committee, and to the extent the Performance Goal has been achieved, Your ROC Performance Shares shall vest on such date as the Committee determines the extent to which the Performance Goal has been achieved. Such determination date shall be not later than [date].

The Performance Goal upon which any vesting and payment of Your ROC Performance Shares is conditioned shall be the Total Return on Capital (as defined below) of the Company over the Performance Cycle relative to the Total Return on Capital of other companies in the Report Group (as defined below) for the Performance Cycle. Total Return on Capital for the Company or any member of the Report Group shall mean the average of the returns on capital for each twelve month period corresponding to each of the Company’s fiscal years during the Performance Cycle, based on the data reported for that company in the Bloomberg online database (or, if the Bloomberg database ceases to be available, such alternative publication or service as the Compensation Committee shall designate) for the following group of companies for which data is available for the entire Performance Cycle (the “Report Group”):

Antero Midstream Corporation
Atmos Energy Corporation
CNX Resources Corporation
Coterra Energy Inc.
DT Midstream, Inc.
EQT Corporation
Gulfport Energy Corporation
MDU Resources Group Inc.
National Fuel Gas Company
New Jersey Resources Corporation
ONE Gas, Inc.
Range Resources Corporation
SM Energy Company
Southwest Gas Holdings, Inc.
Spire Inc.
UGI Corporation

Notwithstanding the foregoing, in comparing the Company's performance to that of the Report Group, the Committee shall adjust the Company's Total Return on Capital to include the effect of discontinued operations. To the extent reasonably correctible, the Committee shall correct the reported data for a known error in the reporting of the results of the Company. Furthermore, to the extent a company in the Report Group declares bankruptcy or becomes subject to any bankruptcy, insolvency or similar proceeding, is delisted or liquidated, or ceases operations for any other reason as determined and approved by the Committee, that company shall not be removed from the Report Group and shall be considered to have performed at a level ranking it at the bottom of the Report Group.

The term "Percentile Ranking" as used in this Award Notice in reference to Total Return on Capital means the percentage determined by dividing:

- (A) the difference between (i) the Company's rank within the Report Group for the Performance Cycle (measured lowest to highest) based on its Total Return on Capital for the Performance Cycle, and (ii) one (1),
- by
- (B) the number of companies (excluding the Company) in the Report Group for that Performance Cycle.

For purposes of determining the Company's rank within the Report Group, if the Company's Total Return on Capital for a Performance Cycle equals that of another company in the Report Group, the Company shall be ranked ahead of such other company.

Your ROC Performance Shares shall vest and payment shall be made on Your ROC Performance Shares to the extent the Company achieves the Percentile Ranking detailed below, provided that Your ROC Performance Shares have not previously been forfeited in accordance with applicable terms and conditions.

<u>Company's Percentile Ranking</u>	<u>Percentage of Target Opportunity Paid</u>
< 25th	0%
25th	50%
50th	100%
100th	200%

Notwithstanding the foregoing, if the Company's Total Return on Capital is negative (less than 0.0), the percentage of Target Opportunity paid shall be capped at 100%. For performance between two established performance levels, the percentage of Target Opportunity paid will be determined by mathematical interpolation.

Any and all of Your ROC Performance Shares representing the percentage of the Target Opportunity not required to be paid shall not vest, and shall be automatically forfeited on the date the Compensation Committee makes its determination as to the extent to which the Performance Goal has been achieved, but no later than [date] if not previously forfeited in accordance with the terms and conditions applicable to such Performance Shares.

2. Settlement

At the expiration of the Performance Cycle, the Committee shall certify in writing the number of Performance Shares earned and vested on the basis of performance in relation to the Performance Goal. The Committee shall determine whether earned Performance Shares are to be distributed in the form of cash, shares of Common Stock or in a combination thereof, with the value or number of shares payable to be determined based on the Fair Market Value of the Common Stock on the date of the Committee's certification. Payments in settlement of Your ROC Performance Shares shall be subject to any applicable deferral election under the National Fuel Gas Company Deferred Compensation Plan for Directors and Officers.

3. Restrictions on Transferability

Your ROC Performance Shares may not be sold, assigned, transferred or pledged during the Performance Cycle, except that the Committee may permit (on such terms and conditions as it shall establish) some or all of Your ROC Performance Shares to be transferred during the Performance Cycle to a Permitted Transferee in accordance with Section 14(a) of the Plan.

4. Rights as a Shareholder

You shall not have any right, in respect of Your ROC Performance Shares, to vote on any matter submitted to the Company's stockholders until such time, if any, as the shares of Common Stock attributable to Your ROC Performance Shares have been issued. Dividend Equivalents shall not be paid or payable on Your ROC Performance Shares before they become earned and vested.

5. Termination of Employment

In the event your employment with the Company or its Subsidiaries terminates due to your death, Disability or Retirement, or due to the Company divestiture of one or more Subsidiaries or other business segments, divisions or operations in a transaction that does not otherwise qualify as a Change in Control, then the number of Your ROC Performance Shares that otherwise would have vested after the end of the Performance Cycle shall be pro-rated to reflect the time period from the commencement of the Performance Cycle through the date of the termination of your service to the Company or its Subsidiaries, as described in Sections 11(a)(i) and 11(c)(i), respectively, of the Plan, and any of Your ROC Performance Shares that do not vest shall automatically be forfeited. In the event your employment with the Company or its Subsidiaries terminates for any other reason, the provisions of the Plan shall control.

6. Change in Control

Subject to the terms of the Plan and the Rules, in the event of a Change in Control of the Company, each of Your ROC Performance Shares then outstanding shall be deemed earned at the target level of performance for such Award. In addition, the Committee may direct that each of Your ROC Performance Shares be settled in cash with its value determined based on the value received by the shareholders in any transaction that constitutes a Change in Control. The Plan also allows the Committee to reasonably determine in good faith, before a Change in Control, that this Award shall be honored or assumed, or new rights substituted therefore, by your employer or the parent or affiliate of your employer, provided that any such honored, assumed or substituted award must satisfy the requirements set forth in Section 12(b) of the Plan, including “substantially equivalent economic value.”

7. Adjustments in Common Stock

In the event of an Adjustment Event, including any stock dividend, stock split, merger, consolidation, reorganization, recapitalization or other similar event affecting the Common Stock, the Committee shall equitably adjust, in its discretion, the number of shares subject to this Award Notice. To the extent the Committee deems equitable and appropriate and subject to any required action by shareholders of the Company or of any successor in interest to the Company or any direct or indirect parent corporation of the Company or any such successor, in any Adjustment Event that is a merger, consolidation, reorganization, liquidation, dissolution or similar transaction, Your ROC Performance Shares shall be deemed to pertain to the securities and other property, including cash, to which a holder of the number of shares of Common Stock covered by this Award Notice would have been entitled to receive in connection with such Adjustment Event. Any Committee determination pursuant to this Section 7 shall be final, binding and conclusive.

8. Authority of Committee

The Committee has the authority to interpret the Plan and all Performance Shares granted thereunder, to establish rules and regulations relating to the Plan and to make all other determinations it believes necessary or advisable for the administration of the Plan. The scope of

the Committee's authority is more fully described in Section 3 of the Plan. All determinations and actions of the Committee are final, conclusive and binding on you.

9. Miscellaneous

(a) This Award Notice shall be binding upon and inure to the benefit of the Company (and its successors and assigns) and you (and your heirs, legal representatives and estate) and shall be governed by the laws of the State of New Jersey, and any applicable laws of the United States. The Performance Share award under the Plan does not alter, amend or otherwise affect your employment status with the Company or its subsidiaries. No contract or right of employment shall be implied by this Award Notice.

(b) The Committee may at any time unilaterally amend any unpaid Performance Shares award, including Awards earned but not yet paid, to the extent it deems appropriate, provided, however, that subject to Section 5(d) of the Plan, any such amendment which is adverse to the Grantee shall require the Grantee's consent unless the Committee determines that such amendment or modification is necessary or advisable to comply with applicable law as a result of changes in law or regulation or to avoid the imposition of an additional tax, interest or penalty under Section 409A of the Internal Revenue Code of 1986, as amended.

(c) If Your ROC Performance Shares are assumed or new Performance Shares are substituted therefor in any corporate reorganization (including, but not limited to, any transaction of the type referred to in Section 424(a) of the Internal Revenue Code of 1986, as amended), employment by such assuming or substituting company or by a parent company or a subsidiary thereof shall be considered for all purposes of this Award Notice to be employment by the Company.

(d) In consideration of the Grantee's privilege to participate in the Plan, the Grantee agrees (i) not to disclose any trade secrets of, or other confidential/restricted information of the Company to any unauthorized party, (ii) not to make any unauthorized use of such trade secrets or confidential or restricted information during his or her employment with the Company or its Subsidiaries or after such employment is terminated, and (iii) not to solicit any then current employees of the Company or any other subsidiaries of the Company to join the Grantee at his or her new place of employment after his or her employment with the Company or its Subsidiaries is terminated. Pursuant to 18 U.S.C. § 1833(b), an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (1) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Additionally, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose a trade secret to his or her attorney and use the trade secret information in the court proceeding, if the individual: (1) files any document containing the trade secret under seal; and (2) does not disclose the trade secret, except pursuant to court order.

(e) This Award Notice, together with the Plan and the Rules, constitutes the entire agreement between the parties with respect to the subject matter hereof. You hereby

acknowledge that you have been provided with a copy of the Plan and the Rules, and understand the terms and conditions of these documents and of this Award Notice.

(f) In the event of the invalidity of any part or provision of this Award Notice, such invalidity shall not affect the enforceability of any other part or provision hereof.

10. Tax Withholding

The Company will be entitled to deduct from any payment under this Award Notice, regardless of the form of such payment, the amount of all applicable income and employment taxes required by law to be withheld with respect to such payment or may require you to pay to it such tax prior to and as a condition of the making of such payment. Tax withholdings will be in accordance with the Rules.

11. Securities Law Requirements

The Company will not be required to issue shares in settlement of Your ROC Performance Shares unless and until (a) such shares have been duly listed upon each stock exchange on which the Company's Common Stock is then registered and (b) a registration statement under the Securities Act of 1933 with respect to such shares is then effective. The Board may require you to furnish to the Company, prior to the issuance of any shares of Common Stock in connection with the settlement of Your ROC Performance Shares, an agreement, in such form as the Board may from time to time deem appropriate, in which you represent that the shares you acquired upon such settlement are being acquired for investment and not with a view to the sale or distribution thereof.

12. Performance Shares Subject to Plan and Rules

Your ROC Performance Shares shall be subject to all the terms and provisions of the Plan, the Rules and this Award Notice, and you shall abide by and be bound by such terms and provisions and all rules, regulations and determinations of the Board or the Committee now or hereafter made in its discretion in connection with the administration of the Plan.

13. American Jobs Creation Act

In addition to amendments permitted by Section 9(b) above, the Company may make amendments to Your ROC Performance Shares, without your consent, in order to ensure compliance with the American Jobs Creation Act of 2004. And, further, amendments may be made to the Plan to ensure such compliance, which amendments may impact Your ROC Performance Shares.

If the foregoing is acceptable to you, kindly click on the "Sign" button below. You will be directed to a signature box where you will create a digital signature. By signing, you

acknowledge that you have read the terms and conditions of the grant and agree to be bound thereby.

Very truly yours,

NATIONAL FUEL GAS COMPANY

By: _____
[Name]
[Title]

Form of Award Notice for Total Shareholder Return Performance Shares
under the National Fuel Gas Company 2010 Equity Compensation Plan

Name

Address

Dear _____:

I am pleased to inform you that on [date of grant] the Compensation Committee (“Committee”) of the Board of Directors of National Fuel Gas Company (the “Company”) granted to you (the “Grantee” or “you”) ____ Performance Shares under the National Fuel Gas Company 2010 Equity Compensation Plan (the “Plan”), subject to a Performance Goal related to total shareholder return, as set forth in this Award Notice. Performance Shares are an award, pursuant to Section 9 of the Plan, constituting units denominated in Common Stock, the number of which such units may be adjusted over a Performance Cycle based upon the extent to which Performance Goals have been satisfied.

The Performance Shares covered by this letter agreement (“Award Notice”) may be referred to in this Award Notice as “Your TSR Performance Shares.” The number of Performance Shares set forth above is referred to in this Award Notice as the “Target Opportunity.” The Plan and the Committee’s Administrative Rules (“Rules”) govern the operation of the Plan, as well as the terms and conditions of Your TSR Performance Shares, and are incorporated herein by reference. Capitalized terms not otherwise defined herein shall have the meanings set forth for such terms in the Plan or the Rules.

1. Performance Cycle and Performance Goal

The vesting of Your TSR Performance Shares is subject to a Performance Goal as set forth in this Award Notice. The Performance Cycle for Your TSR Performance Shares is [start date] through [end date]. Except as otherwise specified in the Plan or determined by the Committee, and to the extent the Performance Goal has been achieved, Your TSR Performance Shares shall vest on such date as the Committee determines the extent to which the Performance Goal has been achieved. Such determination date shall be not later than [date].

The Performance Goal upon which any vesting and payment of Your TSR Performance Shares is conditioned shall be the Three-Year Total Shareholder Return (as defined below) of the Company over the Performance Cycle relative to the Three-Year Total Shareholder Return of other companies in the Report Group (as defined below) for the Performance Cycle. Three-Year Total Shareholder Return for the Company or any member of the Report Group shall be based on the data reported for that company (with the starting and ending stock prices over the Performance Cycle calculated as the average closing stock price for the prior calendar month and with dividends reinvested in that company’s securities at each ex-dividend date) in the Bloomberg online database (or, if the Bloomberg database ceases to be available, such alternative publication or service as the Compensation Committee shall designate) for the

following group of companies for which data is available for the entire Performance Cycle (the “Report Group”):

Antero Midstream Corporation
Atmos Energy Corporation
CNX Resources Corporation
Coterra Energy Inc.
DT Midstream, Inc.
EQT Corporation
Gulfport Energy Corporation
MDU Resources Group Inc.
National Fuel Gas Company
New Jersey Resources Corporation
ONE Gas, Inc.
Range Resources Corporation
SM Energy Company
Southwest Gas Holdings, Inc.
Spire Inc.
UGI Corporation

To the extent reasonably correctible, the Committee shall correct the reported data for a known error in the reporting of the results of the Company. Furthermore, to the extent a company in the Report Group declares bankruptcy or becomes subject to any bankruptcy, insolvency or similar proceeding, is delisted or liquidated, or ceases operations for any other reason as determined and approved by the Committee, that company shall not be removed from the Report Group and shall be considered to have performed at a level ranking it at the bottom of the Report Group.

The term “Percentile Ranking” as used in this Award Notice in reference to Three-Year Total Shareholder Return means the percentage determined by dividing:

(A) the difference between (i) the Company’s rank within the Report Group for the Performance Cycle (measured lowest to highest) based on its Three-Year Total Shareholder Return for the Performance Cycle, and (ii) one (1),

by

(B) the number of companies (excluding the Company) in the Report Group for that Performance Cycle.

For purposes of determining the Company’s rank within the Report Group, if the Company’s Three-Year Total Shareholder Return for a Performance Cycle equals that of another company in the Report Group, the Company shall be ranked ahead of such other company.

Your TSR Performance Shares shall vest and payment shall be made on Your TSR Performance Shares to the extent the Company achieves the Percentile Ranking detailed below, provided that Your TSR Performance Shares have not previously been forfeited in accordance with applicable terms and conditions.

<u>Company's Percentile Ranking</u>	<u>Percentage of Target Opportunity Paid</u>
<25 th	0%
25 th	50%
50 th	100%
100 th	200%

Notwithstanding the foregoing, if the Company's Three-Year Total Shareholder Return is negative (less than 0.0), the percentage of Target Opportunity paid shall be capped at 100%. For performance between two established performance levels, the percentage of Target Opportunity paid will be determined by mathematical interpolation.

Any and all of Your TSR Performance Shares representing the percentage of the Target Opportunity not required to be paid shall not vest, and shall be automatically forfeited on the date the Compensation Committee makes its determination as to the extent to which the Performance Goal has been achieved, but no later than [date], if not previously forfeited in accordance with the terms and conditions applicable to such Performance Shares.

2. Settlement

At the expiration of the Performance Cycle, the Committee shall certify in writing the number of Performance Shares earned and vested on the basis of performance in relation to the Performance Goal. The Committee shall determine whether earned Performance Shares are to be distributed in the form of cash, shares of Common Stock or in a combination thereof, with the value or number of shares payable to be determined based on the Fair Market Value of the Common Stock on the date of the Committee's certification. Payments in settlement of Your TSR Performance Shares shall be subject to any applicable deferral election under the National Fuel Gas Company Deferred Compensation Plan for Directors and Officers.

3. Restrictions on Transferability

Your TSR Performance Shares may not be sold, assigned, transferred or pledged during the Performance Cycle, except that the Committee may permit (on such terms and conditions as it shall establish) some or all of Your TSR Performance Shares to be transferred during the Performance Cycle to a Permitted Transferee in accordance with Section 14(a) of the Plan.

4. Rights as a Shareholder

You shall not have any right, in respect of Your TSR Performance Shares, to vote on any matter submitted to the Company's stockholders until such time, if any, as the shares of Common Stock attributable to Your TSR Performance Shares have been issued. Dividend Equivalents shall not be paid or payable on Your TSR Performance Shares before they become earned and vested.

5. Termination of Employment

In the event your employment with the Company or its Subsidiaries terminates due to your death, Disability or Retirement, or due to the Company divestiture of one or more Subsidiaries or other business segments, divisions or operations in a transaction that does not otherwise qualify as a Change in Control, then the number of Your TSR Performance Shares that otherwise would have vested after the end of the Performance Cycle shall be pro-rated to reflect the time period from the commencement of the Performance Cycle through the date of the termination of your service to the Company or its Subsidiaries, as described in Sections 11(a)(i) and 11(c)(i), respectively, of the Plan, and any of Your TSR Performance Shares that do not vest shall automatically be forfeited. In the event your employment with the Company or its Subsidiaries terminates for any other reason, the provisions of the Plan shall control.

6. Change in Control

Subject to the terms of the Plan and the Rules, in the event of a Change in Control of the Company, each of Your TSR Performance Shares then outstanding shall be deemed earned at the target level of performance for such Award. In addition, the Committee may direct that each of Your TSR Performance Shares be settled in cash with its value determined based on the value received by the shareholders in any transaction that constitutes a Change in Control. The Plan also allows the Committee to reasonably determine in good faith, before a Change in Control, that this Award shall be honored or assumed, or new rights substituted therefore, by your employer or the parent or affiliate of your employer, provided that any such honored, assumed or substituted award must satisfy the requirements set forth in Section 12(b) of the Plan, including “substantially equivalent economic value.”

7. Adjustments in Common Stock

In the event of an Adjustment Event, including any stock dividend, stock split, merger, consolidation, reorganization, recapitalization or other similar event affecting the Common Stock, the Committee shall equitably adjust, in its discretion, the number of shares subject to this Award Notice. To the extent the Committee deems equitable and appropriate and subject to any required action by shareholders of the Company or of any successor in interest to the Company or any direct or indirect parent corporation of the Company or any such successor, in any Adjustment Event that is a merger, consolidation, reorganization, liquidation, dissolution or similar transaction, Your TSR Performance Shares shall be deemed to pertain to the securities and other property, including cash, to which a holder of the number of shares of Common Stock covered by this Award Notice would have been entitled to receive in connection with such Adjustment Event. Any Committee determination pursuant to this Section 7 shall be final, binding and conclusive.

8. Authority of Committee

The Committee has the authority to interpret the Plan and all Performance Shares granted thereunder, to establish rules and regulations relating to the Plan and to make all other determinations it believes necessary or advisable for the administration of the Plan. The scope of

the Committee's authority is more fully described in Section 3 of the Plan. All determinations and actions of the Committee are final, conclusive and binding on you.

9. Miscellaneous

(a) This Award Notice shall be binding upon and inure to the benefit of the Company (and its successors and assigns) and you (and your heirs, legal representatives and estate) and shall be governed by the laws of the State of New Jersey, and any applicable laws of the United States. The Performance Share award under the Plan does not alter, amend or otherwise affect your employment status with the Company or its subsidiaries. No contract or right of employment shall be implied by this Award Notice.

(b) The Committee may at any time unilaterally amend any unpaid Performance Shares award, including Awards earned but not yet paid, to the extent it deems appropriate, provided, however, that subject to Section 5(d) of the Plan, any such amendment which is adverse to the Grantee shall require the Grantee's consent unless the Committee determines that such amendment or modification is necessary or advisable to comply with applicable law as a result of changes in law or regulation or to avoid the imposition of an additional tax, interest or penalty under Section 409A of the Internal Revenue Code of 1986, as amended.

(c) If Your TSR Performance Shares are assumed or new Performance Shares are substituted therefor in any corporate reorganization (including, but not limited to, any transaction of the type referred to in Section 424(a) of the Internal Revenue Code of 1986, as amended), employment by such assuming or substituting company or by a parent company or a subsidiary thereof shall be considered for all purposes of this Award Notice to be employment by the Company.

(d) In consideration of the Grantee's privilege to participate in the Plan, the Grantee agrees (i) not to disclose any trade secrets of, or other confidential/restricted information of the Company to any unauthorized party, (ii) not to make any unauthorized use of such trade secrets or confidential or restricted information during his or her employment with the Company or its Subsidiaries or after such employment is terminated, and (iii) not to solicit any then current employees of the Company or any other subsidiaries of the Company to join the Grantee at his or her new place of employment after his or her employment with the Company or its Subsidiaries is terminated. Pursuant to 18 U.S.C. § 1833(b), an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (1) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Additionally, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose a trade secret to his or her attorney and use the trade secret information in the court proceeding, if the individual: (1) files any document containing the trade secret under seal; and (2) does not disclose the trade secret, except pursuant to court order.

(e) This Award Notice, together with the Plan and the Rules, constitutes the entire agreement between the parties with respect to the subject matter hereof. You hereby

acknowledge that you have been provided with a copy of the Plan and the Rules, and understand the terms and conditions of these documents and of this Award Notice.

(f) In the event of the invalidity of any part or provision of this Award Notice, such invalidity shall not affect the enforceability of any other part or provision hereof.

10. Tax Withholding

The Company will be entitled to deduct from any payment under this Award Notice, regardless of the form of such payment, the amount of all applicable income and employment taxes required by law to be withheld with respect to such payment or may require you to pay to it such tax prior to and as a condition of the making of such payment. Tax withholdings will be in accordance with the Rules.

11. Securities Law Requirements

The Company will not be required to issue shares in settlement of Your TSR Performance Shares unless and until (a) such shares have been duly listed upon each stock exchange on which the Company's Common Stock is then registered and (b) a registration statement under the Securities Act of 1933 with respect to such shares is then effective. The Board may require you to furnish to the Company, prior to the issuance of any shares of Common Stock in connection with the settlement of Your TSR Performance Shares, an agreement, in such form as the Board may from time to time deem appropriate, in which you represent that the shares you acquired upon such settlement are being acquired for investment and not with a view to the sale or distribution thereof.

12. Performance Shares Subject to Plan and Rules

Your TSR Performance Shares shall be subject to all the terms and provisions of the Plan, the Rules and this Award Notice, and you shall abide by and be bound by such terms and provisions and all rules, regulations and determinations of the Board or the Committee now or hereafter made in its discretion in connection with the administration of the Plan.

13. American Jobs Creation Act

In addition to amendments permitted by Section 9(b) above, the Company may make amendments to Your TSR Performance Shares, without your consent, in order to ensure compliance with the American Jobs Creation Act of 2004. And, further, amendments may be made to the Plan to ensure such compliance, which amendments may impact Your TSR Performance Shares.

If the foregoing is acceptable to you, kindly click on the "Sign" button below. You will be directed to a signature box where you will create a digital signature. By signing, you

acknowledge that you have read the terms and conditions of the grant and agree to be bound thereby.

Very truly yours,

NATIONAL FUEL GAS COMPANY

By: _____
[Name]
[Title]

Form of Award Notice for Emissions Reduction Performance Shares
under the National Fuel Gas Company 2010 Equity Compensation Plan

Name _____
Address _____

Dear _____:

I am pleased to inform you that on [date of grant] the Compensation Committee (“Committee”) of the Board of Directors of National Fuel Gas Company (the “Company”) granted to you (the “Grantee” or “you”) _____ Performance Shares under the National Fuel Gas Company 2010 Equity Compensation Plan (the “Plan”), subject to a Performance Goal related to reductions in methane intensity rates and greenhouse gas emissions, as set forth in this Award Notice. Performance Shares are an award, pursuant to Section 9 of the Plan, constituting units denominated in Common Stock, the number of which such units may be adjusted over a Performance Cycle based upon the extent to which Performance Goals have been satisfied.

The Performance Shares covered by this letter agreement (“Award Notice”) may be referred to in this Award Notice as “Your ESG Performance Shares.” The number of Performance Shares set forth above is referred to in this Award Notice as the “Target Opportunity.” The Plan and the Committee’s Administrative Rules (“Rules”) govern the operation of the Plan, as well as the terms and conditions of Your ESG Performance Shares, and are incorporated herein by reference. Capitalized terms not otherwise defined herein shall have the meanings set forth for such terms in the Plan or the Rules.

1. Performance Cycle and Performance Goal

The vesting of Your ESG Performance Shares is subject to a Performance Goal as set forth in this Award Notice. The Performance Cycle for Your ESG Performance Shares is [start date] through [end date]. Except as otherwise specified in the Plan or determined by the Committee, and to the extent the Performance Goal has been achieved, Your ESG Performance Shares shall vest on such date as the Committee determines the extent to which the Performance Goal has been achieved. Such determination date shall be not later than [date].

The Performance Goal upon which any vesting and payment of Your ESG Performance Shares is conditioned shall consist of two parts:

(A) Methane Intensity Rates. Rates of intensity of Scope 1 methane emissions by the Company's operating segments do not exceed the following as of the last year of the Performance Cycle:

Segment	2027 Target Rate (kg CO ₂ e/BOE)	For Reference Purposes Only	
		2020 Baseline Rate (kg CO ₂ e/BOE)	Percentage Decrease
Utility	11.3	14.53	22.2%
Pipeline and Storage	1.51	2.49 ¹	39.4%
Gathering	1.37	2.45	44.1%
Exploration and Production	0.73	2.70 ²	72.9%

(B) Greenhouse Gas Emissions. Scope 1 greenhouse gas emissions for calendar year 2027, on a Company-wide basis, are lower than 1,518,933 metric tons CO₂e.

The Performance Goal is intended to incentivize and reward performance that helps position the Company to meet or exceed its 2030 methane intensity and greenhouse gas emissions reduction targets as disclosed in the Company's Corporate Responsibility Report (as published from time to time, the "Report"). Methane intensity and greenhouse gas emissions shall be measured in all respects in the same manner they are measured for purposes of the Report.

Highland Field Services emissions are excluded from calculations of performance levels under the Performance Goal.

To the extent permissible by applicable law, including without limitation Section 409A, the Compensation Committee may adjust the Performance Goal in the event of (i) any adjustments to measurement methodologies affecting Company or segment target intensity rates, target greenhouse gas emissions, 2020 baseline intensity rates, or 2020 baseline greenhouse gas emissions levels, each as determined in accordance with the Report, or (ii) any joint venture, joint development agreement, restructuring, reorganization, acquisition, disposition and/or wind-down or closing of any business unit.

Your ESG Performance Shares shall vest and payment shall be made on Your ESG Performance Shares to the extent the Company achieves the performance detailed below, provided that Your ESG Performance Shares have not previously been forfeited in accordance with applicable terms and conditions.

¹ 2020 value was restated in 2021 Corporate Responsibility Report to include additional EPA Part 98 sources that were identified in 2021.

² 2020 baseline value is restated due to reduction in production volume to exclude non-operated gas production and excludes Highland Field Services.

<u>Performance Level</u>	<u>Percentage of Target Opportunity Paid</u>
2 of 4 Part A segment targets achieved	50%
3 of 4 Part A segment targets achieved	100%
4 of 4 Part A segment targets achieved	150%
4 of 4 Part A segment targets achieved and Part B greenhouse gas emissions goal achieved	200%

Any and all of Your ESG Performance Shares representing the percentage of the Target Opportunity not required to be paid shall not vest, and shall be automatically forfeited on the date the Compensation Committee makes its determination as to the extent to which the Performance Goal has been achieved, but no later than [date], if not previously forfeited in accordance with the terms and conditions applicable to such Performance Shares.

2. Settlement

At the expiration of the Performance Cycle, the Committee shall certify in writing the number of Performance Shares earned and vested on the basis of performance in relation to the Performance Goal. The Committee shall determine whether earned Performance Shares are to be distributed in the form of cash, shares of Common Stock or in a combination thereof, with the value or number of shares payable to be determined based on the Fair Market Value of the Common Stock on the date of the Committee's certification. Payments in settlement of Your ESG Performance Shares shall be subject to any applicable deferral election under the National Fuel Gas Company Deferred Compensation Plan for Directors and Officers.

3. Restrictions on Transferability

Your ESG Performance Shares may not be sold, assigned, transferred or pledged during the Performance Cycle, except that the Committee may permit (on such terms and conditions as it shall establish) some or all of Your ESG Performance Shares to be transferred during the Performance Cycle to a Permitted Transferee in accordance with Section 14(a) of the Plan.

4. Rights as a Shareholder

You shall not have any right, in respect of Your ESG Performance Shares, to vote on any matter submitted to the Company's stockholders until such time, if any, as the shares of Common Stock attributable to Your ESG Performance Shares have been issued. Dividend Equivalents shall not be paid or payable on Your ESG Performance Shares before they become earned and vested.

5. Termination of Employment

In the event your employment with the Company or its Subsidiaries terminates due to your death, Disability or Retirement, or due to the Company divestiture of one or more Subsidiaries or other business segments, divisions or operations in a transaction that does not otherwise qualify as a Change in Control, then the number of Your ESG Performance Shares that otherwise would have vested after the end of the Performance Cycle shall be pro-rated to reflect the time period from the commencement of the Performance Cycle through the date of the

termination of your service to the Company or its Subsidiaries, as described in Sections 11(a)(i) and 11(c)(i), respectively, of the Plan, and any of Your ESG Performance Shares that do not vest shall automatically be forfeited. In the event your employment with the Company or its Subsidiaries terminates for any other reason, the provisions of the Plan shall control.

6. Change in Control

Subject to the terms of the Plan and the Rules, in the event of a Change in Control of the Company, each of Your ESG Performance Shares then outstanding shall be deemed earned at the target level of performance for such Award. In addition, the Committee may direct that each of Your ESG Performance Shares be settled in cash with its value determined based on the value received by the shareholders in any transaction that constitutes a Change in Control. The Plan also allows the Committee to reasonably determine in good faith, before a Change in Control, that this Award shall be honored or assumed, or new rights substituted therefore, by your employer or the parent or affiliate of your employer, provided that any such honored, assumed or substituted award must satisfy the requirements set forth in Section 12(b) of the Plan, including “substantially equivalent economic value.”

7. Adjustments in Common Stock

In the event of an Adjustment Event, including any stock dividend, stock split, merger, consolidation, reorganization, recapitalization or other similar event affecting the Common Stock, the Committee shall equitably adjust, in its discretion, the number of shares subject to this Award Notice. To the extent the Committee deems equitable and appropriate and subject to any required action by shareholders of the Company or of any successor in interest to the Company or any direct or indirect parent corporation of the Company or any such successor, in any Adjustment Event that is a merger, consolidation, reorganization, liquidation, dissolution or similar transaction, Your ESG Performance Shares shall be deemed to pertain to the securities and other property, including cash, to which a holder of the number of shares of Common Stock covered by this Award Notice would have been entitled to receive in connection with such Adjustment Event. Any Committee determination pursuant to this Section 7 shall be final, binding and conclusive.

8. Authority of Committee

The Committee has the authority to interpret the Plan and all Performance Shares granted thereunder, to establish rules and regulations relating to the Plan and to make all other determinations it believes necessary or advisable for the administration of the Plan. The scope of the Committee’s authority is more fully described in Section 3 of the Plan. All determinations and actions of the Committee are final, conclusive and binding on you.

9. Miscellaneous

(a) This Award Notice shall be binding upon and inure to the benefit of the Company (and its successors and assigns) and you (and your heirs, legal representatives and estate) and shall be governed by the laws of the State of New Jersey, and any applicable laws of the United States. The Performance Share award under the Plan does not alter, amend or otherwise affect your employment status with the Company or its subsidiaries. No contract or right of employment shall be implied by this Award Notice.

(b) The Committee may at any time unilaterally amend any unpaid Performance Shares award, including Awards earned but not yet paid, to the extent it deems appropriate, provided, however, that subject to Section 5(d) of the Plan, any such amendment which is adverse to the Grantee shall require the Grantee's consent unless the Committee determines that such amendment or modification is necessary or advisable to comply with applicable law as a result of changes in law or regulation or to avoid the imposition of an additional tax, interest or penalty under Section 409A of the Internal Revenue Code of 1986, as amended.

(c) If Your ESG Performance Shares are assumed or new Performance Shares are substituted therefor in any corporate reorganization (including, but not limited to, any transaction of the type referred to in Section 424(a) of the Internal Revenue Code of 1986, as amended), employment by such assuming or substituting company or by a parent company or a subsidiary thereof shall be considered for all purposes of this Award Notice to be employment by the Company.

(d) In consideration of the Grantee's privilege to participate in the Plan, the Grantee agrees (i) not to disclose any trade secrets of, or other confidential/restricted information of the Company to any unauthorized party, (ii) not to make any unauthorized use of such trade secrets or confidential or restricted information during his or her employment with the Company or its Subsidiaries or after such employment is terminated, and (iii) not to solicit any then current employees of the Company or any other subsidiaries of the Company to join the Grantee at his or her new place of employment after his or her employment with the Company or its Subsidiaries is terminated. Pursuant to 18 U.S.C. § 1833(b), an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (1) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Additionally, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose a trade secret to his or her attorney and use the trade secret information in the court proceeding, if the individual: (1) files any document containing the trade secret under seal; and (2) does not disclose the trade secret, except pursuant to court order.

(e) This Award Notice, together with the Plan and the Rules, constitutes the entire agreement between the parties with respect to the subject matter hereof. You hereby acknowledge that you have been provided with a copy of the Plan and the Rules, and understand the terms and conditions of these documents and of this Award Notice.

(f) In the event of the invalidity of any part or provision of this Award Notice, such invalidity shall not affect the enforceability of any other part or provision hereof.

10. Tax Withholding

The Company will be entitled to deduct from any payment under this Award Notice, regardless of the form of such payment, the amount of all applicable income and employment taxes required by law to be withheld with respect to such payment or may require you to pay to it such tax prior to and as a condition of the making of such payment. Tax withholdings will be in accordance with the Rules.

11. Securities Law Requirements

The Company will not be required to issue shares in settlement of Your ESG Performance Shares unless and until (a) such shares have been duly listed upon each stock exchange on which the Company's Common Stock is then registered and (b) a registration statement under the Securities Act of 1933 with respect to such shares is then effective. The Board may require you to furnish to the Company, prior to the issuance of any shares of Common Stock in connection with the settlement of Your ESG Performance Shares, an agreement, in such form as the Board may from time to time deem appropriate, in which you represent that the shares you acquired upon such settlement are being acquired for investment and not with a view to the sale or distribution thereof.

12. Performance Shares Subject to Plan and Rules

Your ESG Performance Shares shall be subject to all the terms and provisions of the Plan, the Rules and this Award Notice, and you shall abide by and be bound by such terms and provisions and all rules, regulations and determinations of the Board or the Committee now or hereafter made in its discretion in connection with the administration of the Plan.

13. American Jobs Creation Act

In addition to amendments permitted by Section 9(b) above, the Company may make amendments to Your ESG Performance Shares, without your consent, in order to ensure compliance with the American Jobs Creation Act of 2004. And, further, amendments may be made to the Plan to ensure such compliance, which amendments may impact Your ESG Performance Shares.

If the foregoing is acceptable to you, kindly click on the "Sign" button below. You will be directed to a signature box where you will create a digital signature. By signing, you acknowledge that you have read the terms and conditions of the grant and agree to be bound thereby.

Very truly yours,

NATIONAL FUEL GAS COMPANY

By:

[Name]

[Title]

EXHIBIT 31.1

CERTIFICATION

I, D. P. Bauer, certify that:

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

Date: January 30, 2025

/s/ D. P. Bauer

D. P. Bauer

President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, T. J. Silverstein, certify that:

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

Date: January 30, 2025

/s/ T. J. Silverstein

T. J. Silverstein

Treasurer and Chief Financial Officer

NATIONAL FUEL GAS COMPANY

**Certification Pursuant to Section 906
of the Sarbanes-Oxley Act of 2002**

Each of the undersigned, D. P. BAUER, President and Chief Executive Officer and T. J. SILVERSTEIN, the Treasurer and Chief Financial Officer of NATIONAL FUEL GAS COMPANY (the "Company"), DOES HEREBY CERTIFY that:

1. The Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2024 (the "Report") fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934, as amended; and
2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, each of the undersigned has executed this statement this 30th day of January, 2025.

/s/ D. P. Bauer

President and Chief Executive Officer

/s/ T. J. Silverstein

Treasurer and Chief Financial Officer

Exhibit 99

NATIONAL FUEL GAS
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

(Thousands of Dollars)	Twelve Months Ended December 31,	
	2024	2023
INCOME		
Operating Revenues:		
Utility Revenues	\$ 723,310	\$ 832,081
Exploration and Production and Other Revenues	955,919	935,500
Pipeline and Storage and Gathering Revenues	289,702	272,693
	<u>1,968,931</u>	<u>2,040,274</u>
Operating Expenses:		
Purchased Gas	158,847	322,950
Operation and Maintenance:		
Utility	219,932	208,592
Exploration and Production and Other	140,023	132,222
Pipeline and Storage and Gathering	161,297	150,949
Property, Franchise and Other Taxes	88,491	88,910
Depreciation, Depletion and Amortization	450,606	428,763
Impairment of Assets	660,930	—
	<u>1,880,126</u>	<u>1,332,386</u>
Operating Income	88,805	707,888
Other Income (Expense):		
Other Income (Deductions)	20,214	15,552
Interest Expense on Long-Term Debt	(127,698)	(110,806)
Other Interest Expense	(14,005)	(22,369)
	<u>(121,489)</u>	<u>(117,623)</u>
Income (Loss) Before Income Taxes	(32,684)	590,265
Income Tax Expense (Benefit)	(22,163)	150,068
Net Income (Loss) Available for Common Stock	\$ (10,521)	\$ 440,197
Earnings (Loss) Per Common Share:		
Basic:		
Net Income (Loss) Available for Common Stock	\$ (0.11)	\$ 4.79
Diluted:		
Net Income (Loss) Available for Common Stock	\$ (0.11)	\$ 4.77
Weighted Average Common Shares Outstanding:		
Used in Basic Calculation	91,506,423	91,832,178
Used in Diluted Calculation	91,506,423	92,308,466