

Nuverra Adopts a Limited Duration Stockholder Rights Plan

SCOTTSDALE, Ariz.--([BUSINESS WIRE](#))--Nuverra Environmental Solutions, Inc. (NYSE American: NES) (“Nuverra,” the “Company,” “we,” “us” or “our”) announced today that its board of directors (the “Board”) has approved the adoption of a limited duration stockholder rights plan (the “Rights Plan”) to protect stockholder interests and maximize value for all stockholders.

The Rights Plan is similar to plans adopted by other public companies and is designed to ensure that no person or group can gain a control or control-like position in the Company’s stock through open market accumulations or other tactics potentially disadvantaging the interests of the stockholders without negotiating with the Board and without paying an appropriate control premium to all stockholders of the Company. The rights will be issued to stockholders of record on January 4, 2021. The Rights Plan will expire on December 21, 2021. The Board will consider an earlier termination of the Rights Plan if market and other conditions warrant.

The Rights Plan is intended to position the Board to fulfill its fiduciary duties on behalf of all stockholders by ensuring that the Board has sufficient time to make informed judgments that are in the best long-term interests of the Company and its stockholders. The issuance of the rights does not in any way diminish the financial strength of the Company or interfere with its business plans. The Rights Plan is not designed to prevent any action that the Board determines to be in the best interest of the Company and its stockholders.

The Rights Plan provides for the issuance of one right for each outstanding share of the Company’s common stock. In general, the rights will become exercisable only if a person or group acquires beneficial ownership of 45% or more of the Company’s outstanding common stock or announces a tender or exchange offer that would result in beneficial ownership of 45% or more of the Company’s common stock.

If a person or group acquires beneficial ownership of 45% or more of the Company’s outstanding common stock, each right will entitle holders, other than the acquiring person or group, to purchase common stock of the Company having a market value of twice the exercise price. The Rights Plan also includes an exchange option. If a person or group acquires beneficial ownership of 45% or more of the outstanding common stock, the Board may at its option exchange the rights at an exchange ratio of one share of common stock per right.

If a stockholder beneficially owns 45% or more of the Company’s common stock at the time of the adoption of the Rights Plan, such stockholder’s ownership will be grandfathered, but the rights would become exercisable if such stockholder subsequently increases its ownership by one share.

The Rights Plan also includes a qualifying offer provision, which allows stockholders to require the Board to call a special meeting to vote on a pending offer, provided the offer meets certain qualifying criteria.

Additional details regarding the Rights Plan are contained in a Current Report on Form 8-K filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”).

About Nuverra

Nuverra Environmental Solutions, Inc. provides water logistics and oilfield services to customers focused on the development and ongoing production of oil and natural gas from shale formations in the United States. Our services include the delivery, collection, and disposal of solid and liquid materials that are used in and generated by the drilling, completion, and ongoing production of shale oil and natural gas. We provide a suite of solutions to customers who demand safety, environmental compliance and accountability from their service providers. Find additional information about Nuverra in documents filed with the SEC

at <http://www.sec.gov>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. You can identify these and other forward-looking statements by the use of words such as “anticipates,” “expects,” “intends,” “plans,” “predicts,” “believes,” “seeks,” “estimates,” “may,” “might,” “will,” “should,” “would,” “could,” “potential,” “future,” “continue,” “ongoing,” “forecast,” “project,” “target” or similar expressions, and variations or negatives of these words.

These statements relate to our expectations for future events and time periods. All statements other than statements of historical fact are statements that could be deemed to be forward-looking statements, and any forward-looking statements contained herein are based on information available to us as of the date of this press release and our current expectations, forecasts and assumptions, and involve a number of risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date. Future performance cannot be ensured, and actual results may differ materially from those in the forward-looking statements. Some factors that could cause actual results to differ include, among others: the severity, magnitude and duration of the coronavirus disease 2019 (“COVID-19”) pandemic and commodity market disruptions; changes in commodity prices or general market conditions; fluctuations in consumer trends, pricing pressures, transportation costs, changes in raw material or labor prices or rates related to our business and changing regulations or political developments in the markets in which we operate; risks associated with our indebtedness, including changes to interest rates, decreases in our borrowing availability, our ability to manage our liquidity needs and to comply with covenants under our credit facilities, including as a result of COVID-19 and oil price declines; the loss of one or more of our larger customers; delays in customer payment of outstanding receivables and customer bankruptcies; natural disasters, such as hurricanes, earthquakes and floods, pandemics (including COVID-19) or acts of terrorism, or extreme weather conditions, that may impact our business locations, assets, including wells or pipelines, distribution channels, or which otherwise disrupt our or our customers’ operations or the markets we serve; disruptions impacting crude oil and natural gas transportation, processing, refining, and export systems, including litigation regarding the Dakota Access Pipeline; our ability to attract and retain key executives and qualified employees in strategic areas of our business; our ability to attract and retain a sufficient number of qualified truck drivers; the unfavorable change to credit and payment terms due to changes in industry condition or our financial condition, which could constrain our liquidity and reduce availability under our revolving credit facility; higher than forecasted capital expenditures to maintain and repair our fleet of trucks, tanks, pipeline, equipment and disposal wells; control of costs and expenses; changes in customer drilling, completion and production activities, operating methods and capital expenditure plans, including impacts due to low oil and/or natural gas prices, shut-in production, decline in operating drilling rigs, closures or pending closures of third-party pipelines or the economic or regulatory environment; risks associated with the limited trading volume of our common stock on the NYSE American Stock Exchange, including potential fluctuation in the trading prices of our common stock; risks and uncertainties associated with the outcome of an appeal of the order confirming our previously completed plan of reorganization; risks associated with the reliance on third-party analyst and expert market projections and data for the markets in which we operate that is utilized in our strategy; present and possible future claims, litigation or enforcement actions or investigations; risks associated with changes in industry practices and operational technologies; risks associated with the operation, construction, development and closure of salt water disposal wells, solids and liquids transportation assets, landfills and pipelines, including access to additional locations and rights-of-way, permitting and licensing, environmental remediation obligations, unscheduled delays or inefficiencies and reductions in volume due to micro- and macro-economic factors or the availability of less expensive alternatives; the effects of competition in the markets in which we operate, including the adverse impact of

competitive product announcements or new entrants into our markets and transfers of resources by competitors into our markets; changes in economic conditions in the markets in which we operate or in the world generally, including as a result of political uncertainty; reduced demand for our services due to regulatory or other influences related to extraction methods such as hydraulic fracturing, shifts in production among shale areas in which we operate or into shale areas in which we do not currently have operations, and shifts to reuse of water in completion activities; the unknown future impact of changes in laws and regulation on waste management and disposal activities, including those impacting the delivery, storage, collection, transportation, and disposal of waste products, as well as the use or reuse of recycled or treated products or byproducts; and risks involving developments in environmental or other governmental laws and regulations in the markets in which we operate and our ability to effectively respond to those developments including laws and regulations relating to oil and natural gas extraction businesses, particularly relating to water usage, and the disposal and transportation of liquid and solid wastes.

The forward-looking statements contained, or incorporated by reference, herein are also subject generally to other risks and uncertainties that are described from time to time in the Company's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's views as of the date of this press release. The Company undertakes no obligation to update any such forward-looking statements, whether as a result of new information, future events, changes in expectations or otherwise. Additional risks and uncertainties are disclosed from time to time in the Company's filings with the SEC, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K.

Contacts

Nuverra Environmental Solutions, Inc.
Investor Relations
602-903-7802
ir@nuverra.com
