

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

FORM 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year 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: 1-39804

Exact name of registrant as specified in its charter:

Texas Pacific Land Corporation

State or other jurisdiction of incorporation or organization:

Delaware

IRS Employer Identification No.:

75-0279735

Address of principal executive offices:

1700 Pacific Avenue, Suite 2900 Dallas, Texas 75201

Registrant's telephone number, including area code:

(214) 969-5530

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$.01 per share)	TPL	New York Stock Exchange

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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. (Check One)

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the common stock held by non-affiliates of the registrant as of the last business day (June 28, 2024) of the registrant's most recently completed second fiscal quarter (June 30, 2024) was approximately \$10.9 billion.

As of February 12, 2025, there were 22,984,798 shares of the registrant's common stock, par value \$0.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

None

TEXAS PACIFIC LAND CORPORATION
TABLE OF CONTENTS

	<u>Page</u>
<u>PART I</u>	
<u>Item 1.</u> <u>Business</u>	1
<u>Item 1A.</u> <u>Risk Factors</u>	8
<u>Item 1B.</u> <u>Unresolved Staff Comments</u>	14
<u>Item 1C.</u> <u>Cybersecurity</u>	14
<u>Item 2.</u> <u>Properties</u>	17
<u>Item 3.</u> <u>Legal Proceedings</u>	18
<u>Item 4.</u> <u>Mine Safety Disclosures</u>	18
<u>PART II</u>	
<u>Item 5.</u> <u>Market for Registrant’s Common Equity, Related Security Holder Matters and Issuer Purchases of Equity Securities</u>	19
<u>Item 6.</u> <u>Reserved</u>	20
<u>Item 7.</u> <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	21
<u>Item 7A.</u> <u>Quantitative and Qualitative Disclosures about Market Risk</u>	29
<u>Item 8.</u> <u>Financial Statements and Supplementary Data</u>	29
<u>Item 9.</u> <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	29
<u>Item 9A.</u> <u>Controls and Procedures</u>	29
<u>Item 9B.</u> <u>Other Information</u>	31
<u>Item 9C.</u> <u>Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u>	31
<u>PART III</u>	
<u>Item 10.</u> <u>Directors, Executive Officers and Corporate Governance</u>	32
<u>Item 11.</u> <u>Executive Compensation</u>	41
<u>Item 12.</u> <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	64
<u>Item 13.</u> <u>Certain Relationships and Related Transactions, and Director Independence</u>	67
<u>Item 14.</u> <u>Principal Accountant Fees and Services</u>	67
<u>PART IV</u>	
<u>Item 15.</u> <u>Exhibits and Financial Statement Schedules</u>	69
<u>Item 16.</u> <u>Form 10-K Summary</u>	70

PART I

Statements in this Annual Report on Form 10-K that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including statements regarding management's expectations, hopes, intentions or strategies regarding the future. Words or phrases such as "expects" and "believes," or similar expressions or the negative of such terms, when used in this Annual Report on Form 10-K or other filings with the Securities and Exchange Commission (the "SEC"), are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements regarding the Company's future operations and prospects, the markets for real estate in the areas in which the Company owns real estate, applicable zoning regulations, the markets for oil and gas including actions of other oil and gas producers or consortiums worldwide such as the Organization of Petroleum Exporting Countries ("OPEC") and Russia (collectively referred to as "OPEC+"), expected competition, management's intent, beliefs or current expectations with respect to the Company's future financial performance and other matters. All forward-looking statements in this Report are based on information available to us, and speak only, as of the date this Report is filed with the SEC, and we assume no responsibility to update any such forward-looking statements, except as required by law. All forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, the factors discussed in Part I, Item 1A. "Risk Factors" and Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 1. Business.

General

Texas Pacific Land Corporation (which, together with its subsidiaries as the context requires, may be referred to as "TPL," the "Company," "our," "we," or "us") is a Delaware Corporation and one of the largest landowners in the State of Texas with approximately 873,000 surface acres of land, principally concentrated in the Permian Basin. Additionally, we own a 1/128th nonparticipating perpetual oil and gas royalty interest ("NPRI") under approximately 85,000 acres of land, a 1/16th NPRI under approximately 371,000 acres of land, and approximately 16,000 additional net royalty acres (normalized to 1/8th) ("NRA"), for a collective total of approximately 207,000 NRA, principally concentrated in the Permian Basin.

The Company was originally organized as Texas Pacific Land Trust (the "Trust") under a Declaration of Trust, dated February 1, 1888 (the "Declaration of Trust"), to receive and hold title to extensive tracts of land in the State of Texas, previously the property of the Texas and Pacific Railway Company. The Declaration of Trust provided for the appointment of trustees (the "Trustees") to manage the assets of the Trust with all of the powers of an absolute owner. On January 11, 2021, the Trust completed its reorganization from a business trust, Texas Pacific Land Trust, into Texas Pacific Land Corporation, a corporation formed and existing under the laws of the State of Delaware ("the Corporate Reorganization").

Our surface and royalty ownership provide revenue opportunities throughout the oil and gas development value chain. While we are not an oil and gas producer, we benefit from various revenue sources throughout the life cycle of a well. During the initial development phase whereby infrastructure for oil and gas development is constructed, we receive fixed fee payments for use of our land and revenue for sales of materials (caliche) used in the construction of the infrastructure. During the drilling and completion phase, we generate revenue for providing sourced water and/or treated produced water, fixed fee payments for use of our land and revenue related to the sale of sand to operators. During the production phase, we receive revenue from our oil and gas royalty interests and revenue related to saltwater disposal on our land. In addition, we generate revenue from pipeline, power line and utility easements, commercial leases and temporary permits principally related to a variety of land uses, including, but not limited to, midstream infrastructure projects and processing facilities as hydrocarbons are processed and transported to market. Additionally, as a result of an acquisition in 2024, we have recently begun receiving commercial revenue related to a nonhazardous oilfield solids waste disposal site. See further discussion in Note 3, "Assets Acquired in a Business Combination" in the notes to our consolidated financial statements included under Part II, Item 8. "Financial Statements and Supplementary Data."

Our mission is to pursue a thoughtful, long-term approach towards optimizing and building upon the commercial and environmental virtues of our extensive lands and resources. We have a long history of responsible management of our legacy assets, and in recent years, we have expanded our business strategy to generate incremental revenue streams that take advantage of our vast surface and royalty footprint, such as our investments in the Water Services and Operations business segment. Beyond our current businesses, we continue to explore new opportunities related to renewable energy, environmental

sustainability, and technology, among others, that can leverage our existing legacy surface and royalty assets. Our business model emphasizes high cash flow margins and relatively low ongoing capital expenditure requirements, and we expect new opportunities to generally align with these priorities. We remain focused on optimizing long-term value creation and profitability, fostering responsible stewardship of our assets, providing quality customer service, and engaging with and advocating for employee and stakeholder interests.

Recent Developments

Common Stock Split

On March 26, 2024, we effected a three-for-one stock split in the form of a stock dividend of two additional shares of common stock, par value \$0.01 per share (“Common Stock”), for every share of Common Stock outstanding to stockholders of record as of March 18, 2024. All shares, restricted stock awards (“RSAs”), restricted stock units (“RSUs”), performance stock units (“PSUs”) and per share information have been retroactively adjusted to reflect the stock split. The shares of Common Stock retained a par value of \$0.01 per share. Accordingly, an amount equal to the par value of the increased shares resulting from the stock split was reclassified from “Additional paid-in capital” to “Common Stock” on our consolidated balance sheets.

Acquisition Activity During 2024

In August 2024, we acquired 4,120 surface acres in Martin, County, Texas along with other surface-related tangible and intangible assets from an unaffiliated seller, for total cash consideration of \$45.0 million, of which \$20.4 million represented assets acquired for the Land and Resource Management segment with the remaining \$24.6 million of assets acquired for the Water Services and Operations segment. In addition to surface acres, we acquired water sourcing assets and other contractual rights including a contractual right to a 7.5% royalty on revenue generated from a nonhazardous oilfield solids waste disposal site. These assets generate revenue streams across both segments including water sales, produced water royalties, and other surface related (“SLEM”) revenue and provide additional commercial growth opportunities for us to expand water sourcing and produced water opportunities to both new and existing customers. See further discussion of this acquisition in Note 3, “Assets Acquired in a Business Combination” in the notes to our consolidated financial statements included under Part II, Item 8. “Financial Statements and Supplementary Data.”

Also in August 2024, we acquired mineral interests across 4,106 NRA located in Culberson County, Texas for a purchase price of \$120.3 million, net of post-closing adjustments. The acquisition was completed in conjunction with Brigham Royalties Fund I Holdco, L.L.C., a subsidiary of Brigham Royalties, LLC (“Brigham Royalties”) in an arms-length transaction with an unaffiliated seller. See further discussion of this acquisition in Note 4, “Oil and Gas Royalty Interests” in the notes to our consolidated financial statements included under Part II, Item 8. “Financial Statements and Supplementary Data.” The acquired mineral interests overlap with existing TPL royalty acreage.

In October 2024, we acquired 7,490 NRA located primarily in the Midland Basin in Martin, Midland and other counties in Texas and New Mexico, with over 80% of the acquired interests adjacent to or overlapping existing TPL surface and royalty acreage for cash consideration of \$275.2 million, net of post-closing adjustments.

Business Segments

We operate our business in two reportable segments: Land and Resource Management and Water Services and Operations. Our segments provide management with a comprehensive financial view of our key businesses. Our segments enable the alignment of strategies and objectives of the Company and provide a framework for timely and rational allocation of resources within businesses. See Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 15, “Business Segment Reporting” in the notes to our consolidated financial statements included under Part II, Item 8. “Financial Statements and Supplementary Data.”

Land and Resource Management

Our Land and Resource Management segment encompasses the business of managing our approximately 873,000 surface acres of land and approximately 207,000 NRA of oil and gas royalty interests, principally concentrated in the Permian Basin. The revenue streams of this segment consist primarily of royalties from oil and gas, revenues from easements, commercial leases and renewables, and land and material sales.

We are not an oil and gas producer. Rather, our oil and gas revenue is derived from our oil and gas royalty interests. Thus, in addition to being subject to fluctuations in response to the market prices for oil and gas, our oil and gas royalties are

also subject to decisions made by the owners and operators of the oil and gas wells to which our royalty interests relate as to investments in and production from those wells. Our oil and gas royalty interests require no capital expenditures or operating expense burden from us for well development.

Our revenue from easements is primarily generated from pipelines transporting oil, gas and related hydrocarbons, power line and utility easements, and subsurface wellbore easements. Easements typically have a 30-plus year term but subsequently renew every 10 years with an additional payment. In addition to easements, we also receive revenues from other surface-related operations on our land, including but not limited to, commercial leases, well development and material sales. Commercial lease revenue is derived primarily from processing, storage and compression facilities, and roads. Material sales include caliche, sand, and other material sales to operators. Caliche is used in the construction of oil and gas-related infrastructure, and sand is utilized for completion operations. Additionally, as a result of an acquisition in 2024, we have recently begun generating commercial revenue related to a nonhazardous oilfield solids waste disposal site. See the discussion of acquisition activity above for additional information.

In recent years, we have entered into agreements with third parties related to renewables and various “next generation” opportunities that will potentially utilize TPL’s surface assets. These agreements include the evaluation of grid-connected batteries, studies on carbon capture and sequestration, and development of bitcoin mining facilities, among other opportunities. Generally, these projects are structured with multi-year terms that allow for feasibility and/or commercial suitability and revenue arrangements that provide royalty, fee, profit sharing, lease and/or rental payments, though contractual terms and timing for commercial operations will vary by project. We do not anticipate these agreements will have a significant impact on our revenues in the short-term but do have the potential to contribute meaningfully to our revenues in the longer term.

As a significant landowner, we also generate revenue from land sales. From time to time, we receive offers from third parties to acquire tracts of our land. Sales demand and related sale prices of particular tracts of land are influenced by many factors, including general economic conditions, the rate of development in nearby areas and the suitability of the particular tract for commercial uses.

Operations

Revenues from the Land and Resource Management segment for the last three years were as follows (dollars presented in thousands):

	Years Ended December 31,					
	2024		2023		2022	
	Segment Revenue	% of Total Consolidated Revenue	Segment Revenue	% of Total Consolidated Revenue	Segment Revenue	% of Total Consolidated Revenue
Oil and gas royalties	\$ 373,331	53 %	\$ 357,394	57 %	\$ 452,434	68 %
Easements and other surface-related income	63,074	9 %	67,905	11 %	44,860	7 %
Land sales	4,388	1 %	6,806	1 %	9,681	1 %
Total Revenue – Land and Resource Management segment	\$ 440,793	63 %	\$ 432,105	69 %	\$ 506,975	76 %

See Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Segment Results of Operations” for a discussion of our segment-level financial results.

Oil and Gas Activity for the Year Ended December 31, 2024

For the year ended December 31, 2024, our share of crude oil, natural gas and natural gas liquid (“NGL”) production was 26.8 thousand barrels of oil equivalent (“Boe”) per day compared to 23.5 thousand Boe per day for the same period of 2023. The average realized price was \$39.87 per Boe for the year ended December 31, 2024, a decrease of 6.4% compared to the average realized price of \$42.58 per Boe for the same period of 2023.

There are a number of oil and gas wells in which we have royalty interests that have been permitted but are still awaiting drilling and completion activity. In addition, we have also identified oil and gas wells in which we have a royalty interest that have been drilled but are not yet completed (“DUC”). These permitted and DUC wells represent potential near-term

candidates for further development by operators towards ultimately being placed into production. We have identified 506 permitted gross wells (an estimated 6.4 net wells) and 793 DUC wells (an estimated 13.2 net wells) subject to our royalty interest as of December 31, 2024. The number of DUC wells is determined using uniform drilling spacing units with pooled interests for all wells awaiting completion.

Competition

Our Land and Resource Management segment has few direct peers, in that it sells, leases and generally manages land owned by the Company and, as such, any owner of property located in areas comparable to the Company is a potential competitor. The Company's sizable land ownership of approximately 873,000 surface acres and commercial sophistication is unique, as neighboring landowners tend to own substantially smaller land positions and/or do not possess the commercial expertise to maximize business opportunities.

Water Services and Operations

Our Water Services and Operations segment encompasses the business of providing full-service water offerings to operators in the Permian Basin through our wholly-owned subsidiary, Texas Pacific Water Resources LLC ("TPWR").

These full-service water offerings include, but are not limited to, water sourcing, produced-water treatment, infrastructure development, and disposal solutions. We are committed to sustainable water development. Our significant surface ownership in the Permian Basin provides TPWR with a unique opportunity to provide multiple full-service water offerings to operators.

The revenue streams of this segment principally consist of revenue from sales of sourced and treated water as well as revenue from produced water royalties. Energy businesses use water for their oil and gas projects, including new drilling and completion operations, while service businesses (*i.e.*, water management service companies) operate water facilities to sell water to, and dispose of produced water of, energy businesses.

Operations

Revenues from our Water Services and Operations segment for the last three years were as follows (dollars presented in thousands):

	Years Ended December 31,					
	2024		2023		2022	
	Segment Revenue	% of Total Consolidated Revenue	Segment Revenue	% of Total Consolidated Revenue	Segment Revenue	% of Total Consolidated Revenue
Water sales	\$ 150,724	21 %	\$ 112,203	18 %	\$ 84,725	13 %
Produced water royalties	104,123	15 %	84,260	13 %	72,234	11 %
Easements and other surface-related income	10,183	1 %	3,027	— %	3,488	— %
Total Revenue – Water Services and Operations segment	\$ 265,030	37 %	\$ 199,490	31 %	\$ 160,447	24 %

See Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations — Segment Results of Operations" for a discussion of our segment-level operating results.

Activity for the year ended December 31, 2024

The increase in water sales during 2024 compared to 2023 is principally due to a 31.0% increase in water sales volumes over the same period.

In May 2024, we announced our progress towards developing new solutions for produced water in the Permian Basin. Over the last few years, we have been working with a leading industrial technology and manufacturing firm to develop an energy-efficient desalination and treatment process and associated equipment that can recycle produced water into fresh water with quality standards appropriate for surface discharge and beneficial reuse. With the Permian Basin generating approximately 19 million barrels of produced water per day, we believe this technology would provide an attractive and critical alternative to

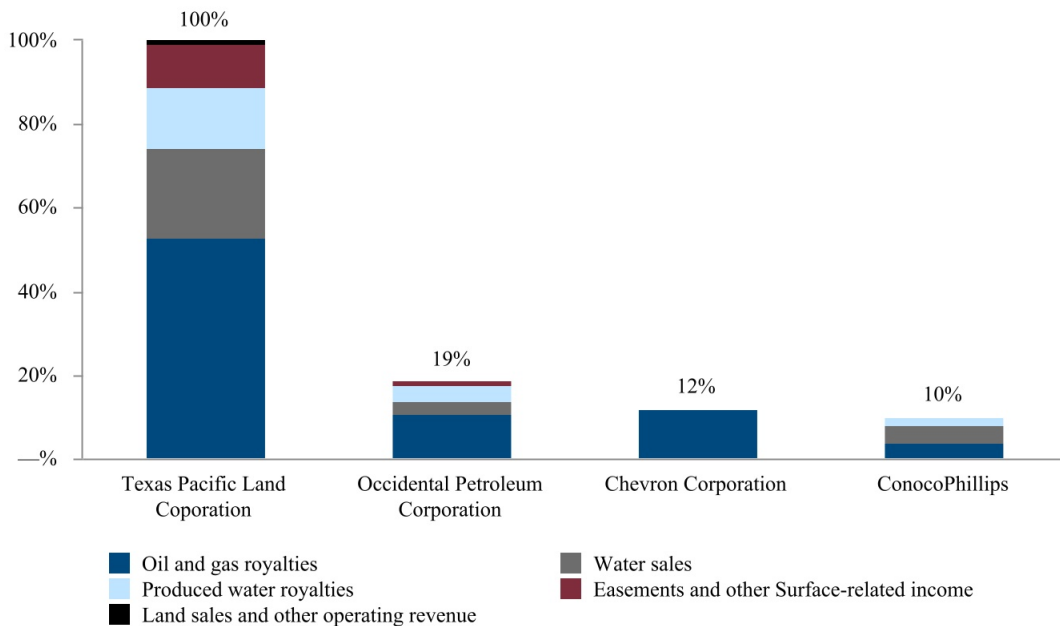
subsurface injection. We filed a patent application for the desalination and treatment process and have secured exclusive use-rights for the equipment geared towards produced water applications. We have successfully tested a pilot program in our research and development lab. Construction has begun on a sub-scale produced water desalination test facility with an initial capacity of 10,000 barrels of produced water per day, and we anticipate construction to be completed during 2025. We are also in commercial discussions with oil and gas upstream operators as we look to provide critical, technology-driven solutions while also optimizing our economic interests and limiting capital outlay. During the year ended December 31, 2024, we spent \$9.9 million on this new energy-efficient desalination and treatment process and equipment, of which \$7.4 million was capitalized.

Additionally, during 2024, we invested \$21.7 million in TPWR projects to maintain and/or enhance water sourcing assets.
Competition

While there is competition in the water service business in the Permian Basin, we believe our position as a significant landowner of approximately 873,000 surface acres gives us a distinct advantage over our competitors who must negotiate with existing landowners to source water and then for the right of way to deliver the water to the end user.

Major Customers

The chart below depicts our total revenues and revenues from customers representing 10% or more of our 2024 consolidated revenues:



While approximately 41% of our 2024 revenue was derived from only three customers, two of these customers are in the top 10, and the remaining customer is in the top 50, energy companies in the world based on market capitalization, and we believe each of them is a strong and reliable operator. Given their major presence in the Permian Basin and our significant surface lands in the same area, the high concentration of business with these three customers is expected. Further, the choice of whom we do business with largely depends on location of mineral royalties and surface rights on or near our assets and consists of a limited universe of oil and gas companies who operate in the Permian Basin.

Seasonality

While our business is not seasonal in nature, as that term is generally understood, revenue from oil and gas royalties may fluctuate from period to period based upon market prices for oil and gas and production decisions made by the operators. Our other revenue streams, which include, but are not limited to, water sales and royalties, easements and other surface related income and sales of land, may also fluctuate from period to period. In addition, our results are generally dependent on the decisions and actions of third parties out of our ultimate control. As a consequence, the results of our operations for any particular period are not necessarily indicative of the results of operations for a full year.

Regulations

We are subject to various federal, state and local laws. Management believes that our operations comply in all material respects with applicable laws and regulations and that the existence and enforcement of such laws and regulations have no more restrictive effect on our method of operations than on other companies similar to TPL.

We cannot determine the extent to which new legislation, new regulations or changes in existing laws or regulations may affect our future operations.

Environmental Considerations

Compliance with federal, state and local provisions that have been enacted or adopted regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, have had no material effect upon our business generally, including the capital expenditures, earnings and competitive position of the Company. To date, we have not been called upon to expend any material amount of funds for these purposes.

Environmental, Social and Governance (“ESG”)

Our current ESG disclosure is available at our website at www.TexasPacific.com. Our ESG disclosure has been prepared to align with the Sustainable Accounting Standards Board, the Global Reporting Initiative, and the Task Force on Climate Related Disclosures frameworks.

Integrating sustainability and ESG objectives is a priority for our Company. Our ESG strategy reflects its dedication to meeting tactical business priorities while managing the environmental impacts of its operations, maintaining principles for social responsibility, and upholding a commitment to strong corporate governance. Our ESG strategy is focused on the overarching priorities of environmental management, employee health and safety, workforce management and equality, community and landowner engagement, and strong corporate governance and ethics. We are committed to sustainability and responsible stewardship across all of our operations and land management activities.

As we do not produce oil or gas from the land from which our royalty revenue stream is derived, we developed our sustainability goals and partnership opportunities in consultation with the entities operating on our land. On the water solutions side of our business, we developed a tailored ESG program that addresses the ethical and responsible buildout of water assets and management of water as a natural resource. Our continued goal is an integrated and iterative approach to sustainable and responsible resource management.

Our ESG accomplishments include, but are not limited to:

- Increased the electrification of our water assets in an effort to reduce costs and mitigate our overall emission profile by reducing reliance on diesel generators. Cumulatively through December 31, 2024, we have spent \$22.3 million of capital on electric infrastructure.
- Initiated energy tracking in 2020 to monitor and identify trends in energy consumption and sourcing.
- Prioritized the health and welfare of our workforce.
- Employed practices for the tracking and monitoring of all spills, regardless of whether they are within or outside of regulatory reporting requirements. We had zero spills of produced water in 2024, 2023, and 2022.
- Partnered with oil & gas operators on our surface estate to collectively discuss and manage ESG risks. Partnership opportunities included: developing renewable energy infrastructure across our land, developing water infrastructure to

support the reuse and recycling of produced water—a critical response to climate change, partnering to develop new technologies that support emissions management, and more.

- Instituted a governance framework that includes oversight and stewardship of our ESG strategies. The Nominating and Corporate Governance Committee (the “Nominating and Corporate Governance Committee”) of our board of directors (“the Board”) reviews our policies and programs concerning corporate social responsibility, including ESG matters, with the support of the Audit Committee of the Board (“the “Audit Committee”) and the Compensation Committee of the Board (the “Compensation Committee”), where appropriate. The committees provide guidance to the Board and management with respect to trends and developments regarding environmental, social, governance, and political matters that could significantly impact the Company.

The disclosure denotes that our ESG strategy, including metrics and targets, is continuously reviewed and assessed annually to determine if updates or process improvements are needed.

Human Capital Resources

We believe we have a talented, motivated and dedicated team, and we are committed to supporting the development of our team members and continuously building on our strong culture. As of December 31, 2024, we had 111 full-time employees, of which 34 were employees of TPWR.

Our business strategy and ability to serve customers relies on employing talented professionals and attracting, training, developing and retaining a knowledgeable skilled workforce. We maintain a good working relationship with our employees. We value our employees and their experience in providing value through land, mineral and water resource management and water solutions. Maintaining a robust pipeline of talent is crucial to our ongoing success and is a key aspect of succession planning efforts across the organization. Our leadership and human resources teams are responsible for attracting and retaining top talent by facilitating an environment where employees feel supported and encouraged in their professional and personal development. We are committed to enhancing gender, racial and ethnic diversity throughout our organization. We believe that diversity is an important factor in bringing people together, encouraging shared commitment and fostering new ideas.

We strive to be a great place for our employees to work. Accordingly, we offer industry competitive pay and benefits, tuition reimbursement and continuing education classes and are committed to maintaining a workplace environment that promotes employee productivity and satisfaction.

Employee safety is also among our top priorities. Accordingly, we have developed and administer company-wide policies to ensure a safe and fair workplace free of discrimination or harassment for each team member and compliance with Occupational Safety and Health Administration (“OSHA”) standards, as further discussed in our Code of Business Conduct and Ethics. This commitment applies to recruiting, hiring, compensation, benefits, training, termination, promotions or any other terms and conditions of employment. We maintain our strong focus on safety and have taken measures to protect our employees and maintain safe, reliable operations.

We have a goal of zero occupational injuries, illnesses and incidents in our workplace. To ensure that we protect our safety culture, we have in place a dedicated Health, Safety, and Environment Management team with substantial combined years of experience and have in-house authorized trainers for OSHA-required certified training, powered equipment training and PCE-safe land certificated training.

Available Information on our Website

We make available on our website at www.TexasPacific.com, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”). Such reports are also available at www.sec.gov. The information contained on our website is not part, or incorporated by reference into, this Annual Report on Form 10-K.

Item 1A. Risk Factors.

An investment in our securities involves a degree of risk. The risks described below, and other risks noted throughout this Annual Report on Form 10-K, including those risks identified in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also have a material adverse effect on us. If any of the following risks actually occur, our financial condition, results of operations, cash flows or business could be harmed. In that case, the market price of our stock could decline and you could lose part or all of your investment in our stock.

Risks Related to Our Business

Our oil and gas royalties are dependent upon the market prices of oil and gas which fluctuate.

The oil and gas royalties that we receive are dependent upon the market prices for oil and gas, and decreases in such prices for oil and gas negatively impact the revenue realized on our oil and gas royalties. Reductions in market prices for oil and gas could also lead to decreased exploration and development activity by the operators of the properties on which we own oil and gas royalty interests, which could reduce our revenue potential with respect to such interests. Market prices for oil and gas are subject to US and global macroeconomic and geopolitical conditions and infrastructure and logistical constraints, amongst others, and, in the past, have been subject to significant price fluctuations. Price fluctuations for oil and gas have been particularly volatile in recent years due to supply and demand constraints, worldwide energy conservation measures, OPEC and OPEC+ actions, global conflicts in major oil producing regions, especially in Eastern Europe and the Middle East, and general economic cycles, among other factors. These events and conditions have, at times, resulted in a reduction of global economic activity and volatility in the global financial markets. The scale and duration of the impact of these factors remain unknowable but could lead to a decrease in our revenues and have a material impact on our business segments and earnings, cash flow and financial condition.

We are not an oil and gas producer. Our revenues from oil and gas royalties are subject to the actions of others.

We are not an oil and gas producer. Our oil and gas royalty revenue is derived primarily from perpetual non-participating oil and gas royalty interests that we have retained or acquired. As oil and gas wells age, their production capacity may decline absent additional investment. However, the owners and operators of the oil and gas wells make all decisions as to investments in, and production from, those wells and our royalties are dependent upon decisions made by those owners and operators, among other factors. Accordingly, a significant portion of our revenues is reliant on the management and actions of third parties, over whom we have no control. Such third parties may not take actions or make decisions that will be beneficial to us, which could result in adverse effects on our financial results and performance.

Our revenues from the sale of land are subject to substantial fluctuation. Land sales are subject to many factors that are beyond our control.

Our land sales vary widely from year to year and quarter to quarter. The total price obtained, the average price per acre, and the number of acres sold in any one year or quarter should not be assumed to be indicative of future land sales. Our desire to sell and the demand and pricing for any particular tract of our land is influenced by many factors, including but not limited to: (i) access and location, (ii) the national and local economies, (iii) the rate of oil and gas well development by operators, (iv) the rate of development in nearby areas, (v) the livestock carrying capacity, and (vi) the condition of the local industries, which itself is influenced by a range of conditions. Our ability to sell land can be, therefore, largely dependent on the actions of adjoining landowners.

Demand for TPWR's products and services is substantially dependent on the levels of expenditures by our customers.

Demand for TPWR's products and services is substantially dependent on demand and expenditures by our customers for the exploration, development and production of oil and natural gas reserves. These expenditures are generally dependent on our customers' overall financial position, capital allocation priorities, and views of future oil and natural gas prices. Declines, as well as anticipated declines, in oil and gas prices have in the past resulted, and may in the future result, in lower capital expenditures, project modifications, delays or cancellations, general business disruptions, and delays in payment, or nonpayment, of amounts that are owed to us, which could in the future, adversely affect our earnings, cash flow and financial condition. The results of operations for the Water Services and Operations segment have been impacted from time to time by reduced development pacing and declines in expenditures by our customers in response to varying industry or global circumstances. Our results may continue to be impacted by producer discretion on development pacing and capital expenditures.

We face the risks of doing business in a new and rapidly evolving market for TPWR and may not be able to successfully address such risks and achieve acceptable levels of success or profits.

We have encountered and may continue to encounter the challenges, uncertainties and difficulties frequently experienced in new and rapidly evolving markets with respect to the business of TPWR, including, but not limited to:

- pricing pressure driven by new competition;
- volatile and/or unexpected operating and maintenance costs;
- lack of sufficient customers or loss of significant customers for the new line of business;
- increased regulation, including with respect to environmental and geological uses and impacts on industry operations; and
- uncertainty regarding outsourced third-parties providing water treatment services.

The impact of government regulation on TPWR could adversely affect our business.

The business of TPWR is subject to applicable state and federal laws and regulations, including laws and regulations on water use, environmental and safety matters. These laws and regulations may increase the costs and timing of planning, designing, drilling, installing, operating and abandoning water wells and sourced water and treatment facilities and impact our customers' ability to transport, store and/or dispose of produced water in certain locations. Due to increased seismicity in the Delaware and Midland Basins, the Texas Railroad Commission recently began implementing seismic response areas ("SRAs") limiting the permitted capacity and use of certain saltwater disposal wells ("SWDs") for the injection of produced water. The implementation of SRAs could limit the volume of produced water disposed on the Company's surface within the SRAs or, in certain cases, could direct additional volumes of produced water to SWDs on the Company's surface outside of SRAs. These limitations and/or redirections may require TPWR to adapt its business plans and could affect TPWR's financial performance. We continue to actively engage with the Texas Railroad Commission and evaluate the potential effect of SRAs on our produced water royalties.

Our estimated proved developed producing reserves are based on many assumptions that may prove to be inaccurate. Any inaccuracies in these estimates or underlying assumptions may materially affect the quantities and present value of our reserves.

It is not possible to measure underground accumulations of oil, natural gas, and NGL with precision. Oil and natural gas reserve engineering requires subjective estimates of underground accumulations of oil and natural gas and assumptions concerning future oil and natural gas prices, production levels, ultimate recoveries and operating and development costs. In estimating our proved developed producing ("PDP") reserves, we and Ryder Scott Company, L.P. ("Ryder Scott"), an independent third-party petroleum engineering firm, must make various assumptions with respect to many matters that may prove to be incorrect, including:

- future oil, natural gas, and NGL prices;
- unexpected complications from offset well development;
- production rates;
- reservoir pressures, decline rates, drainage areas and reservoir limits;
- interpretation of subsurface conditions including geological and geophysical data;
- potential for water encroachment or mechanical failures;
- levels and timing of capital expenditures, lease operating expenses, production taxes and income taxes, and availability of funds for such expenditures; and
- effects of government regulation.

If any of these assumptions prove to be incorrect, our estimates of PDP reserves, the classifications of reserves based on risk of recovery and our estimates of the future net cash flows from our reserves could change significantly.

Our historical estimates of proved, developed and producing reserves and related valuations as of December 31, 2024 were prepared by Ryder Scott, which conducted a well-by-well review of all wells in which we have a mineral or royalty interest for the period covered by its reserve report using information provided by us. Over time, we may make material changes to reserve estimates. Some of our reserve estimates were made without the benefit of a lengthy production history, which are less reliable than estimates based on a lengthy production history. Our reserve estimates could differ materially from those reserve estimates of operators developing on our acreage. Numerous changes over time to the assumptions on which our reserve estimates are based, as described above, may result in the actual quantities of oil and natural gas that are ultimately recovered being different from our reserve estimates.

Cyber incidents or attacks targeting the systems and infrastructure used by us, our operators, other third parties with whom we do business or the oil and gas industry in general may adversely impact our operations, and if we are unable to obtain and maintain adequate protection of our data, our business may be adversely impacted.

We and our operators increasingly rely on information technology systems to operate our respective businesses, and the oil and gas industry depends on digital technologies in exploration, development, production, and processing activities. Our technologies, systems and networks, and those of the operators on our properties and our vendors, suppliers and other business partners, have in certain instances been, and may in the future become, the target of cyberattacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of proprietary, personal and other information, or other disruption of business activities. Even without a direct breach of our systems, cybersecurity attacks on such third parties could adversely impact our business and reputation. In addition, certain cyber incidents, such as surveillance, may remain undetected for some period of time.

While we utilize various systems, procedures and controls to mitigate exposure to cybersecurity attacks and prevent cybersecurity incidents, such systems, procedures and controls may be breached as a result of third-party action, employee error, third-party or employee malfeasance or otherwise. Globally, cybersecurity attacks are increasing in number, and the threat actors are increasingly organized and well financed, or at times supported by state actors. In addition, geopolitical tensions or conflicts may create a heightened risk of cybersecurity attacks. Because the techniques used to obtain unauthorized access or to sabotage systems change frequently, we may not be able to anticipate these techniques and implement adequate preventative or protective measures.

Our cyber liability insurance coverage may not be sufficient or may not be available in the future on acceptable terms, or at all. In addition, our cyber liability insurance policy may cover only a portion of losses incurred in investigating or remediating a cybersecurity incident, if at all, and may not cover all claims made against us. As cybersecurity threats continue to evolve, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cyber incidents. Any actual or perceived cybersecurity incident could adversely affect our business, financial position or results of operations.

The loss of key members of our management team or difficulty attracting and retaining experienced technical personnel could reduce our competitiveness and prospects for future success.

The successful implementation of our strategies and handling of other issues integral to our future success depends, in part, on our experienced management team, including with respect to the business of TPWR. The loss of key members of our management team could have an adverse effect on our business. If we cannot retain our experienced personnel or attract additional experienced personnel, our ability to compete within our industry could be harmed.

We face direct and indirect supply chain risks that may adversely affect our business.

Our business could be negatively affected by supply shortages and/or price increases driven by the increased costs of materials and logistics as a result of macroeconomic conditions, including geopolitical conflicts, general inflationary pressures, labor shortages, part or equipment availability, manufacturing capacity, tariffs, trade disputes and barriers, natural disasters or pandemics and the effects of climate change. Supply shortages and/or price increases could lead to a reduction in revenues and an increase in our operating costs, which would have a material impact on our business segments and earnings, cash flow and financial condition.

Supply chain issues may disrupt the operations and development activities of operators on our land, upon whom a significant portion of our revenue relies, which could negatively affect our revenues from oil and gas royalties, easements and

our water offerings. Supply chain issues could also lead to an increase in TPWR's operating costs and disrupt its water sourcing and treatment operations, which could further negatively affect our revenues from our water offerings. TPWR has adapted lead times for ordering parts and equipment to mitigate supply chain issues in the past and will use its best efforts to adapt to additional supply chain issues in the future, but given the uncertainty surrounding the macroeconomic factors and geopolitical situation, supply chain issues may negatively affect our business operations in the future.

A third party has refused to continue to fulfill its obligations under existing arrangements to which the Trust was a party in connection with the completion of our Corporate Reorganization, and thereby may cause us to lose certain benefits that the Trust historically received.

The completion of the Corporate Reorganization implicated conditions and covenants contained in certain agreements to which the Trust was, and now TPL Corporation is, a party and thereby may cause us to lose certain benefits that the Trust historically received. For example, the obligation to pay ad valorem taxes with respect to certain of our royalty interests was assumed by a third party and is now the obligation of the successors in interest to such third party (the "obligors"), so long as such royalty interests are held by the Trustees or their successors in office under the Declaration of Trust. We have received an indication from one such obligor that it does not intend to continue to make ad valorem tax payments related to historical royalty interests. In order to protect the historical royalty interests from any potential tax liens for non-payment of ad valorem taxes, we have accrued and/or paid such ad valorem taxes since January 1, 2022. While we intend to seek reimbursement from the third party following payment of such taxes, there can be no assurance that we will be successful in getting reimbursed, and accordingly, no loss recovery receivable has been recorded as of December 31, 2024. Taking on the cost of such payments will have an adverse impact on our business and results of operations.

Risks Related to Our Common Stock

The market price of our Common Stock may fluctuate significantly.

The market price of our Common Stock may fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our results of operations due to factors related to our business;
- our quarterly or annual earnings, or those of other companies in our industry;
- changes to the regulatory and legal environment under which we operate;
- changes in accounting standards, policies, guidance, interpretations or principles;
- reports issued by securities analysts;
- changes in earnings estimates by securities analysts or our ability to meet those estimates;
- the operating and stock price performance of other comparable companies;
- investor perception of our Company and our industry;
- actual or anticipated fluctuations in commodities prices; and
- domestic and worldwide economic and geopolitical conditions.

The issuance of additional Common Stock in the future would dilute other stockholders.

Holders of our Common Stock could be diluted because of equity issuances for proposed acquisitions or capital market transactions or equity awards proposed to be granted to our directors, officers and employees subject to any required vote of holders of our Common Stock under our amended and restated certificate of incorporation and our amended and restated bylaws ("the Bylaws"). We may issue stock-based awards, including annual awards, new hire awards and periodic retention awards, as applicable, to our directors, officers and other employees under any employee benefits plans we have adopted or may adopt, using newly issued shares rather than treasury shares as is currently our practice.

In addition, our amended and restated certificate of incorporation authorizes us to issue, without the approval of our stockholders, one or more series of preferred stock having such designations, powers, preferences, privileges and relative,

participating, optional and special rights, and qualifications, limitations and restrictions as the Board may generally determine in its sole discretion. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of our Common Stock. For example, we could grant the holders of preferred stock the right to elect members of the Board or to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences that we could assign to holders of preferred stock could affect the residual value of our Common Stock.

We may not continue to pay dividends or to pay dividends at the same rate as previously paid.

The timing, declaration, amount of, and payment of any cash dividends to our stockholders is within the discretion of our Board and will depend upon many factors, including our financial condition, earnings, capital requirements of our operating subsidiaries, covenants associated with any debt service obligations or other contractual obligations, legal requirements, regulatory constraints, industry practice, ability to access capital markets and other factors deemed relevant by the Board. These factors could result in a change in our current dividend policy.

We will evaluate whether to repurchase our outstanding Common Stock in the future and we cannot guarantee the timing or amount of share repurchases, if any.

On November 1, 2022, our Board approved a stock repurchase program, which became effective January 1, 2023, to purchase up to an aggregate of \$250.0 million of our outstanding Common Stock. During the year ended December 31, 2024, the Company repurchased 30,432 outstanding shares of Common Stock for an aggregate purchase price of \$29.2 million, which repurchased shares were placed in treasury. The Company opportunistically repurchases stock under the stock repurchase program with funds generated by cash from operations. The stock repurchase program may be suspended from time to time, modified, extended or discontinued by the Board at any time. Any future repurchase under the stock repurchase program will be within the discretion of our Board and will depend upon many factors, including market and business conditions, the trading price of our Common Stock, available cash and cash flow, capital requirements and the nature of other investment opportunities.

State law and anti-takeover provisions could enable our Board to resist a takeover attempt by a third party and limit the power of our stockholders.

Our amended and restated certificate of incorporation, Bylaws and Delaware law contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids and to encourage prospective acquirers to negotiate with our Board rather than to attempt a hostile takeover. These provisions include, among others: (a) the ability of our remaining directors to fill vacancies on our Board; (b) the ability of our Board to adopt, amend or repeal bylaws; (c) rules regarding how stockholders may present proposals or nominate directors for election at stockholder meetings; and (d) the right of our Board to issue preferred stock without stockholder approval.

In addition, we are subject to Section 203 of the Delaware General Corporation Law, as amended (“DGCL”), which could have the effect of delaying or preventing a change of control that you may favor. Section 203 provides that, subject to limited exceptions, persons that acquire, or are affiliated with persons that acquire, more than 15% of the outstanding voting stock of a Delaware corporation may not engage in a business combination with that corporation, including by merger, consolidation or acquisitions of additional shares, for a three-year period following the date on which that person or any of its affiliates becomes the holder of more than 15% of the corporation’s outstanding voting stock.

We believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board and by providing our Board with more time to assess any acquisition proposal. These provisions are not intended to make the Company immune from takeovers; however, these provisions apply even if the offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our Board determines is not in the best interests of the Company and its stockholders. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware or the U.S. District Court for the Northern District of Texas as the sole and exclusive forums for certain types of actions and proceedings that may be initiated by our stockholders, which could discourage lawsuits against the Company and our directors and officers.

Our amended and restated certificate of incorporation provides that unless the Company otherwise determines, the Court of Chancery of the State of Delaware (or, if such court does not have jurisdiction, any state or federal court residing within the State of Delaware) or the U.S. District Court for the Northern District of Texas in Dallas, Texas (or, if such court does not have jurisdiction, any district court in Dallas County in the State of Texas) will be the sole and exclusive forums for

any derivative action brought on our behalf, any action asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers, employees or stockholders, any action or proceeding asserting a claim against us or any of our directors, officers, employees or agents arising pursuant to, or seeking to enforce any right, obligation or remedy under any provision of the DGCL, the laws of the State of Texas, the laws of the State of New York, our amended and restated certificate of incorporation or our Bylaws or any action asserting a claim against us or any of our directors, officers, employees or agents governed by the internal affairs doctrine, in each such case, subject to the applicable court having personal jurisdiction over the indispensable parties named as defendants in such action or proceeding. Our amended and restated certificate of incorporation also provides that unless our Board otherwise determines, the federal district courts of the United States will be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (the “Securities Act”).

To the fullest extent permitted by law, this exclusive forum provision will apply to state and federal law claims, including claims under the federal securities laws, including the Securities Act and the Exchange Act, although our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder. The enforceability of similar exclusive forum provisions in other companies’ certificates of incorporation has been challenged in legal proceedings, and it is possible that, in connection with one or more actions or proceedings described above, a court could rule that one or more parts of the exclusive forum provision in our amended and restated certificate of incorporation is inapplicable or unenforceable.

This exclusive forum provision may limit the ability of our stockholders to bring a claim in a judicial forum that such stockholders find favorable for disputes with the Company or our directors or officers, which may discourage such lawsuits against the Company and our directors and officers. Alternatively, if a court were to find this exclusive forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings described above, we may incur additional costs associated with resolving such matters in other jurisdictions, which could negatively affect our business, results of operations and financial condition.

Risks Related to Our Industry

Our business and financial results could be disrupted by natural or human causes beyond our control

Our revenues depend on natural and environmental conditions with respect to operations that result in royalties to us, or that use our water services. Our business and financial results are therefore subject to disruption from natural or human causes beyond our control, including physical risks from severe storms, floods, droughts resulting in aquifer declines and other forms of severe weather, war, accidents, civil unrest, political events, fires, earthquakes, system failures, pipeline disruptions, environmental hazards such as oil and produced water spills, terrorist acts and epidemic or pandemic diseases, any of which could result in a material adverse effect on oil and natural gas production and, therefore, our results of operations.

Our business and financial results are subject to major trends in our industry, such as decarbonization, and may be adversely affected by future developments that are out of our control.

Much of the value of the land we own and upon which we receive royalties is based on the oil and natural gas reserves located there. Our revenues may be negatively affected by changes driven by trends such as decarbonization efforts. Such changes may relate to the types or sources of energy in demand, such as a shift to renewable sources of power generation (for example, wind and solar), along with ongoing changes in regulatory, investor, customer and consumer policies and preferences. The evolution of global energy sources is affected by factors out of our control, such as the pace of technological developments and related cost considerations, the levels of economic growth in different markets around the world and the adoption of climate change-related policies. In addition, the possibility of taxes on energy sources, including oil and gas, may affect the demand for crude oil and natural gas and the operating costs for third-party operators on our royalty properties.

Our business could be negatively affected as a result of the actions of activists.

Our business could be negatively affected as a result of stockholder activism, which could cause us to incur significant expense, hinder execution of our business strategy, and impact the trading value of our securities. In the past, we have been the subject of stockholder activism, and we are subject to the risks associated with any ongoing or future such activism. Stockholder activism, including potential proxy contests, requires significant time and attention by management and our Board, potentially interfering with our ability to execute our strategic plan. We have incurred, and may in the future be required to incur, significant legal fees and other expenses related to activist stockholder matters, and the attention of our management may be diverted by such activism. While we welcome our stockholders’ constructive input, stockholder actions may result in negative impacts to the Company. Any of these impacts could materially and adversely affect our business and operating

results, and the market price of our Common Stock could be subject to significant fluctuation or otherwise be adversely affected by stockholder activism.

Item 1B. Unresolved Staff Comments.

Not Applicable.

Item 1C. Cybersecurity

We have established policies, standards, processes and practices for assessing, identifying, and managing material risks from cybersecurity threats. We have devoted substantial financial and personnel resources to implement and maintain security measures to meet regulatory requirements, and we intend to continue to make significant investments to maintain the security of our data and cybersecurity infrastructure. Despite these efforts, our policies and procedures may not be properly followed in every instance and may not always be effective. Our risk factors, which can be found in Part I, Item 1A. “Risk Factors,” include further detail about the material cybersecurity risks we face. We have had no cybersecurity incidents or other risks from cybersecurity threats to date that have materially affected, or are reasonably likely to materially affect, us, including our business strategy, results of operations, or financial condition.

Cyber Risk Management and Strategy

Overview

We employ a risk-based approach to cybersecurity which aligns with our corporate strategy, risk management and governance, and adaptable information technology (“IT”) infrastructure. Our cybersecurity program consists of policies, procedures, systems, controls and technology designed to help prevent, identify, detect and mitigate cybersecurity risk and is based on the National Institute of Standards and Technology (“NIST”) Cybersecurity framework.

Collaboration

We have integrated cybersecurity risk management into our overall risk management framework by (i) maintaining disaster recovery, business continuity and security incident recovery plans, (ii) conducting annual enterprise and IT risk assessments, (iii) implementing periodic key risk indicator tracking, and (iv) holding regular cross-departmental meetings to address cybersecurity risks.

Risk Assessment

Our risk management activities and cybersecurity strategy include IT policies, standards, procedures and systems to address and mitigate risks for critical system availability, network integrity, information protection, and operational continuity.

We perform vulnerability and threat monitoring mitigation activities on a regular basis and perform a cybersecurity risk assessment at least annually. Our cybersecurity risk assessment program includes the following assessments and activities:

- ensure program alignment with the NIST Cybersecurity framework; and,
- prioritize, remediate and ensure effectiveness of critical applications, infrastructure, and information.

We regularly collaborate with the Company’s internal audit department and third parties with security and infrastructure expertise for review and evaluation of the Company’s cybersecurity risk program and the associated IT control environment. We engage third-party service providers to perform annual external and internal penetration testing, disaster recovery testing, and security incident simulations.

Infrastructure: Network and Physical Security

Our IT infrastructure is secured and continually monitored using a number of tools to effect physical and logical security. We strictly regulate and limit access to servers and networks. Network access is controlled by the network firewall and restricted by stringent access control lists. We also employ (i) network and endpoint intrusion prevention and detection

throughout our infrastructure, (ii) systems that monitor our infrastructure and alert our management of potential cybersecurity issues and vulnerabilities, and (iii) a seasoned process for managing and installing patches for third-party applications.

We have also implemented the following protective and preventative measures:

- identity management and access control safeguards;
- encryption of data in transit and at rest;
- system and network security and monitoring;
- information protection and governance; and
- ongoing systems and equipment maintenance.

Incident Response and Recovery Planning

We have instituted cybersecurity event detection systems, methods, and supporting processes to perform continuous monitoring, identify and classify events and anomalies, take appropriate actions when necessary, and report incidents to the appropriate parties. Our response and recovery capabilities are designed to, among other things, contain any impacts, analyze and mitigate events, track events to resolution, provide effective stakeholder communication, recover and resume operations, and evaluate and improve systems and methods.

Third-Party Risk Management

We have implemented and continue to maintain our IT policies, standards, procedures, and controls to oversee, identify and manage cybersecurity risks associated with all third-party service providers. These include, but are not limited to, an IT acceptable use policy, a records and information management policy, change control procedures, risk and control registry, attestation report reviews, and configuration standards.

Education and Awareness

Our policies require each of our employees to complete annual information security training, in addition to other training requirements. The result is an educated, informed, and prepared workforce, with an awareness of potential cybersecurity threats, how they may occur, and how to report and escalate such matters. These training efforts are supplemented with regular corporate-led communications and outreach initiatives to facilitate cybersecurity awareness and ensure employees remain vigilant and informed about cybersecurity threats and trends.

Governance

Both management and the Board are actively involved in the oversight of risks from cybersecurity threats. Our information security program is designed to ensure that management and the Board are adequately informed about, and provided with the tools necessary to monitor, (i) material risks from cybersecurity threats and (ii) our efforts related to the prevention, detection, mitigation, and remediation of cybersecurity incidents.

Role of the Board

The Board has delegated to the Audit Committee primary responsibility for overseeing enterprise risk management, including oversight of risks from cybersecurity threats. The Audit Committee periodically reviews TPL's policies and practices, including incident response plans, for managing cybersecurity risks to ensure that such policies and practices are appropriately tailored to our risk framework. Throughout the year, the Audit Committee receives quarterly IT and cybersecurity updates unless there is a notable event that requires immediate communication. These quarterly updates include cybersecurity risk assessment updates from our Director of Information Technology, including key risk indicators, the steps management has taken to monitor and control such cybersecurity risk exposure, and continuous improvement efforts. In addition to the risk management experience of the Audit Committee members, Barbara J. Duganier, a member of the Audit Committee, holds the CERT Cybersecurity Oversight Certification from Carnegie Mellon University.

Role of Management

Our cybersecurity risk is managed utilizing a multi-tiered approach by our Director of Information Technology. In addition to the Director of Information Technology, we also engage the services of a third-party chief information security officer (“CISO”). The qualifications of the Director of Information Technology include over 30 years of IT management, cybersecurity, and information governance experience. The CISO, who reports to the Director of Information Technology, has 21 years of cybersecurity, IT management, and infrastructure consulting experience and is a certified CISO. The Director of Information Technology is regularly informed about the latest developments in cybersecurity, including potential threats, vulnerabilities, and innovative risk management techniques. This ongoing knowledge acquisition is crucial for the effective prevention, detection, mitigation, and remediation of cybersecurity incidents.

The Director of Information Technology oversees risk management and strategy through (i) an IT operating committee (the “IT Operating Committee”) made up of the Director of Information Technology, the CISO, and our department heads, which is responsible for the establishment and review of our IT governance, risk management and compliance, and (ii) an IT steering committee (the “IT Steering Committee”) made up of our executives, which provides guidance and oversight to support and achieve our IT objectives, including cybersecurity objectives. Both the IT Operating Committee and the IT Steering Committee meet on a quarterly basis. The IT Operating Committee reviews monthly reports on cybersecurity incident prevention, mitigation, detection, and remediation and reviews our plans and policies related to IT processes on an annual basis. The Director of Information Technology also coordinates with our internal audit department and the Audit Committee to ensure cybersecurity is represented and addressed within our enterprise risk management strategy.

Item 2. Properties.

As of December 31, 2024, we owned the surface estate in 873,136 acres of land, comprised of numerous separate tracts, principally located in the Permian Basin. There were no material liens or encumbrances on our title to the surface estate in those tracts. Additionally, we own a 1/128th NPRI under 84,934 acres of land (5,308 NRA) and a 1/16th NPRI under 370,737 acres of land (185,369 NRA) in the Permian Basin. The following table shows our surface ownership and NPRI ownership by county as of December 31, 2024 ⁽¹⁾:

County	Number of Acres		
	Surface	1/128th Royalty	1/16th Royalty
Andrews	12,121	—	—
Callahan	—	—	80
Coke	—	—	1,183
Concho	2,592	—	—
Crane	3,622	265	5,198
Culberson	270,853	—	111,513
Ector	19,888	33,633	11,793
El Paso	16,613	—	—
Fisher	—	—	320
Glasscock	27,227	3,600	11,111
Howard	5,156	3,099	1,840
Hudspeth	154,247	—	1,008
Jeff Davis	8,293	—	7,555
Lea ⁽²⁾	640	—	—
Loving	63,070	6,107	48,066
Martin	3,943	—	—
Midland	28,365	12,945	13,120
Mitchell	3,842	1,760	586
Nolan	1,600	2,488	3,157
Palo Pinto	—	—	800
Pecos	43,377	320	16,895
Presidio	—	—	3,200
Reagan	—	6,162	1,274
Reeves	187,320	3,013	116,691
Stephens	—	2,817	160
Sterling	5,212	640	2,080
Taylor	690	—	966
Upton	6,661	6,903	9,101
Winkler	7,804	1,182	3,040
Total	873,136	84,934	370,737

(1) Counties are located in the State of Texas unless otherwise noted.
(2) County is located in the State of New Mexico.

As of December 31, 2024, we owned additional royalty interests in the following counties⁽¹⁾:

County	Number of NRA
Culberson	4,947
Ector	73
Glasscock	2,057
Howard	1,245
Lea ⁽²⁾	59
Loving	215
Martin	2,779
Midland	2,513
Reagan	591
Reeves	246
Upton	974
Ward	192
Winkler	6
Total	15,897

(1) Counties are located in the State of Texas unless otherwise noted.

(2) County is located in the State of New Mexico.

We lease office space in Dallas, Texas for our corporate headquarters and in Midland, Texas for TPWR.

Item 3. Legal Proceedings.

There are no material pending legal proceedings to which we are a party or of which any of our property is the subject.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Security Holder Matters and Issuer Purchases of Equity Securities.

Market Information

Our Common Stock is traded on the NYSE under the ticker symbol “TPL.” We had 186 registered holders of our Common Stock as of February 12, 2025. This number is based on the actual number of holders registered at such date and does not include holders whose shares are held in “street name” by brokers and other nominees.

Dividends

For the year ended December 31, 2024 and 2023, we paid the following regular and special cash dividends per share:

	Years Ended December 31,			
	2024		2023	
	Regular	Special	Regular	Special
1st Quarter	\$ 1.17	\$ —	\$ 1.08	\$ —
2nd Quarter	1.17	—	1.08	—
3rd Quarter	1.17	10.00	1.08	—
4th Quarter	1.60	—	1.09	—
Total	\$ 5.11	\$ 10.00	\$ 4.33	\$ —

We have paid a cash dividend each year for the preceding 68 years.

The Board has determined to pay dividends on a quarterly basis in March, June, September and December of each year, subject to the discretion of the Board. Such dividends will depend upon our earnings, capital requirements and financial position, applicable requirements of law, general economic conditions and other factors considered relevant by the Board. We are not a party to any agreement that would limit our ability to pay dividends in the future.

Issuer Purchases of Common Stock

During the three months ended December 31, 2024, we repurchased shares of our Common Stock as follows:

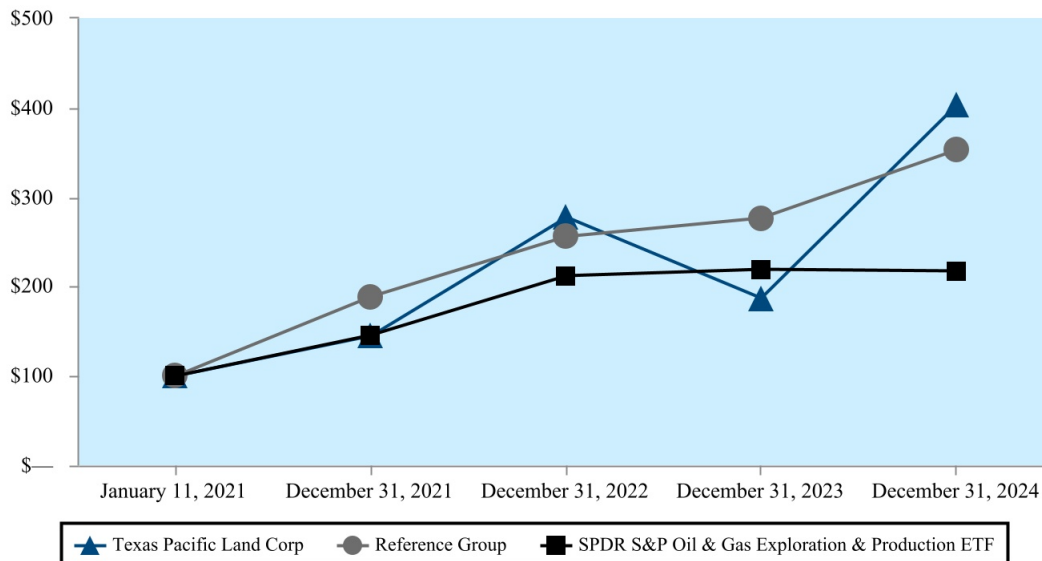
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs ⁽¹⁾
October 1 through October 31, 2024	2,211	\$ 1,035	2,211	\$ 182,598,808
November 1 through November 30, 2024	1,418	1,403	1,418	\$ 180,609,626
December 1 through December 31, 2024	1,693	1,233	1,693	\$ 178,522,926
Total	5,322	\$ 1,196	5,322	

(1) On November 2, 2022, we announced that our Board approved a stock repurchase program to purchase up to an aggregate of \$250.0 million of our outstanding Common Stock effective beginning January 1, 2023. We intend to purchase Common Stock under the repurchase program opportunistically with funds generated by cash from operations. This repurchase program may be suspended from time to time, modified, extended or discontinued by the Board at any time. Purchases under the stock repurchase program may be made through a combination of open market repurchases in compliance with Rule 10b-18 promulgated under the Exchange Act, privately negotiated transactions, and/or other transactions at our discretion, including under a Rule 10b5-1 trading plan implemented by us, and will be subject to market conditions, applicable legal requirements and other factors.

Performance Graph

The following graph compares the cumulative total return from January 11, 2021 (the date of our Corporate Reorganization) through December 31, 2024 of our Common Stock; the SPDR® S&P® Oil & Gas Exploration & Production ETF (“XOP”), which includes TPL; and the Reference Group. The graph assumes that \$100 was invested at the beginning of the period and that all dividends were reinvested for each of TPL, the XOP, and the Reference Group.

The Reference Group consists of the companies referenced in Part III, Item 11. “Executive Compensation.”



	January 11, 2021	December 31, 2021	December 31, 2022	December 31, 2023	December 31, 2024
Texas Pacific Land Corporation	\$100	\$145	\$277	\$187	\$403
Reference Group	\$100	\$189	\$256	\$276	\$353
SPDR S&P Oil & Gas Exploration & Production ETF (“XOP”)	\$100	\$146	\$212	\$220	\$217

The information contained in the graph above is furnished and therefore not to be considered “filed” with the SEC or “soliciting material” under the Exchange Act and is not incorporated by reference into any document that incorporates this Annual Report on Form 10-K by reference, irrespective of any general incorporation by reference language contained in such document.

Item 6. Reserved.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following Management’s Discussion and Analysis of Financial Condition and Results of Operation (“MD&A”) is intended to help the reader understand the results of operations and financial condition of Texas Pacific Land Corporation. MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes to financial statements included in Part II, Item 8 of this Annual Report on Form 10-K. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including, but not limited to, those factors presented in Part I, Item 1A. “Risk Factors” and elsewhere in this Annual Report on Form 10-K. This section generally discusses the results of our operations for the year ended December 31, 2024 compared to the year ended December 31, 2023. For a discussion of the year ended December 31, 2023 compared to the year ended December 31, 2022, refer to Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2023.

Overview

TPL was originally organized in 1888 as a business trust to hold title to extensive tracts of land in the State of Texas that were previously the property of the Texas and Pacific Railway Company. On January 11, 2021, we completed our Corporate Reorganization from a business trust to a corporation and changed our name from Texas Pacific Land Trust to Texas Pacific Land Corporation.

Our business activity is generated from our surface and royalty interest ownership, primarily in the Permian Basin. Our revenues are derived from oil and gas royalties, water sales, produced water royalties, easements and other surface-related income and land sales. Due to the nature of our operations and concentration of our ownership in one geographic location, our revenue and net income are subject to substantial fluctuations from quarter to quarter and year to year. In addition to fluctuations in response to changes in the market price for oil and gas, our financial results are subject to decisions by not only the owners and operators of oil and gas wells to which our oil and gas royalty interests relate, but also to other owners and operators in the Permian Basin as it relates to our other revenue streams, principally water sales, produced water royalties, easements and other surface-related revenue.

Market Conditions

Average oil prices for the year ended December 31, 2024 were relatively flat compared to average oil prices during the same period last year. Oil prices continue to be impacted by certain actions by OPEC+, geopolitics, and evolving global supply and demand trends, among other factors. Average natural gas prices during 2024 decreased compared to average prior year natural gas prices. Global and domestic natural gas markets have experienced volatility due to macroeconomic conditions, infrastructure and logistical constraints, weather, and geopolitics, among other factors. Since mid-2022, the Waha Hub located in Pecos County, Texas has at times experienced significant negative price differentials relative to Henry Hub, located in Erath, Louisiana, due in part to growing local Permian natural gas production and limited natural gas pipeline takeaway capacity. Midstream infrastructure is currently being developed by operators to provide additional takeaway capacity, though the impact on future basis differentials will be dependent on future natural gas production and other factors. Changes in global and domestic macro-economic conditions could result in additional shifts in oil and gas supply and demand in future periods. Although our revenues are directly and indirectly impacted by changes in oil and natural gas prices, we believe our royalty interests (which require no capital expenditures or operating expense burden from us for well development), strong balance sheet, and liquidity position will help us navigate through potential commodity price volatility.

Permian Basin Activity

The Permian Basin is one of the oldest and most well-known hydrocarbon-producing areas and currently accounts for a substantial portion of oil and gas production in the United States, covering approximately 86,000 square miles in 52 counties across southeastern New Mexico and western Texas. Exploration and production (“E&P”) companies active in the Permian have generally increased their drilling and development activity in 2024 compared to recent prior year activity levels. Per the U.S. Energy Information Administration (“EIA”), Permian production averaged approximately 6.3 million barrels per day during 2024, which represents the highest annual production ever. The EIA currently estimates that Permian oil production for December 2024 was approximately 6.5 million barrels per day.

Due to our ownership concentration in the Permian Basin, our revenues are directly impacted by oil and gas pricing and drilling activity in the Permian Basin. The metrics below show selected benchmark oil and natural gas prices and approximate activity levels in the Permian Basin for the years ended December 31, 2024 and 2023:

	Years Ended December 31,	
	2024	2023
<i>Oil and Gas Pricing Metrics:</i> ⁽¹⁾		
WTI Cushing average price per bbl	\$ 76.63	\$ 77.58
Henry Hub average price per mmbtu	\$ 2.19	\$ 2.53
Waha Hub natural gas average price per mmbtu	\$ 0.14	\$ 1.68
<i>Activity Metrics specific to the Permian Basin:</i> ⁽¹⁾⁽²⁾		
Average monthly horizontal permits	654	499
Average monthly horizontal wells drilled	504	422
Average weekly horizontal rig count	296	323
DUCs as of December 31 for each applicable year	4,536	4,656
<i>Total Average US weekly horizontal rig count</i> ⁽²⁾	536	620

(1) Commonly used definitions in the oil and gas industry provided in the table above are defined as follows: WTI Cushing represents West Texas Intermediate. Bbl represents one barrel of 42 U.S. gallons of oil. Mmbtu represents one million British thermal units, a measurement used for natural gas. DUCs represent drilled but uncompleted wells. DUC classification is based on well data and date stamps provided by Enverus. DUCs is based on wells that have a drilled/spud date stamp but do not have a completed or first production date stamp. Excludes wells that have been labeled plugged and abandoned or permit expired and wells drilled/spud more than five years ago.

(2) Permian Basin specific information per Enverus analytics. US weekly horizontal rig counts per Baker Hughes United States Rotary Rig Count for horizontal rigs. Statistics for similar data are also available from other sources. The comparability between these other sources and the sources used by the Company may differ.

While average oil prices for the year ended December 31, 2024 were generally flat compared to the same period in 2023, Henry Hub and Waha Hub natural gas prices for the year ended December 31, 2024 declined compared to the same period last year. E&P companies generally have continued to deploy capital at a measured pace as drilling and development activities across the Permian Basin have remained strong overall. Although average rig counts during the year ended December 31, 2024 were lower compared to the same period last year, increased drilling and completion efficiencies have allowed operators to maintain robust levels of well development. As we are a significant landowner in the Permian Basin and not an oil and gas producer, our revenue is affected by the development decisions made by companies that operate in the areas where we own royalty interests and land. Accordingly, these decisions made by others affect not only our share of production volumes and produced water disposal volumes, but also directly impact our surface-related income and water sales.

Liquidity and Capital Resources

Overview

Our principal sources of liquidity are cash and cash flows generated from our operations. Our primary liquidity and capital requirements are for capital expenditures related to our Water Services and Operations segment (the extent and timing of which are under our control), working capital and general corporate needs.

We continuously review our liquidity and capital resources. If market conditions were to change and our revenues were to decline significantly or operating costs were to increase significantly, our cash flows and liquidity could be reduced. Should this occur, we could seek alternative sources of funding. We had no debt, credit facilities, or any off-balance sheet arrangements as of December 31, 2024.

As we evaluate our current capital structure, capital allocation priorities, business fundamentals, and investment opportunities, we have set a target cash and cash equivalents balance of approximately \$700 million. Above this target, we will seek to deploy the majority of our free cash flow towards dividends and share repurchases. As of December 31, 2024, we had cash and cash equivalents of \$369.8 million that we expect to utilize, along with cash flow from operations, to provide capital to

support our business, to pay dividends subject to the discretion of our Board, to repurchase shares of our Common Stock subject to market conditions, for potential acquisitions and for general corporate purposes. We believe that cash from operations, together with our cash and cash equivalents balances, will be sufficient to meet ongoing capital expenditures, working capital requirements and other cash needs for at least the next 12 months.

Return of Capital to Shareholders

During the year ended December 31, 2024, we paid total dividends to our stockholders of \$347.3 million, consisting of cumulative regular cash dividends of \$5.11 per share and a special dividend of \$10.00 per share. In addition, we repurchased \$29.2 million of our Common Stock (including share repurchases not settled at the end of the period).

Acquisition Activity

We completed the following asset acquisitions and business combination during 2024:

- Acquired mineral interests across 7,490 NRA located primarily in the Midland Basin in Martin, Midland and other counties in Texas and New Mexico for cash consideration of \$275.2 million, net of post-closing adjustments.
- Acquired mineral interests across 4,106 NRA located in Culberson County, Texas for a purchase price of \$120.3 million, net of post-closing adjustments.
- Acquired 4,120 surface acres in Martin County, Texas along with other surface-related tangible and intangible assets in a business combination for total consideration of \$45.0 million.

See Part I, Item 1, “Business — Recent Developments” for further discussion of our acquisition activity during 2024.

Development of New Solutions for Produced Water and Capital Expenditures

In May 2024, we announced our progress towards developing new solutions for produced water in the Permian Basin. Over the last few years, we have been working with a leading industrial technology and manufacturing firm to develop an energy-efficient desalination and treatment process and associated equipment that can recycle produced water into fresh water with quality standards appropriate for surface discharge and beneficial reuse. During the year ended December 31, 2024, we spent \$9.9 million on this energy-efficient desalination and treatment process and equipment, of which \$7.4 million was capitalized. See the discussion in Part I, Item 1, “Business — Business Segments” for additional information.

Additionally, during the year ended December 31, 2024, we invested approximately \$21.7 million to maintain and/or enhance our water sourcing assets.

Cash Flows from Operating Activities

For the years ended December 31, 2024 and 2023, net cash provided by operating activities was \$490.7 million and \$418.3 million, respectively. Our cash flow provided by operating activities is primarily from oil, gas and produced water royalties, water and land sales, easements, and other surface-related income. Cash flow used in operations generally consists of operating expenses associated with our revenue streams, general and administrative expenses and income taxes.

The increase in cash flows provided by operating activities for the year ended December 31, 2024 compared to the same period of 2023 was primarily driven by an increase in operating income and changes in working capital requirements.

Cash Flows Used in Investing Activities

For the years ended December 31, 2024 and 2023, net cash used in investing activities was \$471.7 million and \$60.3 million, respectively. Our cash flows used in investing activities are primarily related to acquisitions and capital expenditures related to our water services and operations segment. Our acquisitions may include land, royalty interests and other similar tangible and intangible assets.

For further information regarding acquisitions during the year ended December 31, 2024, see “Acquisition Activity” above. Capital expenditures for the years ended December 31, 2024 and 2023 were \$29.7 million and \$15.0 million, respectively.

Cash Flows Used in Financing Activities

For the years ended December 31, 2024 and 2023, net cash used in financing activities was \$378.1 million and \$144.6 million, respectively. Our cash flows used in financing activities principally consist of activities that return capital to our stockholders such as payments of dividends and repurchases of our Common Stock.

During the year ended December 31, 2024, we paid total dividends of \$347.3 million, consisting of cumulative regular cash dividends of \$5.11 per share and a special dividend of \$10.00 per share. During the year ended December 31, 2023, we paid total dividends of \$100.0 million consisting of cumulative regular cash dividends of \$4.33 per share. We repurchased \$29.2 million and \$42.4 million of our Common Stock (in each case, including share repurchases not settled at the end of the period) during the years ended December 31, 2024 and 2023, respectively.

Results of Operations - Consolidated

The following table shows our consolidated results of operations and our results of operations by reportable segment for Land and Resource Management (“LRM”) and Water Service and Operations (“WSO”) for the years ended December 31, 2024 and 2023 (in thousands):

	Years Ended December 31,					
	2024			2023		
	LRM	WSO	Consolidated	LRM	WSO	Consolidated
Revenues:						
Oil and gas royalties	\$ 373,331	\$ —	\$ 373,331	\$ 357,394	\$ —	\$ 357,394
Water sales	—	150,724	150,724	—	112,203	112,203
Produced water royalties	—	104,123	104,123	—	84,260	84,260
Easements and other surface-related income	63,074	10,183	73,257	67,905	3,027	70,932
Land sales	4,388	—	4,388	6,806	—	6,806
Total revenues	440,793	265,030	705,823	432,105	199,490	631,595
Expenses:						
Salaries and related employee expenses	27,493	26,128	53,621	21,945	21,439	43,384
Water service-related expenses	—	46,124	46,124	—	33,566	33,566
General and administrative expenses	25,531	8,952	34,483	39,078	7,372	46,450
Depreciation, depletion and amortization	10,968	14,194	25,162	3,073	11,684	14,757
Ad valorem and other taxes	7,257	38	7,295	7,382	3	7,385
Total operating expenses	71,249	95,436	166,685	71,478	74,064	145,542
Operating income	369,544	169,594	539,138	360,627	125,426	486,053
Other income, net	31,707	7,976	39,683	30,384	1,124	31,508
Income before income taxes	401,251	177,570	578,821	391,011	126,550	517,561
Income tax expense	86,350	38,511	124,861	84,305	27,611	111,916
Net income	\$ 314,901	\$ 139,059	\$ 453,960	\$ 306,706	\$ 98,939	\$ 405,645

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Consolidated Revenues and Net Income:

Total revenues increased \$74.2 million, or 11.8%, to \$705.8 million for the year ended December 31, 2024 compared to \$631.6 million for the year ended December 31, 2023. This increase was principally due to the \$38.5 million increase in water sales, the \$19.9 million increase in produced water royalties and the \$15.9 million increase in oil and gas royalty revenue in 2024 over 2023. Individual revenue line items are discussed below under “Segment Results of Operations.” Net income of \$454.0 million for the year ended December 31, 2024 was 11.9% higher than 2023, principally as a result of the increase in total revenues, partially offset by an increase in operating expenses, as discussed below.

Consolidated Expenses:

Salaries and related employee expenses. Salaries and related employee expenses were \$53.6 million for the year ended December 31, 2024 compared to \$43.4 million for 2023. The number of employees increased from 100 at December 31, 2023 to 111 as of December 31, 2024, which, when coupled with market compensation adjustments effective at the beginning of 2024, resulted in increased salary and related employee expenses for the year ended December 31, 2024 compared to 2023. Additionally, contract labor expenses for the year ended December 31, 2024 increased over 2023, principally as a result of the 34.3% increase in water sales over the same period.

Water service-related expenses. Water service-related expenses increased \$12.6 million to \$46.1 million for the year ended December 31, 2024 compared to 2023. Certain types of water service-related expenses, including, but not limited to, treatment, transfer, water purchases, repairs and maintenance, equipment rental, and fuel costs vary from period to period as our customers' needs and requirements change. Right of way and other expenses also vary from period to period depending on the location of customer delivery. The increase in water service-related expenses for the year ended December 31, 2024 was principally related to a 34.3% increase in water sales over 2023, primarily as a result of increased water volumes. Research and development expenses related to development of a new energy-efficient method of produced water desalination and treatment were \$2.5 million and \$1.2 million for the years ended December 31, 2024 and 2023, respectively. For further discussion of this new treatment method, see "Liquidity and Capital Resources — Development of New Solutions for Produced Water and Capital Expenditures" above.

General and administrative expenses. General and administrative expenses decreased \$12.0 million to \$34.5 million for the year ended December 31, 2024 from \$46.5 million for the same period of 2023. The decrease in general and administrative expenses during the year ended December 31, 2024 compared to the same period of 2023 was principally related to a reduction in legal and professional fees associated with stockholder matters that occurred during 2023.

Depreciation, depletion and amortization. Depreciation, depletion and amortization was \$25.2 million for the year ended December 31, 2024 compared to \$14.8 million for the year ended December 31, 2023. The increase is principally due to additional depletion expense associated with royalty interests acquired in August 2024 and October 2024, as well as additional amortization expense associated with intangible assets acquired in August 2023 and August 2024.

Other income, net. Other income, net was \$39.7 million and \$31.5 million for the years ended December 31, 2024 and 2023, respectively. The increase in other income, net was primarily related to increased interest income earned on our cash balances during 2024. Higher interest yields during the year ended December 31, 2024 contributed to the increase in interest income. Additionally, during the year ended December 31, 2024, we recorded a curtailment and settlement gain of \$4.6 million related to the Company's pension plan. See further discussion at Note 8, "Pension and Other Postretirement Benefits" in the notes to our consolidated financial statements included under Part II, Item 8, "Financial Statements and Supplementary Data."

Total income tax expense. Total income tax expense was \$124.9 million and \$111.9 million for the years ended December 31, 2024 and 2023, respectively. The increase in income tax expense was primarily related to increased operating income resulting from increased consolidated revenues.

Segment Results of Operations

We operate our business in two reportable segments: Land and Resource Management and Water Services and Operations. We eliminate any inter-segment revenues and expenses, if any, upon consolidation.

We evaluate the performance of our operating segments separately to monitor the different factors affecting financial results. The reportable segments presented are consistent with our reportable segments discussed in Note 15, "Business Segment Reporting" in the notes to our consolidated financial statements included under Part II, Item 8, "Financial Statements and Supplementary Data." We monitor our reporting segments based upon revenue and net income calculated in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Our oil and gas royalty revenue, and, in turn, our results of operations for the year ended December 31, 2024 have been impacted by lower average commodity prices compared to 2023. However, our oil and gas royalty revenues increased for the year ended December 31, 2024 due to increased royalty production. Additionally, revenues derived from water sales and produced water royalties for the year ended December 31, 2024 were also positively impacted by our active management of our surface and royalty interests in recent years.

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Land and Resource Management

Land and Resource Management segment revenues increased \$8.7 million, or 2.0%, to \$440.8 million for the year ended December 31, 2024 as compared to 2023. The increase in Land and Resource Management segment revenues was related to a \$15.9 million increase in oil and gas royalty revenue, partially offset by a decrease in easements and other surface-related income of \$4.8 million and a decrease in land sales of \$2.4 million for the year ended December 31, 2024 compared to 2023.

Oil and gas royalties. Oil and gas royalty revenue was \$373.3 million for the year ended December 31, 2024 compared to \$357.4 million for the year ended December 31, 2023, an increase of 4.5%. Oil and gas royalties for the year ended December 31, 2023 included an \$8.7 million recovery with an operator with respect to unpaid oil and gas royalties for older production periods. Excluding the impact of the \$8.7 million recovery on 2023 revenue, oil and gas royalties for the year ended December 31, 2024 increased \$24.6 million due to increased production volumes over 2023. Our share of production volumes increased to 26.8 thousand Boe per day for the year ended December 31, 2024 compared to 23.5 thousand Boe per day for 2023. The average realized prices decreased to \$39.87 per Boe for the year ended December 31, 2024 from \$42.58 per Boe for 2023.

The table below provides financial and operational data by royalty stream for the years ended December 31, 2024 and 2023:

	Years Ended December 31,	
	2024	2023⁽²⁾
<i>Our share of production volumes ⁽¹⁾:</i>		
Oil (MBbls)	4,118	3,701
Natural gas (MMcf)	17,074	14,528
NGL (MBbls)	2,841	2,453
Equivalents (MBoe)	9,804	8,575
Equivalents per day (MBoe/d)	26.8	23.5
<i>Oil and gas royalties (in thousands):</i>		
Oil royalties	\$ 298,074	\$ 273,304
Natural gas royalties	18,512	29,915
NGL royalties	56,745	45,510
Total oil and gas royalties	<u>\$ 373,331</u>	<u>\$ 348,729</u>
<i>Realized prices:</i>		
Oil (\$/Bbl)	\$ 75.80	\$ 77.33
Natural gas (\$/Mcf)	\$ 1.17	\$ 2.23
NGL (\$/Bbl)	\$ 21.60	\$ 20.05
Equivalents (\$/Boe)	\$ 39.87	\$ 42.58

(1) Commonly used definitions in the oil and gas industry not previously defined: MBbls represents one thousand barrels of crude oil, condensate or NGLs. Mcf represents one thousand cubic feet of natural gas. MMcf represents one million cubic feet of natural gas. MBoe represents one thousand Boe. MBoe/d represents one thousand Boe per day.

(2) The metrics and dollars provided for the year ended December 31, 2023 exclude the impact of the \$8.7 million recovery of oil and gas discussed above.

Easements and other surface-related income. Easements and other surface-related income was \$63.1 million for the year ended December 31, 2024, a decrease of 7.1% compared to \$67.9 million for the year ended December 31, 2023. Easements and other surface-related income includes revenue related to the use and crossing of our land for oil and gas

exploration and production, renewable energy, and agricultural operations. The decrease in easements and other surface-related income was principally related to a decrease of \$5.1 million in wellbore easements for the year ended December 31, 2024 compared to 2023. Easements and other surface-related income is dependent on development decisions made by companies that operate in the areas where we own land and is, therefore, unpredictable and may vary significantly from period to period. See “Permian Basin Activity” above for additional discussion of development activity in the Permian Basin during the year ended December 31, 2024.

Land sales. Land sales were \$4.4 million and \$6.8 million for the years ended December 31, 2024 and 2023, respectively. For the year ended December 31, 2024, we sold 439 acres of land for an aggregate sales price of \$4.4 million. For the year ended December 31, 2023, we sold 18,061 acres of land for an aggregate sales price of approximately \$6.8 million.

Net income. Net income for the Land and Resource Management segment increased to \$314.9 million for the year ended December 31, 2024 compared to \$306.7 million for 2023. Segment operating income increased \$8.9 million for the year ended December 31, 2024 compared to 2023. The increase was principally due to a \$15.9 million increase in oil and gas royalty revenue and a \$13.5 million decrease in general and administrative expenses, partially offset by increased depletion expense and salaries and related employee expenses. Expenses are discussed further above under “Results of Operations — Consolidated.”

Water Services and Operations

Water Services and Operations segment revenues increased 32.9%, to \$265.0 million for the year ended December 31, 2024 compared to \$199.5 million for 2023. The increase in Water Services and Operations segment revenues was principally due to increases in water sales revenue and produced water royalties, which are discussed below. As discussed in “Market Conditions” and “Permian Basin Activity” above, our segment revenues are directly influenced by development decisions made by our customers and the overall activity level in the Permian Basin. Accordingly, our segment revenues and sales volumes, as further discussed below, will fluctuate from period to period based upon those decisions and activity levels.

Water sales. Water sales revenue increased \$38.5 million, or 34.3% to \$150.7 million for the year ended December 31, 2024 compared to 2023. The growth in water sales was principally due to an increase of 31.0% in water sales volumes for the year ended December 31, 2024 compared to the year ended December 31, 2023.

Produced water royalties. Produced water royalties are royalties received from the transfer or disposal of produced water on our land. Produced water royalties are contractual and not paid as a matter of right. We do not operate any saltwater disposal wells. Produced water royalties were \$104.1 million for the year ended December 31, 2024 compared to \$84.3 million in 2023. This increase was principally due to increased produced water volumes for the year ended December 31, 2024 compared to 2023.

Easements and other surface-related income. Easements and other surface-related income was \$10.2 million for the year ended December 31, 2024, an increase of \$7.2 million compared to \$3.0 million for the year ended December 31, 2023. The increase in easements and other surface-related income primarily related to an increase in temporary permits for sourced water lines for the year ended December 31, 2024 compared to 2023.

Net income. Net income for the Water Services and Operations segment was \$139.1 million for the year ended December 31, 2024 compared to \$98.9 million for the year ended December 31, 2023. Segment operating income increased \$44.2 million for the year ended December 31, 2024 compared to 2023. The increase was principally due to a \$65.5 million increase in segment revenues which were partially offset by a \$12.6 million increase in water service-related expenses and a \$10.9 million increase in income tax expense. Expenses are discussed further above under “Results of Operations — Consolidated.”

Non-GAAP Performance Measures

In addition to amounts presented in accordance with GAAP, we also present certain supplemental non-GAAP performance measurements. These measurements are not to be considered more relevant or accurate than the measurements presented in accordance with GAAP. In compliance with the requirements of the SEC, our non-GAAP measurements are reconciled to net income, the most directly comparable GAAP performance measure. For all non-GAAP measurements, neither the SEC nor any other regulatory body has passed judgment on these non-GAAP measurements.

EBITDA, Adjusted EBITDA and Free Cash Flow

EBITDA is a non-GAAP financial measurement of earnings before interest expense, taxes, depreciation, depletion and amortization. The purpose of presenting EBITDA is to highlight earnings without finance, taxes, and depreciation, depletion and amortization expense, and its use is limited to specialized analysis. We calculate Adjusted EBITDA as EBITDA plus employee share-based compensation and less pension curtailment and settlement gain. The pension curtailment and settlement gain is related to a buyout by a third party of defined benefit obligations under our pension plan and the subsequent freezing of our pension plan, both of which occurred in the fourth quarter of 2024. We have excluded the pension curtailment and settlement gain from the calculation of Adjusted EBITDA as such gain is a non-recurring item and is not related to our core business. The purpose of presenting Adjusted EBITDA is to highlight earnings without non-cash activity such as share-based compensation and other non-recurring or unusual items, if applicable. We calculate free cash flow as Adjusted EBITDA less current income tax expense and capital expenditures. The purpose of presenting free cash flow is to provide an additional measure of operating performance. We have presented EBITDA, Adjusted EBITDA and free cash flow because we believe that these metrics are useful supplements to net income in analyzing the Company's operating performance. Our definitions of EBITDA, Adjusted EBITDA and free cash flow may differ from computations of similarly titled measures of other companies.

The following table presents a reconciliation of EBITDA, Adjusted EBITDA and free cash flow to net income for the years ended December 31, 2024 and 2023 (in thousands):

	Years Ended December 31,	
	2024	2023
Net income	\$ 453,960	\$ 405,645
<i>Add:</i>		
Income tax expense	124,861	111,916
Depreciation, depletion and amortization	25,162	14,757
EBITDA	603,983	532,318
<i>Add (deduct):</i>		
Employee share-based compensation	11,364	9,124
Pension curtailment and settlement gain	(4,616)	—
Adjusted EBITDA	610,731	541,442
<i>Deduct:</i>		
Current income tax expense	(120,257)	(110,517)
Capital expenditures	(29,423)	(15,431)
Free Cash Flow	\$ 461,051	\$ 415,494

Off-Balance Sheet Arrangements

The Company has not engaged in any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. It is our opinion that we fully disclose our significant accounting policies in the notes to the consolidated financial statements. Consistent with our disclosure policies, we include the following discussion related to what we believe to be our most critical accounting policies that require our most difficult, subjective or complex judgment and estimates.

Accrual of Oil and Gas Royalties

The Company accrues oil and gas royalties. An accrual is necessary due to the time lag between the removal of crude oil and natural gas products from the respective mineral reserve locations and generation of the actual payment by operators. The oil and gas royalty accrual is based upon historical production volumes, estimates of the timing of future payments and recent market prices for oil and gas.

Recent Accounting Pronouncements

For further information regarding recently issued accounting pronouncements, see Note 2, “Summary of Significant Accounting Policies” in the notes to our consolidated financial statements included under Part II, Item 8. “Financial Statements and Supplementary Data.”

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company’s financial instruments consist of cash and cash equivalents (primarily consisting of U.S. Treasury Bills and commercial paper), accounts payable and other liabilities and the carrying amounts of these instruments approximate fair value due to the short-term nature of these instruments.

Item 8. Financial Statements and Supplementary Data.

The information required by this Item 8 is included in our consolidated financial statements and the notes thereto commencing on page F-1 of this Annual Report on Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Not applicable.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We conducted an evaluation of the effectiveness of our controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, referred to herein as “Disclosure Controls”) as of December 31, 2024. The controls evaluation was performed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our Disclosure Controls were effective as of December 31, 2024.

Management’s Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)*. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2024. Based on this assessment, our Chief Executive Officer and Chief Financial Officer concluded our internal control over financial reporting was effective as of December 31, 2024.

Deloitte & Touche LLP, our independent registered public accounting firm, has audited our internal control over financial reporting as of December 31, 2024. Deloitte & Touche LLP’s opinion appears on the following page.

Changes in Internal Control over Financial Reporting

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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Texas Pacific Land Corporation

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Texas Pacific Land Corporation (the “Company”) as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated February 19, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Representation Letter. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Dallas, Texas
February 19, 2025

Item 9B. Other Information.

(c) Rule 10b5-1 Trading Arrangements

On November 21, 2024, Murray Stahl, a member of our Board, on behalf of himself and accounts managed by Horizon Kinetics Asset Management LLC over which Mr. Stahl has a controlling interest, adopted a “Rule 10b5-1 trading arrangement,” as defined in Item 408 of Regulation S-K that is intended to satisfy the affirmative defense of Rule 10b5-1(c) promulgated under the Exchange Act, for the purchase of up to 783 shares of Common Stock. This Rule 10b5-1 trading arrangement begins February 24, 2025 and is scheduled to expire on the earlier of (i) June 26, 2025 or (ii) the acquisition of 783 shares of Common Stock.

On December 13, 2024, Chris Steddum, our Chief Financial Officer, on behalf of himself and his spouse, adopted a “Rule 10b5-1 trading arrangement,” as defined in Item 408 of Regulation S-K that is intended to satisfy the affirmative defense of Rule 10b5-1(c) promulgated under the Exchange Act, for the sale of up to 1,000 shares of Common Stock. This Rule 10b5-1 trading arrangement begins March 14, 2025 and is scheduled to expire on the earlier of (i) September 15, 2025 or (ii) the sale of 1,000 shares of Common Stock.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors

Rhys J. Best, 78, serves as non-executive Chair of the Board (the “Chair”) and has been a member of the Board since April 15, 2022. Mr. Best currently serves on the board of Arcosa Inc. (NYSE: ACA) (since 2018), where he serves as the non-executive Chairman of the Board. Mr. Best previously served on the board of Cabot Oil and Gas Corp. (from 2008 to 2021, including serving as Lead Director in 2021), his term ending after the company merged with Cimarex Energy in 2021 to form Coterra Energy (NYSE: CTRA). Mr. Best also previously served on the boards of Commercial Metals Company (NYSE: CMC) (from 2010 to 2022), Crosstex Energy, LP, an integrated, multi-commodity midstream enterprise (NASDAQ: XTEX) (from 2004 to 2014, including serving as Chairman of the Board from 2009 to 2014), MRC Global, Inc., a pipe, valve and fitting distribution business (NYSE: MRC) (from 2008 to 2022, including serving as Chairman of the Board from 2016 to 2022), Trinity Industries, Inc. (NYSE: TRN) (from 2005 to 2018, including serving as Presiding Director from 2012 to 2013), and Austin Industries, an employee-owned construction company (from 2007 to 2018, including serving as Chairman of the Board from 2013 to 2018). Mr. Best is the former Chairman, President and Chief Executive Officer of Lone Star Technologies, Inc., an energy services and supply company, a role he retired from in 2007 after the successful merger with United States Steel Company (NYSE: X). In 2014, Mr. Best was recognized as Director of the Year by the National Association of Corporate Directors. Mr. Best’s qualifications to serve as a director include his extensive business experience, including a senior executive at leading companies in the oil and gas industry, and his public company board and corporate governance experience.

General Donald G. Cook, USAF (Ret.) 78, has been a member of the Board since January 11, 2021. General Cook currently serves on the board of Cybernance, Inc. (since 2016). General Cook previously served on the boards of Crane Co. (NYSE: CR) (from 2005 to 2022), USAA Federal Savings Bank (from 2007 to 2018), U.S. Security Associates Inc., a Goldman Sachs portfolio company (from 2011 to 2018), and Hawker Beechcraft Inc., another Goldman Sachs portfolio company (from 2007 to 2014). General Cook served on the board of Burlington Northern Santa Fe Railroad for almost five years until it was sold to Berkshire Hathaway in 2010 in a transaction valued at \$44 billion. He is a former senior consultant for Lockheed Martin Corporation. General Cook also serves as a senior advisor to Portage Point Partners and served as a senior advisor to Alvest, a private French aviation firm, from 2022 to 2023. In addition to his extensive corporate governance experience, General Cook was the former Chairman of the San Antonio advisory board of the NACD Texas TriCities Chapter, a group recognized as the authority on leading boardroom practices. General Cook had numerous command and high-level staff assignments during his 36-year career with the U.S. Air Force and retired as a four-star General. He commanded a flying training wing and two space wings, the 20th Air Force (the nation’s nuclear Intercontinental Ballistic Missile force) and was interim Commander of Air Combat Command during the September 11 attacks. General Cook served as the Chief of the Senate Liaison Office and on the staff of the House Armed Services Committee in the U.S. House of Representatives. Prior to his retirement from the Air Force in August 2005, General Cook’s culminating assignment was Commander, Air Education and Training Command at Randolph Air Force Base in Texas, where he was responsible for executing the \$8 billion annual budget to recruit, train and educate Air Force personnel, safely implementing the 500,000-hour annual flying hour program and providing for the leadership, welfare, and oversight of 90,000 military and civilian personnel in the command. He was twice awarded the Distinguished Service Medal for exceptional leadership. General Cook’s qualifications to serve as a director include his extensive experience on multiple public company boards and with corporate governance and executive compensation, as well as his senior leadership experience resulting from his tenure of command in the U.S. Air Force.

General Cook serves on and is the chair of the Nominating and Corporate Governance Committee and also serves on the Compensation Committee.

Barbara J. Duganier, 66, has been a member of the Board since January 11, 2021. Ms. Duganier currently serves on the boards of CenterPoint Energy (NYSE: CNP), an electric transmission and distribution, natural gas distribution and energy services company, where she chairs the audit committee and serves on the governance, environmental and sustainability committee, and Arcadis NV (Euronext: ARCADIS) where she serves on the sustainability committee and the audit and risk committee. Ms. Duganier also serves on the boards of two private companies: McDermott International, Ltd. (since 2020), a fully integrated provider of engineering and construction solutions to the energy industry; and Pattern Energy Group LP (since 2021), a private renewable energy company focused on wind, solar, transmission and storage. Ms. Duganier previously served on the boards of the general partner of Buckeye Partners, L.P. (NYSE: BPL), a midstream oil and gas master limited partnership, where she chaired the audit committee until the company’s sale in November 2019; of Noble Energy (NASDAQ: NBL), an exploration and production company, until the company’s sale in October 2020; of West Monroe Partners, a management and technology consulting firm, where she was the lead independent director until the sale of the company in November 2021; and of MRC Global Inc. (NYSE: MRC) (2015-2024), an industrial distributor of pipes, valves and other

related products and services to the energy industry, where, during her term, she chaired the ESG and enterprise risk committee and audit committee. From 2004 to 2013, Ms. Duganier was a Managing Director at Accenture, a multinational professional services company that provides services in strategy, consulting, digital technology, and operations. She held various leadership and management positions in Accenture's outsourcing business, including Global Chief Strategy Officer and Global Growth and Offering Development Lead. A year prior to joining Accenture, she served as an independent consultant to Duke Energy North America. From 1979 to 2002, Ms. Duganier, who is a licensed certified public accountant in the State of Texas, worked at Arthur Andersen LLP, where she served as an auditor and financial consultant, as well as in various leadership and management roles, including Global Chief Financial Officer of Andersen Worldwide. Ms. Duganier is the former chairperson of the National Association of Corporate Directors Texas TriCities (NACD TTC) board of directors. Ms. Duganier holds the NACD Director Certification, is an NACD Leadership Fellow, and holds the CERT Cybersecurity Oversight Certification from Carnegie Mellon University. Ms. Duganier's extensive executive experience overseeing large organizations, her diverse public company board experience (including the energy industry), and her training and experience as a certified public accountant make her well-qualified to serve on the Board.

Ms. Duganier serves on and is the chair of the Compensation Committee and serves on the Audit Committee and the Strategic Acquisitions Committee.

Donna E. Epps, 60, Ms. Epps has been a member of the Board since January 11, 2021. Ms. Epps currently serves on the board of Saia, Inc. (NASDAQ: SAIA) (since 2019), where she serves on the audit committee and the nominating and governance committee, and on the board of Texas Roadhouse, Inc. (NASDAQ: TXRH), where she serves as chair of the audit committee, and as a member of the nominating and governance committee. Ms. Epps was with Deloitte LLP, a multinational professional services network, for over 30 years. Ms. Epps served as an attest Partner of Deloitte LLP from 1998 through 2003 and as a Risk and Financial Advisory Partner of Deloitte LLP from 2004 until her retirement in 2017. During her time at Deloitte LLP, Ms. Epps helped companies develop and implement proactive enterprise risk and compliance programs, focusing on value protection and creation, and provided attest services and financial advisory services in governance, risk and compliance matters to private and public companies across multiple industries. Ms. Epps is currently a licensed certified public accountant in the State of Texas and a member of the North Texas Chapter of the National Association of Corporate Directors Board. Ms. Epps has served as chair of the Girl Scouts of Northeast Texas Board since April 2021. Ms. Epps's significant audit, governance, risk, and compliance experience as a provider of attest, financial advisory and other consulting services to private and public companies across multiple industries makes her well-qualified to serve on the Board.

Ms. Epps serves on and is the chair of the Audit Committee and serves on the Nominating and Corporate Governance Committee.

Karl F. Kurz, 63, has been a member of the Board since April 15, 2022. Mr. Kurz is currently a non-executive chairman of the board at American Water Works Co., Inc. (NYSE: AWK) and a member of the board at Devon Energy Corporation (NYSE: DVN) where he serves on the compensation committee and governance, environmental & public policy committee and chairs the reserves committee. Mr. Kurz previously served on the public company boards of SemGroup Corporation (NYSE: SEMG), Western Gas Partners LP (NYSE: WES), WPX Energy Inc. (NYSE: WPX) and Global Geophysical Services Inc. (NYSE: GGS). Mr. Kurz has served on multiple for profit and non-profit boards. Mr. Kurz also has extensive private equity experience that includes serving as an operating advisor at Ares Capital and a partner at CCMP Capital Advisors, where he focused on investments in the oil and gas upstream and midstream sectors. He spent nine years at Anadarko Petroleum Corporation, where he held roles as Chief Operating Officer, Senior Vice President of Northern America Operations and Vice President of Midstream and Marketing. Mr. Kurz's qualifications to serve as a director include his extensive business experience, including as an accomplished senior oil and gas industry executive, and his public company board experience in the utility, energy and infrastructure space.

Mr. Kurz serves on and is the chair of the Strategic Acquisitions Committee and serves on the Compensation Committee.

Eric. L Oliver, 65, has been a member of the Board since January 11, 2021. Mr. Oliver currently serves as the President of SoftVest Advisors, a registered investment adviser that acts as an investment manager for private fund clients. Mr. Oliver additionally serves as the President of HeartsBluff Music Partners, LLC and Carrizo Springs Music Partners, LLC, both of which are registered investment advisers pursuant to an umbrella registration filed by SoftVest Advisors, LLC. Previously, Mr. Oliver was President of Midland Map Company, LLC, a Permian Basin oil and gas lease and ownership map producer from 1997 until its sale in January of 2019 to Drilling-Info, and was Principal of Geologic Research Centers LLC, a log library providing geological data to the oil and gas industry with a library in Abilene, Texas, sold in 2019. Additionally, Mr. Oliver served on the board of Texas Mutual Insurance Company from 2009 until he retired in July 2021. He has also served as a director on the board of AMEN Properties, Inc. (OTC: AMEN) since July 2001 and was appointed Chairman of the Board in

September 2002. AMEN Properties directly or indirectly owns certain oil and gas royalty and working interest properties. Mr. Oliver received a B.A. in Chemistry from Abilene Christian University in 1981. Mr. Oliver's qualifications to serve as a director include his experience as an oil and gas investor, with over 27 years of experience buying and selling mineral and royalty properties, and over 40 years of experience managing investments with an emphasis in the energy market.

Mr. Oliver serves on the Audit Committee.

Robert Roosa, 54, has been a member of the Board since November 10, 2023. Mr. Roosa is a Partner in Brigham Royalties, and has served as its Chief Executive Officer since January 2023. Mr. Roosa previously served as President of Brigham Minerals, Inc. (NYSE: MNRL) ("Brigham") from its inception in November 2012 and as its Chief Executive Officer from July 2017 until its acquisition by Sitio Royalties Corp. in December 2022. Mr. Roosa also served as a director of Brigham from May 2018 until 2022. Mr. Roosa served as the President of Anthem Ventures, LLC, a family office, between January 2012 and January 2017. Mr. Roosa held various roles, including Director of Finance and Investor Relations, while at Brigham Exploration Company from 2006 until its sale to Statoil ASA in December 2011. From 2000 to 2006, Mr. Roosa held a series of positions at Exxon Mobil Corporation (NYSE: XOM), an oil and gas company, in the Corporate Treasurer's Department. Prior to 2000, Mr. Roosa worked for Cooper Industries, an electrical products manufacturing company, in its Corporate Controllers and Audit Groups and with the accounting firm Deloitte & Touche LLP in its audit function. Mr. Roosa graduated from Southern Methodist University with a Master of Business Administration and from the University of Texas at Austin with a Bachelor of Business Administration. Mr. Roosa brings extensive knowledge of the mineral royalty acquisitions industry and executive experience to the Board.

Mr. Roosa serves on the Audit Committee, the Compensation Committee and the Strategic Acquisitions Committee.

Murray Stahl, 71, Mr. Stahl has been a member of the Board since January 11, 2021. Mr. Stahl is the Chief Executive Officer, Chairman of the Board and Chief Investment Strategist of Horizon Kinetics Holding Corporation (OTC: HKHC), parent company to Horizon Kinetics Asset Management LLC, which he co-founded. He has over 30 years of investing experience and is responsible for overseeing Horizon Kinetics' proprietary research and chairs the firm's investment committee, which is responsible for portfolio management decisions across the entire firm. Horizon Kinetics' investment portfolio includes a 7.1% voting position in LandBridge Company LLC (NYSE: LB) as of December 13, 2024. Mr. Stahl is also the CoPortfolio Manager for a number of registered investment companies, private funds, and institutional separate accounts. Mr. Stahl is the Chairman and Chief Executive Officer of FRMO Corp. (OTC: FRMO) and has been a director since 2001. He is also Chief Investment Officer and a member of the board of RENN Fund, Inc. (NYSE: RCG) (since 2017), the Bermuda Stock Exchange, MSRH, LLC, and the Minneapolis Grain Exchange. He was a member of the board of Winland Electronics, Inc. (from 2015 to 2020) and IL&FS Securities Services Limited (from 2008 to 2020). Prior to co-founding Horizon Kinetics, Mr. Stahl spent 16 years at Bankers Trust Company (from 1978 to 1994) as a senior portfolio manager and research analyst. As a senior fund manager, he was responsible for investing the Utility Mutual Fund, along with three of the bank's Common Trust Funds: The Special Opportunity Fund, The Utility Fund and The Tangible Assets Fund. He was also a member of the Equity Strategy Group and the Investment Strategy Group, which established asset allocation guidelines for the Private Bank. Mr. Stahl's qualifications to serve as a director include his over 30 years of investment experience, including in the energy and minerals space.

Mr. Stahl serves on the Nominating and Corporate Governance Committee and the Strategic Acquisitions Committee.

Marguerite Woung-Chapman, 59, has been a member of the Board since November 10, 2023. Ms. Woung-Chapman serves as a director of Summit Midstream Corporation (NYSE: SMC), a value-driven corporation focused on developing, owning and operating midstream energy infrastructure assets located in unconventional resource basins, primarily shale formations, in the continental United States. She currently serves as chair of their nominating, governance and sustainability committee and as a member of their compensation committee. Ms. Woung-Chapman serves on the board of directors of Chord Energy Corporation (NASDAQ: CHRD), a scaled unconventional U.S. oil producer with a premier Williston Basin acreage position, and serves on the compensation and human resources committee, and as chair of the nominating and governance committee. She was previously a member of the board directors of Oasis Petroleum, Inc. and chair of the board of directors and President of the Council of the Girl Scouts of San Jacinto Council. Ms. Woung-Chapman began her career as a corporate attorney with El Paso Corporation (including its predecessors) and during her tenure from 1991 until 2012, served as Vice President, Legal Shared Services, Corporate Secretary and Chief Governance Officer, among other positions. From 2012 to 2017, Ms. Woung-Chapman served in various capacities at EP Energy Corporation, a private company that subsequently became an NYSE-listed independent oil and gas exploration and production company, including, among others, Senior Vice President, Land Administration, General Counsel and Corporate Secretary. In 2018, Ms. Woung-Chapman served as Senior Vice President, General Counsel and Corporate Secretary of Energy XXI Gulf Coast, Inc., an independent exploration and production company that was engaged in the development, exploitation and acquisition of oil and natural gas properties in the

U.S. Gulf Coast region until its acquisition by Cox Oil. Ms. Woung-Chapman holds a Bachelor of Science in Linguistics from Georgetown University and a J.D. from the Georgetown University Law Center. Ms. Woung-Chapman brings valuable expertise in all aspects of management and strategic direction of publicly traded energy companies with a unique combination of experience in corporate governance, regulatory, compliance, corporate and asset transactions, legal and business administration.

Ms. Woung-Chapman serves on the Audit Committee and the Nominating and Corporate Governance Committee.

Tyler Glover, 40, has been a member of the Board and served as TPL’s President and Chief Executive Officer since January 11, 2021. Mr. Glover served as Chief Executive Officer, Co-General Agent and Secretary of the Trust from November 2016 to January 11, 2021. Mr. Glover also currently serves as President and Chief Executive Officer of TPWR, a wholly owned subsidiary of TPL, in which capacity he has acted since its formation in June 2017. Mr. Glover previously served as Assistant General Agent of the Trust from December 2014 to November 2016, and has over 10 years of energy services and land management experience. Mr. Glover’s qualifications to serve as a director include his extensive energy industry and land management expertise and his deep knowledge of TPL gained through his experience as an officer at the Company, including at the Trust.

Our directors bring to the Board a wide range of skills, qualifications, experience, perspectives and diverse characteristics that enhance the Board’s ability to carry out its oversight on behalf of our stockholders. The table below sets forth a summary of the qualifications and experiences that each director brings to the Board, each of which we believe to be relevant to our business. Because this is a summary, it does not include all of the skills, experiences and qualifications that each director offers.

Qualifications and Experience	Best	Cook	Duganier	Epps	Glover	Kurz	Oliver	Roosa	Stahl	Woung-Chapman
Public Company CEO or COO Experience	●				●	●		●	●	
Financial Oversight/Accounting Senior executive level experience in financial accounting and reporting, auditing, corporate financing and/or internal controls or experience in the financial services industry	●		●	●		●	●	●		
Industry Experience Experience as an executive or director in, or in other leadership positions working with the oil and gas industry and knowledge of the risks related to the industry	●	●	●		●	●	●	●		●
Public Policy/Regulatory Experience in or a strong understanding of the regulatory issues facing the oil and gas industry and public policy on a local, state and national level	●				●	●		●		●
HES Experience Experience with direct control or accountability for health, environmental, safety and social responsibility management	●	●	●	●	●	●				●
Risk Management Executive experience evaluating significant risks and providing effective oversight of risk management processes, including cyber security risk and financial risk	●	●	●	●	●	●	●	●	●	●
Independence Satisfies the independence requirements of the NYSE and SEC	●	●	●	●		●	●	●	●	●
Public Company Board Experience Including corporate governance experience	●	●	●	●	●	●	●	●	●	●

Gender:	Female	Male
	3	7
Demographics:		
African American or Black		
Native American		
Asian		
Hispanic or Latino		
Caucasian	2	7
Two or More Races or Ethnicities	1	

Executive Officers

Tyler Glover, 40, serves as TPL's President and Chief Executive Officer. Biographical information for Mr. Glover is included above.

Chris Stedum, 44, serves as TPL's Chief Financial Officer since June 1, 2021. Prior to that, Mr. Stedum served as Vice President, Finance and Investor Relations of TPL and also served as Vice President, Finance and Investor Relations of the Trust. Prior to joining the Trust in 2019, Mr. Stedum spent 10 years working in oil and gas investment banking, most recently as a Director at Stifel Financial Corporation from 2016 to 2019, and prior to that served as a Director at GMP Securities from 2014 to 2016.

Micheal W. Dobbs, 52, serves as TPL's Senior Vice President, Secretary and General Counsel. Mr. Dobbs also served as Senior Vice President and General Counsel of the Trust from August 2020 until January 11, 2021. Prior to joining the Trust, Mr. Dobbs had been a partner at Kelley Drye & Warren LLP.

Significant Employees

Robert A. Crain, 46, serves as Executive Vice President of TPWR, in which capacity he has served since its formation in June 2017. From 2015 to 2017, Mr. Crain was Water Resources Manager with EOG Resources where he led the development of EOG's water resource development efforts across multiple basins including the Permian and Eagle Ford. During his career, he has successfully developed multiple large-scale water sourcing, distribution and treatment systems across multiple platforms and industries.

Stephanie Buffington, 58, serves as TPL's Chief Accounting Officer, in which capacity she has served since June 1, 2021. From September 2020 through May 2021, Ms. Buffington served as Vice President of Financial Reporting and from December 2017 through September 2021 served as Director of Financial Reporting. Prior to joining the Company, Ms. Buffington most recently served as Vice President of Financial Reporting at Monogram Residential Trust, Inc., a publicly traded REIT, from 2014 to 2017. Ms. Buffington has over 25 years of public company experience and began her career at KPMG. She is a licensed Certified Public Accountant in the State of Texas.

Matters Relating to Our Governance*Code of Business Conduct and Ethics*

The Board has adopted a Code of Business Conduct and Ethics applicable to all members of the Board, executive officers and employees. A copy of the Code of Business Conduct and Ethics is available on the Company's corporate website at www.TexasPacific.com. We will make any legally required disclosures regarding amendments to, or waivers of, provisions of our Code of Business Conduct and Ethics on our corporate website.

Communication with Directors

The Board is committed to meaningful engagement with stockholders and other interested persons and welcomes input and suggestions. Information regarding how stockholders can contact the Chair or non-management members of the Board is set forth in our Corporate Governance Guidelines, which are posted on the Company's corporate website, www.TexasPacific.com. Stockholders and other interested persons who wish to contact the Board may do so by submitting any communications to the Company by mail at 1700 Pacific Avenue, Suite 2900, Dallas, Texas 75201, Attention: Investor

Relations, with an instruction to forward the communication to a particular director or the Board as a whole. Our Board has created a number of ways for stockholders and other stakeholders to provide input and hear from management, including:

- Attending an annual meeting of stockholders and submitting questions to be addressed during the meeting;
- Attending quarterly earnings calls, investor conferences, and other similar opportunities;
- Sending an email to our Investor Relations department at IR@texaspacific.com;
- Mailing a letter to us at 1700 Pacific Avenue, Suite 2900, Dallas, Texas 75201, Attention: Investor Relations; and
- Requesting a stockholder engagement meeting via one of the means outlined here.

Our Investor Relations team, in consultation with the General Counsel, will not forward any communication that it determines in good faith to be frivolous, unduly hostile, threatening, illegal or similarly unsuitable. The General Counsel will maintain a list of each communication that was not forwarded because it was so determined to be unsuitable. Such list shall be delivered to the Board at its quarterly meetings. In addition, each communication that was not forwarded because it was determined to be unsuitable will be retained in the Company's files and made available at the request of any member of the Board to whom such communication was addressed.

Board Leadership Structure

Our Board is led by the Chair. Mr. Best serves as the Chair and is an independent director. Our Bylaws and Corporate Governance Guidelines each provide that the Chair of the Board may also hold the position of Chief Executive Officer. At this time, the Board believes that separation of the Chair and Chief Executive Officer positions is appropriate and in the best interests of the Company and its stockholders. The Board believes that such separation provides independent leadership for the Board, helps ensure critical and independent thinking with respect to the Company's strategy and performance and allows our Chief Executive Officer to focus on the Company's day-to-day business operations. Our Chief Executive Officer also serves as a member of the Board as the management representative. The Company believes this is important to make information and insight directly available to the directors in their deliberations. This structure gives the Company an appropriate, well-functioning balance between non-management and management directors that combines experience, accountability, and effective risk oversight.

The duties of the Chair include, among other things:

- Chairing Board meetings and meetings of stockholders;
- Establishing the agenda for each Board meeting;
- Leading executive sessions of the Board;
- Having authority to call Board meetings;
- Approving meeting schedules for the Board and information distributed to the Board;
- Consulting with the Nominating and Corporate Governance Committee with regard to the membership and performance evaluations of the Board and committee members; and
- Performing such other duties and responsibilities as may be requested by the Board.

In the event the Chair does not qualify as independent, our Corporate Governance Guidelines require the independent directors to select from among themselves a lead independent director. The duties of a lead independent director are set forth in our Corporate Governance Guidelines and include chairing Board meetings in the absence of the Chair, convening and leading executive sessions of the Board, serving as a liaison between the Chair and the independent directors, being available for consultation and director communication with major stockholders as directed by the Board, and performing such other duties and responsibilities as requested by the Board.

Risk Oversight

The Company believes that risk oversight is the responsibility of the Board as a whole and not solely of any one of its committees. The Board recognizes that all companies face a variety of risks, including strategic risk, reputational risk, environmental risk and operational risk. The Board periodically reviews the processes established by management to identify and manage risks and communicates with management about these processes. The Board encourages, and management promotes, a corporate culture that incorporates risk management into our corporate strategy and day-to-day business operations, including with respect to the receipt, retention and treatment of complaints or other expressions of concern received from

employees of the Company or other persons. The Board also continuously assesses and analyzes, with the input of management, the most likely areas of future risk to which we may be vulnerable.

At the Board committee level, the Audit Committee regularly discusses policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures, compliance, cybersecurity, information technology and the steps management has taken to monitor and control such exposures. The Compensation Committee oversees risks arising from the Company's compensation and employee benefits plans, policies and programs for its employees. The Nominating and Corporate Governance Committee, with assistance from the Audit Committee and the Compensation Committee, oversees our ESG program and monitors related risks. The Board and the various committee chairs address any issues identified in such discussions and reviews with management as they arise, and monitor actions, procedures or processes implemented in response.

Our General Counsel serves as our chief compliance officer, and periodically reviews the effectiveness of the Company's compliance programs and responds to, and monitors the status and response to, compliance issues that may arise from time to time. The General Counsel reports to the Chief Executive Officer.

Audit Committee Procedures; Procedures for Approval of Related Person Transactions

The Audit Committee meets separately and periodically with the Company's independent auditor, the Company's Chief Financial Officer and a representative of the internal audit function to assess certain matters, including the status of the independent audit process, management and the independent auditor's assessments of the Company's financial reporting and internal controls and compliance with legal and regulatory requirements, and management's views as to the competence, performance and independence of the independent auditor. The Audit Committee oversees the internal audit function, including its structure, personnel, budget, and annual internal audit plans. In addition, the Audit Committee, as a whole, reviews and meets to discuss the annual audited financial statements and quarterly financial statements with management and the independent auditor. The Audit Committee makes a recommendation to the Board each year as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

Information about the procedures for approval of related person transactions is available below in Part III, Item 13. "Certain Relationships and Related Transactions, and Director Independence — Transactions with Related Persons."

Qualifications and Nominations of Directors

The Nominating and Corporate Governance Committee Charter provides that the Nominating and Corporate Governance Committee screen, recruit and interview individuals that the Nominating and Corporate Governance Committee believes are qualified to become members of the Board, consistent with criteria approved by the Board from time to time, and to recommend to the Board the (a) director nominees to be selected by the Board to stand for election or re-election at the annual meeting of stockholders and (b) director candidates to be appointed by the Board to fill vacancies and newly created directorships. The Board and Nominating and Corporate Governance Committee determine the minimum qualifications that a director nominee should possess on a case by case basis and typically evaluate candidates based on factors including, but not limited to, a general understanding of finance, corporate governance and strategy, senior leadership experience, public company board experience, an understanding of the Company's business and industry, diversity of background, perspectives and experiences, character, whether the candidate would satisfy the independence standards of the NYSE Listed Company Manual and the other skills identified in the matrix included in Part III, Item 10, "Directors, Executive Officers and Corporate Governance — Directors" above. The Board and the Nominating and Corporate Governance Committee aim to identify a diverse group of candidates and believe that no single criterion such as gender or minority status is determinative in obtaining diversity on the Board.

The Nominating and Corporate Governance Committee reviews periodically the size of the Board and oversees an annual self-evaluation of the Board and its committees. The Nominating and Corporate Governance Committee may also consider such other factors as it may deem to be in the best interests of the Company and its stockholders. Whenever the Nominating and Corporate Governance Committee concludes, based on the reviews or considerations described above or due to a vacancy, that a new nominee to the Board is required or advisable, it will consider recommendations from directors, management, stockholders and, if it deems appropriate, consultants retained for that purpose. In such circumstances, it will evaluate individuals recommended by stockholders in the same manner as nominees recommended from other sources. Stockholders who wish to nominate an individual for election as a director directly, without going through the Nominating and Corporate Governance Committee, must comply with the procedures in the Bylaws. The Bylaws are provided on the Company's corporate website at www.TexasPacific.com.

Our Board has adopted a “majority vote policy.” Under this policy any nominee for director in an uncontested election who does not receive a majority of the votes cast and is an incumbent director is required to promptly tender his or her resignation, subject to acceptance by the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation or whether other action should be taken. The Board will then act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, and publicly disclose its decision regarding the tendered resignation within ninety (90) days from the date of the certification of the election results. A director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee nor the decision of the Board with respect to his or her resignation.

Insider Trading Policy; Anti-Hedging Policy

We have an Insider Trading Policy that sets forth terms, conditions, timing, limitations, and prohibitions with respect to trading in the Company’s securities. The Insider Trading Policy prohibits all employees, executive officers, directors, agents, consultants and contractors from trading in the Company’s securities while in possession of material nonpublic information. Such persons are also generally prohibited from hedging, including engaging in publicly-traded options, puts, calls, or other derivative instruments relating to the Company’s securities, or selling the Company’s securities “short.” The Insider Trading Policy also requires that such persons obtain pre-approval from the Company’s General Counsel for all pledges, and the deposit in margin accounts, of the Company’s securities and the securities of any other company designated by the Company’s General Counsel. The Insider Trading Policy also restricts directors, officers subject to Section 16 of the Exchange Act, and certain other specifically designated employees from trading in the Company’s securities during certain periods and only after they have obtained pre-clearance for trades in the Company’s securities from the Company’s General Counsel (or, in the case of the General Counsel, the Chief Financial Officer). While the Company is not subject to the Insider Trading Policy, it does not trade in its securities when it is in possession of material nonpublic information other than pursuant to previously adopted Rule 10b5-1 trading arrangements.

Clawback Policy

The Company has adopted a Clawback Policy in accordance with Section 10D of the Exchange Act and Rule 10D-1 promulgated thereunder (collectively, “Section 10D”). In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company’s material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, the Clawback Policy requires that covered executives must reimburse the Company, or forfeit, any excess incentive compensation received by such covered executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare the restatement. Executives covered by the Clawback Policy are current and former executive officers, as determined by the Board in accordance with Section 10D and the NYSE Listed Company Manual. Incentive compensation subject to the Clawback Policy includes any cash or equity compensation that is granted, earned or vested based wholly or in part on the attainment of a financial reporting measure as defined in Section 10D. The amount subject to recovery is the excess of the incentive compensation received based on the erroneous data over the incentive compensation that would have been received had it been based on the restated results.

Board of Directors

The Board currently consists of ten (10) directors, nine (9) of whom - Mr. Best, Gen. Cook, Ms. Duganier, Ms. Epps, Mr. Kurz, Mr. Oliver, Mr. Roosa, Mr. Stahl and Ms. Woung-Chapman - are considered “independent” under the rules of the SEC and the NYSE. No director may be deemed independent unless the Board determines that he or she has no material relationship with TPL. Mr. Best serves as the Chair. In light of Mr. Best’s extensive experience in the energy industry and service on public company boards, the Board believes that he is well-positioned to serve as Chair.

The Board meets at least quarterly and the independent directors serving on the Board meet in executive session (i.e., without the presence of any non-independent directors and management) immediately following regularly scheduled Board meetings. During the fiscal year ended December 31, 2024 (the “Last Fiscal Year”), the Board met fourteen (14) times and acted by written consent in lieu of holding a meeting four (4) times. All of the directors attended at least 86% of the total number of meetings held by the Board and of the committees on which they served during the Last Fiscal Year. While the Company does not have a policy requiring director attendance at annual meetings of stockholders, each director is expected to attend the Company’s annual meetings of stockholders. Each member of the Board attended our 2024 annual meeting of stockholders.

The Board has four standing committees, consisting of a Nominating and Corporate Governance Committee, an Audit Committee, a Compensation Committee, and a Strategic Acquisitions Committee. Membership of each committee is shown in the following table.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Strategic Acquisitions Committee
Rhys J. Best				
Donald G. Cook		●	▲	
Barbara J. Duganier	●	▲		●
Donna E. Epps	▲		●	
Tyler Glover				
Karl F. Kurz		●		▲
Eric L. Oliver	●			
Robert Roosa	●	●		●
Murray Stahl			●	●
Marguerite Woung-Chapman	●		●	

▲ Chair ● Member

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee consists of Donald G. Cook, the chair, Donna E. Epps, Murray Stahl and Marguerite Woung-Chapman. The committee members have met the independence requirements for service on the Nominating and Corporate Governance Committee in accordance with the NYSE Listed Company Manual. The Nominating and Corporate Governance Committee is responsible for, among other things, identifying, evaluating and recommending individuals qualified to become members of the Board, and for overseeing corporate governance matters and the Company’s policies and programs concerning social responsibility, including ESG matters. During the Last Fiscal Year, the Nominating and Corporate Governance Committee held six (6) meetings.

The Nominating and Corporate Governance Committee Charter is provided on the Company’s corporate website at www.TexasPacific.com.

Audit Committee and Audit Committee Financial Expert

The Audit Committee consists of Donna E. Epps, the chair, Barbara J. Duganier, Eric L. Oliver, Robert Roosa and Marguerite Woung-Chapman. The Board has determined that Ms. Epps, Ms. Duganier, and Mr. Roosa are “audit committee financial experts,” as defined by the rules of the SEC, and each has accounting or related financial management expertise as required under the NYSE Listed Company Manual. Each member of the Audit Committee is financially literate. Additionally, the members of the Audit Committee each meet the independence requirements for service on the Audit Committee in accordance with the NYSE Listed Company Manual and Rule 10A-3 promulgated under the Exchange Act.

The Audit Committee is responsible for, among other things, ensuring that the Company has adequate internal controls and is required to meet with the Company’s auditors to review these internal controls and to discuss other financial reporting matters. The Audit Committee is also responsible for the appointment, pre-approval of work, compensation, and oversight of the auditors and for overseeing enterprise risk management, including oversight of risks from cybersecurity threats. The Audit Committee periodically reviews the Company’s policies and practices for managing cybersecurity risks, including incident response plans, to ensure that such policies and practices are appropriately tailored to the Company’s risk framework. During the Last Fiscal Year, the Audit Committee of the Company held five (5) meetings and acted by written consent in lieu of holding a meeting one (1) time.

The Audit Committee Charter is provided on the Company’s corporate website at www.TexasPacific.com.

Compensation Committee

The Compensation Committee consists of Barbara J. Duganier, the chair, Donald G. Cook, Karl F. Kurz and Robert Roosa. The Board has determined that each member of the Compensation Committee is independent, as defined by the NYSE Listed Company Manual and qualifies as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. The primary functions of the Compensation Committee are to review, approve and recommend corporate goals and objectives relevant to compensation of TPL’s Named Executive Officers (as defined below), review and approve TPL’s compensation plans and review and making recommendations regarding compensation for non-employee directors. During the Last Fiscal Year, the Compensation Committee held six (6) meetings and acted by written consent in lieu of holding a meeting four (4) times.

The Compensation Committee Charter is provided on the Company’s corporate website at www.TexasPacific.com.

Strategic Acquisitions Committee

The Strategic Acquisitions Committee consists of Karl F. Kurz, the chair, Barbara J. Duganier, Robert Roosa and Murray Stahl. The Strategic Acquisitions Committee is responsible for, among other things, assisting the Board in fulfilling its oversight responsibilities relating to evaluating potential acquisitions by reviewing, analyzing, assessing and, in the case of acquisitions involving cash consideration of \$50.0 million or less (subject to an annual cap), approving, potential acquisitions being considered by the Company. For acquisitions involving consideration of more than \$50.0 million reviewed by the Committee, the Strategic Acquisitions Committee must make a recommendation to the Board for approval. The Strategic Acquisitions Committee was established as a standing committee in May 2024. Since its establishment in May of 2024 through the remainder of 2024, the Strategic Acquisitions Committee held four (4) meetings.

The Strategic Acquisitions Committee Charter is provided on the Company’s corporate website at www.TexasPacific.com.

Ad Hoc Committees

From time to time, the Board constitutes ad hoc committees, the membership, duties and compensation, if any, of which are determined by the Board.

Item 11. Executive Compensation.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (“CD&A”) provides information on the compensation arrangements for each of TPL’s Chief Executive Officer (principal executive officer), Chief Financial Officer (principal financial officer), up to three other most highly compensated individuals who were serving as an executive officer at the end of the Last Fiscal Year, and up to two other individuals who would have been included as other most highly compensated individuals but who were not serving as executive officers at the end of the Last Fiscal Year, for services rendered to TPL and its subsidiaries in all capacities during the Last Fiscal Year (the “Named Executive Officers”). The compensation disclosures below reflect Fiscal Year 2024.

For Fiscal Year 2024, the following officers represented our Named Executive Officers:

- Tyler Glover, our President and Chief Executive Officer
- Chris Steddum, our Chief Financial Officer
- Micheal W. Dobbs, our Senior Vice President, Secretary, and General Counsel

Executive Summary

Our business activity is generated from our surface and royalty interest ownership, primarily in the Permian Basin. Our revenues are derived from oil and gas royalties, water sales, produced water royalties, easements and other surface-related income and land sales. Due to the nature of our operations and concentration of our ownership in one geographic location, our revenue and net income are subject to substantial fluctuations from quarter to quarter and year to year. In addition to fluctuations in response to changes in the market price for oil and gas, our financial results are also subject to decisions by the owners and operators of not only the oil and gas wells to which our oil and gas royalty interests relate, but also to other owners and operators in the Permian Basin as it relates to our other revenue streams, principally water sales, produced water royalties, easements and other surface-related revenue.

Business and Financial Performance 2024 Highlights

- Water Service and Operations segment achieved record performance in 2024 for the following:
 - Water sales revenue of \$150.7 million
 - Produced water royalties revenue of \$104.1 million
 - Total segment revenues of \$265.0 million
 - Total segment net income of \$139.1 million
- Net income of \$454.0 million, or \$19.75 per share (basic) and \$19.72 (diluted)
- Revenues of \$705.8 million
- Adjusted EBITDA⁽¹⁾ of \$610.7 million
- Free cash flow⁽¹⁾ of \$461.1 million
- Royalty production of 26.8 thousand barrels of oil equivalent per day
- Closing price of TPL's Common Stock increased 111% from December 31, 2023 to \$1,105.96 per share as of December 31, 2024.
- Total cash dividends of \$15.11 per share paid during 2024
- Three-for-one stock split effected March 26, 2024
- Published annual update of ESG disclosure, including metrics for 2023

*(1) Adjusted EBITDA and free cash flow are non-GAAP performance measures. Reconciliations of Non-GAAP measures are provided in Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations — Non-GAAP Performance Measures."
Key Aspects of 2024 Design*

Following a substantial redesign of our compensation programs in 2022, and based on positive feedback from our stockholders, the Compensation Committee generally maintained the overall program structure in 2024. This program design is based on typical practices among our Reference Group (see below) while reflecting the unique aspects of TPL. The compensation program design is intended to meet the following objectives:

- Align executives' financial interests more closely with stockholders;
- Tie a substantial portion of executive compensation with the Company's performance (both stock price and financial performance) to incorporate risk into the awards, while relying heavily on formulaic incentive compensation;
- Incorporate long-term vesting periods for a substantial portion of executive compensation to help ensure continuity of the management team;

- Ensure transparency for participants and stockholders about how outcomes are determined with an appropriate and competitive level of pay at risk;
- Meet common governance standards for public companies, and assess and control the program to avoid creating undue risk or encouraging excessive risk-taking by executives; and
- Ensure a competitive compensation program.

We believe that our program has an appropriate balance of risk and reward in relation to our overall business strategy and that the balance of compensation elements discourages excessive risk-taking.

We have maintained the key aspects of our compensation program for 2025.

Decision-Making Process

Compensation Philosophy and Approach

TPL’s 2024 executive compensation program is designed to recruit and retain an executive team and to reward performance in achieving TPL’s goal of creating stockholder value. The 2024 executive compensation program consists principally of a salary, an annual cash incentive (sometimes referred to as awards under a non-equity incentive plan), and long-term share-based compensation as discussed below:

Key Compensation Component	Purpose	Philosophy
Base Salary	<ul style="list-style-type: none"> • Provide a competitive level of fixed compensation 	<ul style="list-style-type: none"> • Set at a competitive level annually by the Compensation Committee and the Board, as applicable • Based on evaluation of executive officers’ performance and contributions and competitive market data
Annual Cash Incentive	<ul style="list-style-type: none"> • Align executive officer pay with performance • Reward for achievement of annual goals, both financial and non-financial • Establish strategic priorities for the year through the strategic portion of the award 	<ul style="list-style-type: none"> • Individual target levels set at a competitive level based on competitive market data and executive officers’ contribution level • Payouts heavily influenced by performance against pre-set goals • Portion of award earned through achievements against strategic priorities
Long-Term Incentives	<ul style="list-style-type: none"> • Align executive pay with long-term stockholder experience through share ownership • Encourage long-term retention through extended vesting periods • Tie executive pay outcomes to long-term performance through performance-based awards 	<ul style="list-style-type: none"> • Individual awards set at a competitive level based on competitive market data and executive officers’ contribution level • At least 50% of each executive officers’ awards are performance-based • Performance tied to long-term share price and financial performance, based on pre-set goals

As part of its compensation program, TPL also maintains both a qualified defined benefit pension plan (the “Pension Plan”) and a qualified defined contribution plan which are both available to employees generally, including the Named Executive Officers. These plans are designed to assist employees in planning for their retirement. The Pension Plan was frozen as of December 31, 2024 and no future benefit accruals will be made. In conjunction with freezing the Pension Plan, the Board has approved a discretionary contribution to employees’ 401(k) plan for 2025. See further discussion of the freezing of the

Pension Plan in Note 8, “Pension and Other Postretirement Benefits” in the notes to our consolidated financial statements included under Part II, Item 8, “Financial Statements and Supplementary Data.”

Consideration of 2024 Say on Pay Vote

At our November 2024 annual meeting of stockholders, the majority of our stockholders voted to approve our executive compensation program, with approximately 88% approval among votes cast. The Compensation Committee viewed this as support of its approach and philosophy and as a basis for continuing with the program described in this CD&A for 2024.

In 2024, we reached out to stockholders representing 48% of our outstanding shares of Common Stock and held meetings with stockholders representing 32% of our outstanding shares of Common Stock (measured as of September 3, 2024) to discuss their perspectives on various issues, including executive compensation. Independent members of our Board participated in and led each of these meetings with stockholders. The participating members of our Board were joined in these meetings by one or more of the Company’s Chief Executive Officer, Chief Financial Officer, Senior Vice President, Secretary and General Counsel, and Vice President of Finance and Investor Relations.

Following these meetings, the Compensation Committee met with senior management to discuss what we learned during this comprehensive outreach process. In general, we learned that institutional stockholders were not seeking significant changes to our compensation program. Many expressed support for our overall compensation philosophy and instead suggested modest changes, including enhancing our proxy statement disclosures and increasing the proportion of performance-based equity that we award over the long term.

Some investors expressed concern about the definition of Adjusted EBITDA used for our Adjusted EBITDA margin calculation (calculated as Adjusted EBITDA divided by total revenues), such as the inclusion of interest income and other non-operating or non-recurring items (e.g., legal expenses). The Compensation Committee includes interest income in calculating Adjusted EBITDA because (i) this approach aligns with TPL’s capital allocation strategy, (ii) the incentive goals established for Adjusted EBITDA margin include an assumed level of interest income and, therefore, its removal would have minimal impact and (iii) TPL is relatively unique in generating a significant amount of net interest income due to its lack of debt and, therefore, interest income is of heightened significance. The Compensation Committee continues to evaluate the use of Adjusted EBITDA margin as a short-term incentive metric. With respect to legal expenses, after due consideration, the Compensation Committee determined to not adjust for TPL’s excess legal expenses when calculating Adjusted EBITDA because its adjustment in both the goal and actual results achieved under the 2024 annual incentive plan would have increased the annual cash bonuses earned by the management team even if interest income had been removed from the calculation.

We have added new disclosures to our proxy statement intended to provide greater transparency into the functioning of our executive compensation program. Additionally, we intend to evolve our compensation program over time, and we may make further changes to the structure of our compensation program based on the needs of the Company.

Role of the Committee

The Compensation Committee has the sole authority to determine the compensation of the Named Executive Officers other than the Chief Executive Officer and to make recommendations to the Board, which has the authority to make final decisions, with respect to the compensation of the Chief Executive Officer. The Compensation Committee is also responsible for developing and overseeing an equity compensation program for the Company generally for other employees, and for making recommendations to the Board with respect to compensation for non-employee directors, with assistance from the Compensation Committee’s independent compensation consultant.

In establishing the Named Executive Officers’ compensation for 2024, the Compensation Committee Chair and the full Compensation Committee met multiple times, including with management and/or the Compensation Committee’s independent compensation consultant, to review market practices, evaluate potential alternatives, determine appropriate metrics and goals, and review strategic goals and performance.

Role of Management

Our CEO, Mr. Glover, provided recommendations for compensation for his direct reports. Additionally, the management team provided the Compensation Committee with financial performance information to assist with the assessment of company and individual performance in determining the bonuses for 2024. The Compensation Committee considered this information in its decision-making process. No member of management participated in discussions relating to his or her own compensation.

Role of the Independent Consultant

Since 2021, the Compensation Committee has used Meridian Compensation Partners (“Meridian”) as its independent compensation consultant to assist the Compensation Committee in fulfilling its responsibilities related to the oversight of TPL’s executive officer and non-employee director compensation. The Compensation Committee determined that Meridian was independent from management based upon the consideration of various relevant factors, including that Meridian did not provide any services to TPL except advisory services to the Compensation Committee, and that Meridian maintained, and adhered to, policies and procedures that were designed to prevent conflicts of interests.

The independent compensation consultant advises the Compensation Committee in the development of pay strategies regarding our executive officers, including our Chief Executive Officer, and non-employee directors. The Compensation Committee reviews and discusses matters involving executive officer and non-employee director compensation. Following this review, the Compensation Committee makes a determination and/or recommendation to the Board, as applicable under the Compensation Committee’s Charter, regarding, among other things (a) the compensation of the Chief Executive Officer and the compensation of executive officers other than the Chief Executive Officer, in each case including salary, bonus, benefits, incentive awards and perquisites, and (b) compensation for TPL’s non-employee directors.

Benchmarking Process

Determining the 2024 Compensation Program

As described below, the Compensation Committee asked Meridian to review market data as part of the process of establishing 2024 compensation for our Named Executive Officers. As part of this process, the Compensation Committee noted that TPL is a unique organization in a number of ways:

- It is the largest publicly-traded mineral royalty focused organization, with a market capitalization more than double the next largest publicly-traded mineral royalty focused organization. The closing price of TPL’s Common Stock increased 111% from December 31, 2023 to December 31, 2024;
- Unlike most mineral royalty focused organizations, TPL also owns and manages a large amount of surface rights;
- These surface rights allow the creation of additional business lines, such as our water business and SLEM;
- TPL’s legacy assets carry zero basis on the balance sheet; and
- TPL’s financial profile is unusual with no debt, limited book assets, and high margins. TPL also returns a significant portion of its cash flow to stockholders through dividends and share repurchases.

As a result of these unique characteristics, TPL does not have any direct peers. Instead of reviewing peer group market data, the Compensation Committee asked Meridian to review compensation for a group of comparable reference companies (the “Reference Group”) that may represent our competition for executive talent. The Reference Group (listed below) represents companies which operate in ancillary businesses such as royalty/non-operating companies (“Royalty/Non-Op”), midstream companies, water companies and E&P companies that have business lines similar to TPL and are similar in market capitalization, enterprise value, and/or Adjusted EBITDA.

	2024 Reference Group	2025 Reference Group
Royalty/Non-Op Companies		
Black Stone Minerals, L.P.	✓	✓
Freehold Royalties		✓
Kimbell Royalty Partners	✓	✓
Northern Oil & Gas, Inc.	✓	✓
PrairieSky Royalty Ltd	✓	✓
Sitio Royalties Corp	✓	✓
Midstream/Water Companies		
Aris Water Solutions		✓
DT Midstream, Inc.	✓	✓
EnLink Midstream, LLC	✓	✓
Equitrans Midstream Corporation	✓	Acquired
Kinetic Holdings		✓
NuStar Energy L.P.	✓	Acquired
Select Water Solutions		✓
Western Midstream Partners, L.P.	✓	✓
E&P Companies		
Callon Petroleum Co	✓	Acquired
Civitas Resources		✓
Marathon Oil Corp	✓	Acquired
Matador Resources Co	✓	✓
Ovintiv		✓
Permian Resources		✓
Range Resources Corp	✓	✓
SM Energy Co	✓	✓
Southwestern Energy Co	✓	Acquired

2024 Compensation Program

TPL’s 2024 executive compensation program is designed to reward performance in achieving TPL’s goals of creating stockholder value as detailed below.

Base Salaries

Our Named Executive Officers receive a base salary to provide a competitive level of fixed compensation based on each individual’s role, experience, qualifications, and individual performance. The base salaries as of the end of 2024 for our Named Executive Officers were as follows:

Named Executive Officer	Base Salary as of December 31, 2024
Tyler Glover	\$ 850,000
Chris Steddum	\$ 525,000
Micheal W. Dobbs	\$ 440,000

The base salary for Mr. Glover is unchanged from 2023. The Compensation Committee increased the base salaries for Mr. Steddum and Mr. Dobbs for 2024 to better align with market data from the Reference Group.

2024 Annual Incentive Targets

Each of the Named Executive Officers is eligible to earn an annual cash bonus, based on the target bonus, which is expressed as a percentage of base salary and established based on references to market data as described above. The target bonuses as a percentage of salary for each of our Named Executive Officers for 2024 is as follows:

Named Executive Officer	2024 Target Bonus as a % of Salary
Tyler Glover	110%
Chris Steddum	90%
Micheal W. Dobbs	75%

Target bonuses as a percentage of base salary were unchanged from 2023.

The Compensation Committee has established a structured annual incentive program, with goals tied to key metrics for the Company, pursuant to which the bonuses discussed above are awarded. For 2024, the metrics included two performance metrics (Adjusted EBITDA margin and free cash flow/share ("FCF")) as well as several strategic objectives, as outlined below.

2024 Annual (Short-Term) Incentive Program Summary

Metric	Weight	Rationale
Adjusted EBITDA Margin %	25%	TPL has one of the highest Adjusted EBITDA margins of any company in the oil and gas industry and maintaining high margins is a priority for the management team.
FCF per Fully Diluted Share ⁽¹⁾	50%	Generating FCF is a high priority for TPL, which enables greater returns to stockholders in the form of dividends and share repurchases.
Strategic Objectives	25%	These objectives were established based on key strategic priorities to ensure long-term success, such as safety and environmental performance, increasing use of TPL's land, SLEM, and water services, leveraging TPL's land to explore other non-oil and gas revenue streams and generating an appropriate return on new capital spend.

(1) Calculated as FCF divided by the diluted weighted average number of shares outstanding.

As part of its ongoing evaluation of the annual incentive program and after considering feedback from stockholders, the Compensation Committee determined to reduce the weight of Adjusted EBITDA margin in the calculation of the annual cash bonuses our executive officers are eligible to receive for 2024. As a result, the weighting of the metrics used for purposes of the 2024 annual incentive plan was adjusted as follows:

Metric	2023 Weight	2024 Weight
Adjusted EBITDA Margin	37.5%	25.0%
FCF per Fully Diluted Share	37.5%	50.0%
Strategic Objectives	25.0%	25.0%

Goals for each of the 2024 metrics were established at the beginning of 2024, based on expectations for the year. The threshold, target, and maximum levels of performance for each performance metric are outlined below. At threshold, target, and maximum performance levels, 50%, 100%, and 200% of the target bonus would be earned, respectively, for each metric.

Metric	Weighting	Threshold	Target	Maximum	Actual Results
Adjusted EBITDA Margin %	25.0%	78.0%	83.0%	88.0%	86.5%
FCF per Fully Diluted Share	50.0%	\$11.00	\$15.67	\$20.33	\$20.03

TPL's performance against the pre-established financial goals can be heavily influenced by the impact of changes in commodity prices. To mitigate this impact, the Committee implemented a commodity adjustment calculation in 2022 and beyond, which uses a collar on commodity prices. Within the collar range, no adjustment is made for commodity prices. If

TPL's total commodity price realization falls below or rises above the collar range, a floor or cap on prices is applied. This provides our management team with some exposure to commodity price fluctuations, in line with our stockholders, but limits the exposure with significant changes in commodity prices. In 2024, the collar for commodity prices ranged from \$29.83 per Boe to \$47.24 per Boe. Actual realizations of \$39.87 per Boe were within the range of the collar for 2024, thus no adjustment to price per Boe was necessary for determining adjusted EBITDA margin and FCF per fully diluted share.

Based on final financial results, TPL exceeded the Target level on both of the financial metrics, earning 171% of target on the Adjusted EBITDA margin metric and 194% of target on the FCF per fully diluted share metric.

The Compensation Committee also established strategic objectives for the year which were intended to encourage our management team to take action to improve TPL's long-term opportunities for success, but which did not directly impact financial results in 2024. The material aspects of the objectives are outlined below.

Strategic Objectives	Results
Safety: Maintain a total recordable incident rate ("TRIR") score at or below the industry average	No reported safety incidents; TRIR score is zero
ESG: Remain below FY21 Scope 1 Emissions level (assuming no significant acquisitions)	Scope 1 emissions declined 8% compared to 2021 levels resulting from electrification of water facilities
Environmental: Zero produced water spills	Zero spills
Active Management: Maintain N. Delaware development market capture rate above TPL acreage ownership	Achieved lateral feet drilled capture rate of 13% above average ownership level
Growth: Secure four new SWD permits and execute one new long-term agreement on recently acquired assets	Exceeded the goal of securing four new SWD permits
Capital Returns: Achieve ROIC of 8% for acquisitions and growth capital deployed throughout the year	Actual ROIC results exceeded 8%

Given the challenging nature of the strategic objectives and the 2024 actual results, the Compensation Committee scored the strategic objectives at 200% of target.

Based on the achievement of all three metrics, bonuses were earned at 189.4% of target for each of the Named Executive Officers, as outlined below:

Named Executive Officer	Actual Bonus for 2024
Tyler Glover	\$ 1,771,181
Chris Steddum	\$ 895,062
Micheal W. Dobbs	\$ 625,123

For 2025, the Compensation Committee has approved a change in metrics for the short-term incentive program from Adjusted EBITDA margin to Adjusted EBITDA. As TPL's revenue has grown, it has become more difficult to ensure alignment between maximizing FCF and increasing the Adjusted EBITDA margin. While maintaining our high Adjusted EBITDA margin remains a priority for TPL management, the Compensation Committee has determined that using Adjusted EBITDA as a metric for the short-term incentive program provides a more appropriate incentive for management.

2024 Long-Term Incentive Program

As part of the program redesign in 2022, the Compensation Committee implemented a long-term incentive plan for key employees at TPL, including Named Executive Officers. The goals of the long-term incentive plan include:

- Align executives' financial interests with stockholders.
- Tie executive compensation with long-term performance.
- Create a retention incentive through a substantial forfeitable balance with long-term vesting.
- Provide a competitive compensation program aligned with typical company practices.

To meet the objectives of the program, the Compensation Committee established a long-term incentive program for the Named Executive Officers that uses a combination of PSUs and RSUs. Each of the primary vehicles is summarized in the table below and described in more detail later in this section.

Vehicle	Weight	Rationale
PSUs Tied to Relative Total Stockholder Return (“RTSR”) against the XOP Index	25%	Earned if TPL performs well against a broad group of energy companies included in the XOP index. The maximum amount can only be earned if TPL is in the top 10% of this index.
PSUs Tied to Three-Year Cumulative FCF per Fully Diluted Share	25%	Earned if TPL meets pre-established goals for generating FCF over the three-year performance period. Generating FCF enables greater returns to stockholders in the form of dividends and share repurchases.
Time-Based Restricted Stock Units (RSUs)	50%	Increases alignment between executives’ interests and stockholders through share ownership of our executive team. Encourages continuity of the management team due to long-term (three-year) vesting provisions.

Performance Share Units (PSUs)

PSUs comprise 50% of our Named Executive Officers’ long-term incentive compensation for 2024. The Compensation Committee believes that PSUs create alignment between our executive officers and our long-term performance as measured by RTSR against a broad energy industry index (50% of PSUs) and the generation of free cash flow per fully diluted share over a three-year period (50% of PSUs). These awards vest, if at all, at the end of a three-year performance period.

The PSUs tied to RTSR (the “RTSR PSUs”) are intended to measure the performance of TPL’s stock against a broad set of energy industry companies included in the XOP index. Measuring RTSR against this group helps mitigate the impact of commodity price swings on the measurement of our performance. While TPL does not have any direct peers, the broad XOP index comprises many of our customers and other companies that are similarly impacted by fluctuations in commodity prices.

The RTSR PSUs can be earned between 0% and 200% of the target number of shares based on our RTSR percentile ranking against the constituents of the XOP index as follows:

Percentile Rank	Shares Earned as a % of Target ⁽¹⁾
90 th or above	200%
70 th	150%
50 th	100%
25 th	25%
< 25 th	—%

(1) Payouts are interpolated between the points in the table.

RTSR is measured using an average closing price at the beginning and end of the performance period. In the case of the 2024 awards, the average closing price over the month of January 2027 will be compared against the average closing price over the month of January 2024, assuming reinvestment of dividends from February 1, 2024 to January 31, 2027.

The remaining 50% of PSUs (the “FCF PSUs”) measure our cumulative FCF per fully diluted share against our initial targets over a three-year period. If the Company is able to outperform and generate greater FCF, it will help enable an increase in returns to stockholders through dividends and share repurchases. By measuring FCF on a per share basis, it requires our management team to ensure any dilution to our stockholders results in sufficiently greater FCF on an absolute basis.

The FCF PSUs can be earned between 0% and 200% of the target number of shares based on cumulative FCF per fully diluted share as follows:

Performance Level	Cumulative 3 Year FCF/Share	Shares Earned as a % of Target ⁽¹⁾
Maximum	\$63.33/Share	200%
Target	\$50/Share	100%
Threshold	\$36.67/Share	25%
Below Threshold	<\$36.67/Share	—%

(1) Payouts are interpolated between the points in the table.

Restricted Stock Units (RSUs)

RSUs made up the other 50% of our Named Executive Officers' long-term incentive compensation for 2024. Regular grants of RSUs are intended to help build an ownership stake in TPL, thereby further aligning the interests of executives with the interests of TPL stockholders. The RSUs serve as a retention tool by creating a substantial forfeitable stake in the Company. The RSUs vest based on continued service to TPL in one-third increments per year, beginning on the first anniversary of the grant date.

2024 Long-Term Incentive Grants

In early 2024, the Compensation Committee established target long-term incentive grant levels for each of its Named Executive Officers based on a review of market data from the Reference Group and consideration of other factors such as experience and expertise, individual and company performance, and potential competitive opportunities for each of our Named Executive Officers. The target long-term incentive grant levels were established as a percentage of base salary and converted into a number of units based on the stock price on the grant date.

The February 2024 awards are summarized in the table below:

Name and Position	Base Salary	Target LTI as % of Base Salary	Target LTI Dollar Amount ⁽¹⁾	Number of PSUs (at Target)	Number of RSUs
Tyler Glover	\$ 850,000	425 %	\$ 3,612,500	3,804	3,804
Chris Steddum	\$ 525,000	375 %	\$ 1,968,750	2,076	2,076
Micheal W. Dobbs	\$ 440,000	260 %	\$ 1,144,000	1,206	1,206

(1) The Target LTI Dollar Amount does not match the accounting values in the Summary Compensation Table as the accounting value of the RTSR PSUs is based on a Monte Carlo valuation.

2024 PSU Vestings

Following the end of the 2022-2024 performance period, the Compensation Committee certified the results of the PSU awards granted to our Named Executive Officers in 2022. The awards were split between 50% RTSR PSUs and 50% FCF PSUs. The results for each are presented in the following table:

PSUs	Threshold (25% Payout)	Target (100% Payout)	Maximum (200% Payout)	Actual Results	Percentage of Targeted Shares Earned
RTSR PSUs	25 th percentile	50 th percentile	90 th percentile	265 %	200 %
FCF PSUs	\$35.00/share	\$42.50/share	\$50.00/share	\$ 57.58	200 %

Other Compensation

TPL's Named Executive Officers are eligible to participate in the same benefit programs as are available to all TPL employees generally. These include both the Pension Plan and a qualified defined contribution plan. These plans are designed to assist employees in planning for their retirement. There are no supplemental non-qualified programs that are maintained solely for the benefit of our executives. The Pension Plan was frozen as of December 31, 2024 and no future benefit accruals will be made. See further discussion of the freezing of the Pension Plan in Note 8, "Pension and Other Postretirement Benefits" in the notes to our consolidated financial statements included under Part II, Item 8, "Financial and Supplementary Data."

TPL also provides certain executive officers with minimal perquisites, including an automobile allowance.

Other Governance Features

Stock Ownership Guidelines

The Company believes that it is in the best interests of our stockholders for our executive officers, including our Named Executive Officers, to maintain a significant ownership position in TPL to create substantial alignment between our senior management and our stockholders. Therefore, we have established stock ownership guidelines applicable to all of our executive officers. The ownership guidelines require each of our executive officers to hold shares of Common Stock with an aggregate value of at least a specified multiple of base salary as follows:

- CEO – 5x base salary
- Other Named Executive Officers – 2x base salary
- Other Executive Officers – 1x base salary

Shares counting towards the guideline include TPL shares held outright and unvested time-based restricted shares, if any. PSUs and RSUs do not count until earned. Until and unless each officer has achieved the desired ownership level, he or she is required to retain at least 50% of the after-tax shares received upon vesting of equity awards.

Employment Agreements

The Company has entered into employment agreements with each Named Executive Officer following approval from the Compensation Committee. These employment agreements provide for minimum levels of compensation and provide severance protections for the officer upon a termination of employment without Cause or for Good Reason (each as defined in the applicable agreement). These agreements help match competitive practices and also include certain restrictive covenants designed to protect the Company. The provisions of these agreements are summarized under the “Employment Agreements” below.

Accounting and Tax Considerations

In setting the components of our executive compensation program, the Committee considers the impact of the following tax and accounting provisions:

Code Section 162(m). Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), generally disallows a tax deduction by public companies for compensation over \$1 million paid individually to covered employees, as defined in the Code. Tax deductibility is only one factor considered by the Compensation Committee in making compensation decisions that are in the best interest of TPL and our stockholders.

Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, “Stock Compensation” (“ASC Topic 718”). ASC Topic 718 requires a public company to measure the cost of employee services received in exchange for an award of equity based on the grant date fair value of the award. Our equity awards to the Named Executives Officers (and to our other employees) are structured in a manner that is intended to maintain the appropriate accounting treatment.

Code Section 409A. Section 409A of the Code provides that deferrals of compensation under a nonqualified deferred compensation plan or arrangement are to be included in an individual’s current gross income to the extent that such deferrals are not subject to a substantial risk of forfeiture and have not previously been included in the individual’s gross income, unless certain requirements are met. We structure our stock plans, change of control agreements, severance plans and agreements and other incentive plans and agreements, each to the extent they are subject to Section 409A, to be in compliance with Section 409A.

Code Sections 280G and 4999. The change of control benefits in our Named Executive Officers’ employment agreements provide that, upon a change of control, we will either (i) reduce the amount of severance benefits otherwise payable to the executive officer so that such severance benefits will not be subject to excise tax for purposes of Sections 280G and 4999 of the Code, or (ii) pay the full amount of severance benefits to the executive officer (but with no tax “gross-up”), whichever produces the better after-tax result for the executive officer (often referred to as the “best-of-net” approach).

Risk Assessment

The Compensation Committee has reviewed the relationship between our risk management policies and compensation policies and practices and concluded that we do not have any compensation policies or practices that expose us to risks that are reasonably likely to have a material adverse effect on TPL.

Other Compensation-Related Policies

We have an Insider Trading Policy that sets forth terms, conditions, timing, limitations, and prohibitions with respect to trading in the Company’s securities. The Insider Trading Policy also generally prohibits executive officers, among others, from hedging, including engaging in publicly-traded options, puts, calls, or other derivative instruments relating to the Company’s securities, or selling the Company’s securities “short.” The Insider Trading Policy also requires that such persons obtain pre-approval from the Company’s General Counsel for all pledges, and the deposit in margin accounts, of the Company’s securities. The Insider Trading Policy is discussed further under Part III, Item 10. “Directors, Executive Officers and Corporate Governance — Matters Relating to Our Governance — Insider Trading Policy: Anti-Hedging Policy” above.

We have adopted a Clawback Policy in accordance with SEC rules and NYSE listing standards that requires covered executives to reimburse the Company, or forfeit, any excess incentive compensation received by them during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement of its financial statements due to the Company’s material noncompliance with any such financial reporting requirement under the securities laws. The Clawback Policy is discussed further under Part III, Item 10. “Directors, Executive Officers and Corporate Governance — Matters Relating to Our Governance — Clawback Policy” above.

Summary Compensation Table

The following table sets forth information concerning compensation for services in all capacities awarded to, earned by, or paid to, the Named Executive Officers:

Name and Position	Year	Salary	Stock Awards ⁽¹⁾	Non-Equity Incentive Plan ⁽²⁾	Change in Actuarial Present Value of Accumulated Benefits ⁽³⁾	All Other Compensation ^{(4),(5)}	Total
Tyler Glover President and Chief Executive Officer	2024	\$ 850,000	\$ 4,756,794 ⁽⁶⁾	\$ 1,771,181	\$ —	\$ 35,100	\$ 7,413,075
	2023	\$ 850,000	\$ 3,771,255	\$ 1,412,785	\$ 40,477	\$ 34,200	\$ 6,108,717
	2022	\$ 850,000	\$ 3,766,469	\$ 1,636,250	\$ —	\$ 32,700	\$ 6,285,419
Chris Steddam Chief Financial Officer	2024	\$ 525,000	\$ 2,595,979 ⁽⁶⁾	\$ 895,062	\$ 13,148	\$ 20,700	\$ 4,049,889
	2023	\$ 500,000	\$ 1,806,913	\$ 679,950	\$ 26,724	\$ 19,800	\$ 3,033,387
	2022	\$ 475,000	\$ 1,554,798	\$ 748,125	\$ —	\$ 18,300	\$ 2,796,223
Micheal W. Dobbs Senior Vice President, Secretary and General Counsel	2024	\$ 440,000	\$ 1,508,069 ⁽⁶⁾	\$ 625,123	\$ 23,226	\$ 20,700	\$ 2,617,118
	2023	\$ 420,000	\$ 1,166,994	\$ 475,965	\$ 31,869	\$ 19,800	\$ 2,114,628
	2022	\$ 400,000	\$ 957,084	\$ 525,000	\$ 24,285	\$ 18,000	\$ 1,924,369

(1) Amounts reflect rounding up to full shares upon conversion of approved dollar-denominated awards. The amounts presented in this column do not reflect compensation actually received by the Named Executive Officers. Rather, the amounts represent the aggregate grant date fair value of RSUs and PSUs granted to the Named Executive Officers in each year reported, in each case computed in accordance with ASC Topic 718, excluding the effect of any estimated forfeitures. A discussion of the assumptions used in the calculation of these amounts is included in Note 9, “Share-Based Compensation” in the notes to our consolidated financial statements included under Part II, Item 8. “Financial Statements and Supplementary Data.”

- (2) Amounts consist of cash bonuses approved by the Compensation Committee with respect to all Named Executive Officers for the respective year. Bonuses were accrued as of December 31 of each respective year and paid and/or expected to be paid on or before March 15 of the following year.
- (3) Represents the aggregate change in the actuarial present value of the Named Executive Officer's accumulated benefit under the Pension Plan over the prior year. For further information regarding TPL's pension plan, see Note 8, "Pension and Other Postretirement Benefits" in the notes to our consolidated financial statements included under Part II, in Item 8. "Financial Statements and Supplementary Data." For 2024, the actuarial result value of accumulated benefits decreased by \$12,109 for Mr. Glover, and as amount is negative it is reported as zero in the table. For 2022, the actuarial present value of accumulated benefits decreased by \$122,716 for Mr. Glover and decreased by \$7,421 for Mr. Steddum, and as amounts are negative, are reported as zero in the table.
- (4) The amount presented includes contributions by TPL to the account of the Named Executive Officer under the Company's defined contribution retirement plan.
- (5) The aggregate value of the perquisites and other personal benefits, if any, received by the Named Executive Officers for all years presented have not been reflected in the table because the amount was below the SEC's \$10,000 threshold for disclosure, except for Mr. Glover, whose perquisites consisted of \$14,400 in automobile allowance for each of 2024, 2023, and 2022.
- (6) Represents the aggregate grant date fair value of PSUs and RSUs granted to the Named Executive Officer in February 2024. The reported grant date fair value of PSUs granted to the Named Executive Officers is based on the probable outcome of the performance conditions. The maximum grant date fair value of stock awards granted to Mr. Glover, Mr. Steddum and Mr. Dobbs, assuming achievement of the highest level of performance conditions for the PSUs is \$4,756,794, \$2,595,979 and \$1,508,069, respectively.

Grants of Plan Based Awards During 2024

The following table sets forth certain information concerning equity awards granted to our Named Executive Officers during the Last Fiscal Year:

Name	Award Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#) ⁽²⁾	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (in units) ⁽¹⁾	Target (in units) ⁽¹⁾	Maximum (in units) ⁽¹⁾		
Tyler Glover										
	Bonus ⁽⁴⁾		\$ 467,500	\$ 935,000	\$ 1,870,000					
	RTSR PSU	February 13, 2024				476	1,902	3,804		\$ 1,144,135
	FCF PSU	February 13, 2024				476	1,902	3,804		\$ 1,806,329
	RSU	February 13, 2024							3,804	\$ 1,806,329
Chris Steddum										
	Bonus ⁽⁴⁾		\$ 236,250	\$ 472,500	\$ 945,000					
	RTSR PSU	February 13, 2024				260	1,038	2,076		\$ 624,402
	FCF PSU	February 13, 2024				260	1,038	2,076		\$ 985,789
	RSU	February 13, 2024							2,076	\$ 985,789
Micheal W. Dobbs										
	Bonus ⁽⁴⁾		\$ 165,000	\$ 330,000	\$ 660,000					
	RTSR PSU	February 13, 2024				151	603	1,206		\$ 362,731
	FCF PSU	February 13, 2024				151	603	1,206		\$ 572,669
	RSU	February 13, 2024							1,206	\$ 572,669

- (1) These PSUs will vest three years after grant if certain performance metrics are met. For further discussion of performance metrics, see "2024 Compensation Program — 2024 Annual Long-Term Incentive Program" above and Note 9, "Share-Based Compensation" in the notes to our consolidated financial statements included under Part II, Item 8. "Financial Statements and Supplementary Data."

- (2) These RSUs will vest in one-third increments over a three-year period, beginning on the first anniversary of the grant date. For further discussion, see “2024 Compensation Program — 2024 Annual Long-Term Incentive Program” above and Note 9, “Share-Based Compensation” in the notes to our consolidated financial statements included under Part II, Item 8. “Financial Statements and Supplementary Data.”
- (3) Represents the grant date fair value of each equity award computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. For RSUs and FCF PSUs, grant date fair value is based upon the closing stock price on the grant date. For FCF PSUs, grant date fair value reflects the maximum number of units based upon probability analysis as of December 31, 2024. For RTSR PSUs, grant date fair value is determined using a Monte Carlo simulation model and the value reflected in the table is based upon target units. A discussion of the assumptions used in the calculation of these amounts is included in Note 9, “Share-Based Compensation” in the notes to our consolidated financial statements included under Part II, Item 8. “Financial Statements and Supplementary Data.”
- (4) The amounts presented in this row represent possible payout amounts under the annual incentive program based on the achievement of the performance goals described above in “2024 Compensation Program — 2024 Annual (Short-Term) Incentive Program Summary.” See the “Non-Equity Incentive Plan Compensation” column in the Summary Compensation Table for actual amounts paid to each Named Executive Officer for the 2024 performance period.

Outstanding Equity Awards as of December 31, 2024

The following table sets forth certain information concerning outstanding equity awards of our Named Executive Officers at the end of the Last Fiscal Year. All outstanding stock awards reported in this table represent RSUs and PSUs that vest as described in the footnotes to the table. At the end of the Last Fiscal Year, no options or stock appreciation rights awards have been granted under TPL’s long term incentive plan.

		Outstanding Equity Awards at December 31, 2024			
		Stock Awards			Equity Incentive Plan Awards:
Name	Award Type	Number of Shares or Units of Stock that have Not Vested (#)⁽¹⁾	Market Value of Shares or Units of Stock that have Not Vested (\$)⁽²⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have Not Vested (#)	Market or Payout Value of Unearned Shares, Units or Other Rights that have Not Vested (\$)⁽³⁾
Tyler Glover					
	RSU	6,828	\$ 7,551,495		
	RTSR PSU			5,103 ⁽⁴⁾	\$ 5,643,714
	FCF PSU			9,543 ⁽⁵⁾	\$ 10,554,176
Chris Steddum					
	RSU	3,438	\$ 3,802,290		
	RTSR PSU			2,448 ⁽⁴⁾	\$ 2,707,390
	FCF PSU			4,578 ⁽⁵⁾	\$ 5,063,085
Micheal W. Dobbs					
	RSU	2,073	\$ 2,292,655		
	RTSR PSU			1,491 ⁽⁴⁾	\$ 1,648,986
	FCF PSU			2,777 ⁽⁵⁾	\$ 3,071,251

(1) Vesting of RSUs will occur as follows:

	<i>February 10, 2025</i>	<i>February 11, 2025</i>	<i>February 13, 2025</i>	<i>February 10, 2026</i>	<i>February 13, 2026</i>	<i>February 13, 2027</i>
<i>Tyler Glover</i>	882	1,254	1,266	888	1,269	1,269
<i>Chris Steddum</i>	423	516	690	423	693	693
<i>Micheal W. Dobbs</i>	273	321	402	273	402	402

(2) The market value for RSUs is calculated based upon the closing price of our Common Stock of \$1,105.96 per share as of December 31, 2024.

(3) The market value for RTSR PSUs and FCF PSUs is calculated based upon the closing price of our Common Stock of \$1,105.96 per share as of December 31, 2024.

(4) For RTSR PSUs, the numbers presented represent number of target units. For further discussion of performance metrics, see “2024 Compensation Program” above. With respect to the RTSR PSUs granted to Messrs. Glover, Steddum and Dobbs on February 11, 2022, 1,875, 774 and 477 RTSR PSUs, respectively, will vest on February 11, 2025, assuming the target level of performance is achieved. With respect to the RTSR PSUs granted to

Messrs. Glover, Steddum and Dobbs on February 10, 2023, 1,326, 636 and 411 RTSR PSUs, respectively, will vest on February 10, 2026, assuming the target level of performance is achieved. With respect to the RTSR PSUs granted to Messrs. Glover, Steddum and Dobbs on February 13, 2024, 1,902, 1,038 and 603 RTSR PSUs, respectively, will vest on February 13, 2027, assuming the target level of performance is achieved.

- (5) For FCF PSUs granted on February 11, 2022, numbers presented represent maximum number of units based upon probability analysis as of December 31, 2024. For FCF PSUs granted on February 10, 2023, numbers presented represent 150% of the target number of units based upon probability analysis as of December 31, 2024. For FCF PSUs granted on February 13, 2024, numbers presented represent maximum number of units based upon probability analysis as of December 31, 2024. For further discussion of performance metrics, see “2024 Compensation Program” above. With respect to the FCF PSUs granted to Messrs. Glover, Steddum and Dobbs on February 11, 2022, 3,750, 1,548 and 954 FCF PSUs, respectively, will vest on February 11, 2025, assuming the maximum level of performance is achieved. With respect to the FCF PSUs granted to Messrs. Glover, Steddum and Dobbs on February 10, 2023, 1,989, 954 and 617 FCF PSUs, respectively, will vest on February 10, 2026, assuming the 150% level of performance is achieved. With respect to the FCF PSUs granted to Messrs. Glover, Steddum and Dobbs on February 13, 2024, 3,804, 2,076 and 1,206 FCF PSUs, respectively, will vest on February 13, 2027, assuming the maximum level of performance is achieved.

Stock Awards Vested During 2024

The following table presents information concerning the vesting of stock, which consisted of RSUs, for our Named Executive Officers during the fiscal year ended December 31, 2024:

Name	Award Type	Stock Awards Vested During Year Ended December 31, 2024	
		Number of Shares Acquired on Vesting	Value Realized on Vesting ⁽¹⁾
Tyler Glover	RSU	2,130	\$ 1,040,938
Chris Steddum	RSU	939	\$ 458,892
Micheal W. Dobbs	RSU	588	\$ 287,358

- (1) Amounts presented represent the gross number of shares acquired and value received upon vesting of RSUs, without reduction for the number of shares withheld to pay applicable withholding taxes. The value realized on vesting is based on the closing market price of our Common Stock on the applicable vesting date.

Pay Ratio Disclosure

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act and Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our median employee and the annual total compensation of our Chief Executive Officer during 2024, Mr. Glover. For purposes of calculating the 2024 ratio of the total annual compensation of the median employee to the total annual compensation of the Chief Executive Officer, we identified and calculated the elements of the median employee’s compensation using the same methodology reflected in the “Summary Compensation Table” above. We used December 31, 2024 as the measurement date for identifying the median employee. Base salary amounts were annualized for any employee who had less than a full year of service during 2024. Total compensation for Mr. Glover, the Chief Executive Officer, was determined to be \$7,413,075 and was approximately 46 times the median annual compensation of all of our employees, excluding the Chief Executive Officer, of \$162,405. For purposes of this calculation, the Company had 110 employees, excluding the Chief Executive Officer.

Employment Agreements

Mr. Glover

On October 13, 2023, the Company entered into an amended and restated employment agreement with Mr. Glover, its President and Chief Executive Officer (the “Glover Agreement”). The Glover Agreement became effective as of October 13, 2023 and replaced and superseded the Company’s prior employment agreement with Mr. Glover that became effective on January 1, 2022 (“Prior Glover Agreement”).

The term of the Glover Agreement ends on December 31, 2026, with automatic one (1) year extensions unless notice not to renew is given at least 120 days prior to the relevant end date.

Under the Glover Agreement, Mr. Glover receives a base salary of \$850,000 per annum, subject to annual review, and is eligible for an annual cash bonus (“Bonus”) a target value of at least 100% of such base salary for achievement of specified performance targets. Mr. Glover is also eligible to receive annual long-term incentive awards (“LTI Awards”) under the Texas

Pacific Land Corporation 2021 Incentive Plan (the “2021 Plan”) as determined by the Board or Compensation Committee, the target amount of which, when added to Mr. Glover’s target Bonus for the year, will be at least 300% of his base salary for the relevant year. Prior to the effective date of the Glover Agreement, in accordance with the terms of the Prior Glover Agreement, Mr. Glover was entitled to a base salary of \$850,000, a Bonus with a target value of at least 100% of base salary, and LTI awards, the target amount of which, when added to the target Bonus, would be at least 300% of base salary.

The Glover Agreement provides for payment of severance benefits if Mr. Glover’s employment is terminated by the Company without cause or by Mr. Glover for good reason, provided that Mr. Glover executes a general waiver and release of claims and complies with the restrictive covenants described below. The severance benefits include (i) accrued but unpaid Bonuses, (ii) LTI Award benefits to the extent provided for pursuant to the underlying award and plan documents, (iii) a pro rata Bonus for the year of termination, (iv) monthly payments for up to 18 months of COBRA premiums for continued group health, dental and vision coverage for Mr. Glover and his dependents, and (v) an amount equal to two times the greater of (A) the average of his base salary and Bonus for the preceding three years, or (B) his base salary and target Bonus for the year of termination. If Mr. Glover’s employment is terminated by the Company without cause or by Mr. Glover for good reason within 24 months following a change in control of the Company as defined in the Glover Agreement, then, in lieu of the amount specified in clause (v), Mr. Glover will be entitled to an amount (“Glover CIC Severance Amount”) equal to 2.99 times the greater of (a) the average of his base salary and Bonus for the three years preceding the year in which the change in control occurs, and (b) his base salary and target Bonus for the year in which the change in control occurs. In addition to the foregoing, Mr. Glover will be entitled to (x) a payment equal to the value of his restrictive covenants, which payment shall offset an equal amount of the Glover CIC Severance Amount; (y) 12 months of outplacement services paid for by the Company (not to exceed \$30,000); and (z) 12 months of financial planning services paid for by the Company (not to exceed \$30,000). If Mr. Glover’s employment terminates due to death or disability, he or his estate will be entitled to the benefits described in clauses (i), (ii) and (iii) above. Mr. Glover will also be entitled to payment of accrued but unpaid salary, accrued but unused vacation, unsubsidized COBRA benefits, and unreimbursed business expenses, following termination of employment for any reason.

The Glover Agreement provides that Mr. Glover is entitled to participate in all benefit plans provided to the Company’s executives of like status from time to time in accordance with the applicable plan, policy or practices of the Company. It also provides for four weeks of annual paid vacation, reimbursement of business expenses, and indemnification rights.

The Glover Agreement contains restrictive covenants prohibiting Mr. Glover from disclosing the Company’s confidential information at any time, from competing with the Company in specified counties where the Company does business during his employment, subject to certain exceptions, and for one year thereafter (or six months thereafter if he terminates his employment voluntarily without good reason), and from soliciting the Company’s clients, suppliers and business partners during his employment and for one year thereafter.

Mr. Steddum

On October 13, 2023, the Company entered into an amended and restated employment agreement with Mr. Steddum, its Chief Financial Officer (the “Steddum Agreement”). The Steddum Agreement was effective as of October 13, 2023 and replaced and superseded the Company’s prior employment agreement with Mr. Steddum that became effective on January 1, 2022.

The term of the Steddum Agreement ends on December 31, 2026, with automatic one (1) year extensions unless notice not to renew is given at least 120 days prior to the relevant end date.

Under the Steddum Agreement, Mr. Steddum receives (and prior to the effective date of the Steddum Agreement, Mr. Steddum received) a base salary of \$500,000 per annum, subject to annual review, and is eligible for an annual cash Bonus with a target value of up to at least 90% of such base salary for achievement of specified performance targets. Mr. Steddum is (and prior to the effective date of the Steddum agreement was) also eligible to receive annual LTI Awards as determined by the Board or the Compensation Committee, the target amount of which, when added to Mr. Steddum’s target Bonus for the year, will be at least 225% of his base salary for the relevant year.

The Steddum Agreement provides for payment of severance benefits if Mr. Steddum’s employment is terminated by the Company without cause or by Mr. Steddum for good reason, provided that Mr. Steddum executes a general waiver and release of claims and complies with the restrictive covenants described below. The severance benefits include (i) accrued but unpaid Bonuses, (ii) LTI Award benefits to the extent provided for pursuant to the underlying award and plan documents, (iii) a pro rata Bonus for the year of termination, (iv) monthly payments for up to 18 months of COBRA premiums for continued group health, dental and vision coverage for Mr. Steddum and his dependents, and (v) an amount equal to two times the greater

of (A) the average of his base salary and Bonus for the preceding three years, or (B) his base salary and target Bonus for the year of termination. If Mr. Steddum's employment is terminated by the Company without cause or by Mr. Steddum for good reason within 24 months following a change in control of the Company as defined in the Steddum Agreement, then, in lieu of the amount specified in clause (v) of the preceding sentence, Mr. Steddum will be entitled to an amount ("Steddum CIC Severance Amount") equal to 2.99 times the greater of (a) the average of his base salary and Bonus for the three years preceding the year in which the change in control occurs, and (b) his base salary and target Bonus for the year in which the change in control occurs. In addition, Mr. Steddum will be entitled to (x) a payment equal to the value of his restrictive covenants, which payment shall offset an equal amount of the Steddum CIC Severance Amount; (y) 12 months of outplacement services paid for by the Company (not to exceed \$30,000); and (z) 12 months of financial planning services paid for by the Company (not to exceed \$30,000). If Mr. Steddum's employment terminates due to death or disability, he or his estate will be entitled to the benefits described in clauses (i), (ii) and (iii) above. Mr. Steddum will also be entitled to payment of accrued but unpaid salary, accrued but unused vacation, unsubsidized COBRA benefits, and unreimbursed business expenses, following termination of employment for any reason.

The Steddum Agreement provides that Mr. Steddum is entitled to participate in all benefit plans provided to the Company's executives of like status from time to time in accordance with the applicable plan, policy or practices of the Company. It also provides for four weeks of annual paid vacation, reimbursement of business expenses, and indemnification rights.

The Steddum Agreement contains restrictive covenants prohibiting Mr. Steddum from disclosing the Company's confidential information at any time, from competing with the Company in specified counties where the Company does business during his employment, subject to certain exceptions, and for one year thereafter (or six months thereafter if he terminates his employment voluntarily without good reason), and from soliciting the Company's clients, suppliers and business partners during his employment and for one year thereafter.

Mr. Dobbs

On October 13, 2023, the Company entered into a new employment agreement with Mr. Dobbs, its Senior Vice President, Secretary and General Counsel (the "Dobbs Agreement"). The Dobbs Agreement became effective as of October 13, 2023 and replaced and superseded the Company's prior employment agreement with Mr. Dobbs that became effective on January 1, 2022.

The term of the Dobbs Agreement ends on December 31, 2026, with automatic one (1) year extensions unless notice not to renew is given at least 120 days prior to the relevant end date.

Under the Dobbs Agreement, Mr. Dobbs receives (and prior to the effective date of the Dobbs Agreement, Mr. Dobbs received) a base salary of \$420,000 per annum, subject to annual review, and is eligible for an annual cash Bonus with a target value of at least 75% of such base salary for achievement of specified performance targets. Mr. Dobbs is (and prior to the effective date of the Dobbs Agreement was) also eligible to receive annual LTI Awards as determined by the Board or Compensation Committee, the target amount of which, when added to Mr. Dobbs's target Bonus for the year, will be at least 175% of his base salary for the relevant year.

The Dobbs Agreement provides for payment of severance benefits if Mr. Dobbs's employment is terminated by the Company without cause or by Mr. Dobbs for good reason, provided that Mr. Dobbs executes a general waiver and release of claims and complies with the restrictive covenants described below. The severance benefits include (i) accrued but unpaid Bonuses, (ii) LTI Award benefits to the extent provided for pursuant to the underlying award and plan documents, (iii) a pro rata Bonus for the year of termination, (iv) monthly payments for up to 18 months of COBRA premiums for continued group health, dental and vision coverage for Mr. Dobbs and his dependents, and (v) an amount equal to two times the greater of (A) the average of his base salary and Bonus for the preceding three years, or (B) his base salary and target Bonus for the year of termination. If Mr. Dobbs's employment is terminated by the Company without cause or by Mr. Dobbs for good reason within 24 months following a change in control of the Company as defined in the Dobbs Agreement, then, in lieu of the amount specified in clause (v), Mr. Dobbs will be entitled to an amount ("Dobbs CIC Severance Amount") equal to 2.99 times the greater of (a) the average of his base salary and Bonus for the three years preceding the year in which the change in control occurs, and (b) his base salary and target Bonus for the year in which the change in control occurs. In addition, Mr. Dobbs will be entitled to (x) a payment equal to the value of his restrictive covenants, which payment shall offset an equal amount of the Dobbs CIC Severance Amount; (y) 12 months of outplacement services paid for by the Company (not to exceed \$30,000); and (z) 12 months of financial planning services paid for by the Company (not to exceed \$30,000). If Mr. Dobbs's employment terminates due to death or disability, he or his estate will be entitled to the benefits described in clauses (i), (ii) and (iii) above.

Mr. Dobbs will also be entitled to payment of accrued but unpaid salary, accrued but unused vacation, unsubsidized COBRA benefits, and unreimbursed business expenses, following termination of employment for any reason.

The Dobbs Agreement provides that Mr. Dobbs is entitled to participate in all benefit plans provided to the Company’s executives of like status from time to time in accordance with the applicable plan, policy or practices of the Company. It also provides for four weeks of annual paid vacation, reimbursement of business expenses, and indemnification rights.

The Dobbs Agreement contains restrictive covenants prohibiting Mr. Dobbs from disclosing the Company’s confidential information at any time, from competing with the Company in specified counties where the Company does business during his employment, subject to certain exceptions, and for one year thereafter (or six months thereafter if he terminates his employment voluntarily without good reason), and from soliciting the Company’s clients, suppliers and business partners during his employment and for one year thereafter.

The Glover Agreement, the Stedum Agreement and the Dobbs Agreement each provide that we will either (i) reduce the amount of severance benefits otherwise payable to the executive officer under the applicable agreement so that such severance benefits will not be subject to excise tax for purposes Sections 280G and 4999 of the Code or (ii) pay the full amount of severance benefits payable to the executive officer under the applicable employment agreement (but with no tax “gross-up”), whichever produces the better after-tax result for the executive officer.

Potential Payments upon Termination or Change in Control

The table below presents the estimated value of payments and benefits that each Named Executive Officer would have been entitled to receive if the specified triggering event had occurred on December 31, 2024. Amounts presented for the vesting of equity awards are calculated based on the closing price of our Common Stock on the NYSE on December 31, 2024, which was \$1,105.96 per share.

Name	Benefit	Death/Disability (\$)	Change in Control (\$)	Termination without Cause or by NEO for Good Reason within 24 Months of a Change in Control (\$)	Termination without Cause or by NEO for Good Reason (\$)
Tyler Glover					
	Cash severance payment ⁽¹⁾	\$ —	\$ —	\$ 7,345,649 ⁽²⁾	\$ 4,913,477 ⁽³⁾
	Annual incentive plan bonus unpaid at end of year	1,771,181 ⁽⁴⁾	—	1,771,181 ⁽⁴⁾	1,771,181 ⁽⁴⁾
	Continuation of benefits	—	—	49,723 ⁽⁵⁾	49,723 ⁽⁵⁾
	Vesting of 2022 RSUs ⁽⁶⁾	2,842,447	— ⁽⁷⁾	2,842,447 ⁽⁷⁾	2,842,447
	Vesting of 2022 PSUs	4,260,263 ⁽⁸⁾	4,023,960 ⁽⁹⁾	236,303 ⁽⁸⁾⁽¹⁰⁾	4,260,263 ⁽⁸⁾
	Vesting of 2023 RSUs ⁽⁶⁾	2,984,561	— ⁽⁷⁾	2,984,561 ⁽⁷⁾	2,984,561
	Vesting of 2023 PSUs	2,984,561 ⁽⁸⁾	1,825,399 ⁽⁹⁾	1,159,162 ⁽⁸⁾⁽¹⁰⁾	2,984,561 ⁽⁸⁾
	Vesting of 2024 RSUs ⁽⁶⁾	4,264,550	— ⁽⁷⁾	4,264,550 ⁽⁷⁾	4,264,550
	Vesting of 2024 PSUs	4,264,550 ⁽⁸⁾	1,186,092 ⁽⁹⁾	3,078,458 ⁽⁸⁾⁽¹⁰⁾	4,264,550
	Other	—	—	60,000 ⁽¹¹⁾	—
	Total	\$ 23,372,113	\$ 7,035,451	\$ 23,792,034	\$ 28,335,313

Name	Benefit	Death/Disability (\$)	Change in Control (\$)	Termination without Cause or by NEO for Good Reason within 24 Months of a Change in Control (\$)	Termination without Cause or by NEO for Good Reason (\$)
Chris Steddum					
	Cash severance payment ⁽¹⁾	\$ —	\$ —	\$ 3,810,393 ⁽²⁾	\$ 2,548,758 ⁽³⁾
	Annual incentive plan bonus unpaid at end of year	895,062 ⁽⁴⁾	—	895,062 ⁽⁴⁾	895,062 ⁽⁴⁾
	Continuation of benefits	—	—	49,723 ⁽⁵⁾	49,723 ⁽⁵⁾
	Vesting of 2022 RSUs ⁽⁶⁾	1,172,424	— ⁽⁷⁾	1,172,424 ⁽⁷⁾	1,172,424
	Vesting of 2022 PSUs	1,758,636 ⁽⁸⁾	1,660,934 ⁽⁹⁾	97,702 ⁽⁸⁾⁽¹⁰⁾	1,758,636 ⁽⁸⁾
	Vesting of 2023 RSUs ⁽⁶⁾	1,428,133	— ⁽⁷⁾	1,428,133 ⁽⁷⁾	1,428,133
	Vesting of 2023 PSUs	1,431,509 ⁽⁸⁾	875,561 ⁽⁹⁾	555,948 ⁽⁸⁾⁽¹⁰⁾	1,431,509 ⁽⁸⁾
	Vesting of 2024 RSUs ⁽⁶⁾	2,327,341	— ⁽⁷⁾	2,327,341 ⁽⁷⁾	2,327,341
	Vesting of 2024 PSUs	2,327,341 ⁽⁸⁾	647,978 ⁽⁹⁾	1,679,363 ⁽⁸⁾⁽¹⁰⁾	2,327,341
	Other	—	—	60,000 ⁽¹¹⁾	—
	Total	\$ 11,340,446	\$ 3,184,473	\$ 12,076,089	\$ 13,938,927
Micheal W. Dobbs					
	Cash severance payment ⁽¹⁾	\$ —	\$ —	\$ 2,876,468 ⁽²⁾	\$ 1,924,059 ⁽³⁾
	Annual incentive plan bonus unpaid at end of year	625,123 ⁽⁴⁾	—	625,123 ⁽⁴⁾	625,123 ⁽⁴⁾
	Continuation of benefits	—	—	49,723 ⁽⁵⁾	49,723 ⁽⁵⁾
	Vesting of 2022 RSUs ⁽⁶⁾	722,541	— ⁽⁷⁾	722,541 ⁽⁷⁾	722,541
	Vesting of 2022 PSUs	1,083,811 ⁽⁸⁾	1,024,735 ⁽⁹⁾	59,076 ⁽⁸⁾⁽¹⁰⁾	1,083,811 ⁽⁸⁾
	Vesting of 2023 RSUs ⁽⁶⁾	921,703	— ⁽⁷⁾	921,703 ⁽⁷⁾	921,703
	Vesting of 2023 PSUs	925,079 ⁽⁸⁾	567,202 ⁽⁹⁾	357,877 ⁽⁸⁾⁽¹⁰⁾	925,079 ⁽⁸⁾
	Vesting of 2024 RSUs ⁽⁶⁾	1,352,010	— ⁽⁷⁾	1,352,010 ⁽⁷⁾	1,352,010
	Vesting of 2024 PSUs	1,352,010 ⁽⁸⁾	376,680 ⁽⁹⁾	975,331 ⁽⁸⁾⁽¹⁰⁾	1,352,010
	Other	—	—	60,000 ⁽¹¹⁾	—
	Total	\$ 6,982,277	\$ 1,968,617	\$ 7,999,852	\$ 8,956,059

(1) The amount presented assumes that the Named Executive Officer did not have any accrued but unused vacation as of December 31, 2024.

(2) Assumes that, in connection with the change in control, the Named Executive Officer's employment is terminated by the Company without cause or by the Named Executive Officer for good reason within a 24-month period following a change in control. The amount presented represents a severance payment equal to 2.99 times the three-year average of each Named Executive Officer's base salary and annual bonus for 2022 through 2024.

- (3) The amount presented represents a severance payment equal to two times the three-year average of the Named Executive Officer's base salary and annual bonus for 2021 through 2024.
- (4) Calculated based on the amount of bonus the Named Executive Officer would have been entitled to receive under the annual incentive plan based on the Company's actual performance during the 2024 performance period, which is the same bonus amount actually paid to such Named Executive Officer for 2024 and reported in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.
- (5) The amount presented represents the aggregate amount payable for continuation of health, dental and vision insurance benefits for 18 months following the date of termination of employment, per the terms of the Glover Agreement, the Steddum Agreement and the Dobbs Agreement, as applicable.
- (6) The applicable RSU award agreements provide that unvested RSUs will vest in full upon the Named Executive Officer's death, disability, termination by the Company without cause (including following a change in control, assuming the award remains in effect) or termination by the Named Executive Officer for good reason (including following a change in control, assuming the award remains in effect). The applicable RSU award agreements also provide that, in the event of a change in control, any replacement award shall provide that if the Named Executive Officer is terminated by the Company without cause or for good reason, any unvested RSUs shall become immediately vested at the time of the termination. If no replacement award is granted in connection with a change in control and the Common Stock ceases to be publicly traded after the change in control, any unvested RSUs shall become immediately vested upon the change in control. The amounts presented include accrued but unpaid dividends on the RSUs.
- (7) The amount presented assumes that, in connection with the change in control, no replacement awards are granted, the applicable RSU award agreements remain in effect and the Common Stock continues to be publicly traded.
- (8) The applicable PSU award agreements provide that upon the Named Executive Officer's death, disability, termination by the Company without cause or termination by the Named Executive Officer for good reason, the PSUs shall remain outstanding and eligible for vesting based on the actual achievement of the applicable performance goals. The amount presented assumes the target level of achievement for the applicable performance period and includes accrued but unpaid dividends on the PSUs.
- (9) The applicable PSU award agreements provide that upon a change in control, a pro-rata number of PSUs will be immediately earned, vested and paid based on (i) for FCF PSUs, target level of achievement for the applicable performance period and (ii) for RTSR PSUs, the higher of (a) actual performance as of the date of the change in control and (b) achievement of an RTSR relative to reference group at the 50th percentile. The amount presented with respect to RTSR PSUs is based on achievement of an RTSR relative to the reference group at the 50th percentile, which was the target performance level as of December 31, 2024. The amount presented includes accrued but unpaid dividends on the PSUs.
- (10) The amount presented assumes that a pro-rata number of the Named Executive Officer's PSUs had already been earned, vested and paid in connection with the change in control prior to the Named Executive Officer's termination as described in footnote 9 above.
- (11) The amount presented represents the maximum reimbursable amount for outplacement and financial planning services costs under the Glover Agreement, the Steddum Agreement and the Dobbs Agreement, as applicable.

Pension Benefits

Name	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit	Payments During Last Fiscal Year
Tyler Glover	Restated Texas Pacific Land Corporation Employees' Pension Plan	12.0	\$ 158,346	\$ —
Chris Steddum	Restated Texas Pacific Land Corporation Employees' Pension Plan	4.5	\$ 81,691	\$ —
Micheal W. Dobbs	Restated Texas Pacific Land Corporation Employees' Pension Plan	3.0	\$ 79,380	\$ —

The Pension Plan is a noncontributory defined benefit pension plan qualified under Section 401 of the Code in which the employees participate. The remuneration covered by the Pension Plan is Salary, subject to applicable limits prescribed by the Internal Revenue Services. The Pension Plan provides a normal retirement benefit equal to 1.5% of a participant's average Salary for the last five years prior to retirement for each year of Credited Service under the Plan. Credited service is earned from the participant's date of membership in the Pension Plan, which is generally not the participant's date of hire by the Company. For information concerning the valuation method and material assumptions used in quantifying the present value of the Named Executive Officers' current accrued benefits and the freezing of the Pension Plan effective December 31, 2024, see Note 8, "Pension and Other Postretirement Benefits" in the notes to our consolidated financial statements included under Part II, Item 8 "Financial Statements and Supplementary Data."

As of December 31, 2024, the annual accrued normal retirement benefits are estimated to be \$55,980 for Mr. Glover, \$22,425 for Mr. Steddum, and \$14,700 for Mr. Dobbs.

The Pension Plan provides for early retirement after 20 years of service with the Company. Early retirement benefits are calculated in the same manner as the normal retirement benefit, but are reduced by 1/15 for each of the first five years and 1/30 for each of the next five years that benefits commence prior to normal retirement. If benefits commence more than 10 years prior to normal retirement, the early retirement benefit payable at age 55 is reduced actuarially for the period prior to age 55. None of the listed participants are currently eligible for early retirement benefits. The Pension Plan was frozen as of December 31, 2024 and no future benefit accruals will be made.

Directors' Compensation

The following table sets forth information concerning compensation paid to our non-employee directors during the year ended December 31, 2024. Because Mr. Glover is an employee of the Company, he did not receive additional compensation for his service as a director in 2024. See the Summary Compensation Table included above for additional information regarding the compensation paid to Mr. Glover.

Name	Fees Earned or Paid in Cash ⁽¹⁾	Stock Awards ⁽²⁾	Total
Rhys J. Best	\$ 243,000	\$ 125,796	\$ 368,796
Donald G. Cook	\$ 144,000	\$ 125,796	\$ 269,796
Barbara J. Duganier	\$ 154,000	\$ 125,796	\$ 279,796
Donna E. Epps	\$ 154,000	\$ 125,796	\$ 279,796
Karl F. Kurz	\$ 138,000	\$ 125,796	\$ 263,796
Eric L. Oliver	\$ 115,000	\$ 125,796	\$ 240,796
Robert Roosa	\$ 138,500	\$ 125,796	\$ 264,296
Murray Stahl	\$ 122,500	\$ 125,796	\$ 248,296
Marguerite Woung-Chapman	\$ 133,000	\$ 125,796	\$ 258,796

(1) From time to time, the Board constitutes ad hoc committees and determines whether any, and if so how much, compensation is paid for such service. Any such payments made to directors during the year ended December 31, 2024 are reflected in the "Fees Earned or Paid in Cash" column of the table above.

(2) Amounts shown represent the aggregate grant date fair value of non-employee director equity compensation, computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. A discussion of the assumptions used in the calculation of these amounts is included in Note 9, "Share-Based Compensation" in the notes to our consolidated financial statements included under Part II, Item 8. "Financial Statements and Supplementary Data." For purposes of non-employee director equity compensation, we did not issue any fractional shares and, as a result, the aggregate grant date fair value of each director's award is slightly more than \$125,000. As of December 31, 2024, none of the non-employee directors had outstanding equity awards.

On an annual basis, all non-employee directors receive a base retainer of \$230,000, of which \$105,000 is paid in cash and \$125,000 is paid in shares of Common Stock unless otherwise determined by the Company, valued at the closing price of the Common Stock on the NYSE on the date of grant of January 1 of each year and are immediately vested on the date of grant. Directors serving in multiple leadership roles receive incremental compensation for each role, including that committee chairs receive both the committee service fee plus the specified amount for chairing such committee. Directors are not expected to receive additional compensation for attending regularly scheduled Board or committee meetings. For directors appointed or elected after January 1 of a given year, the compensation paid to the non-employee directors will be prorated based on the number of days of service.

On December 9, 2024, the Board approved increases for non-employee director compensation, beginning with the 2025 fiscal year. Totals for 2025 are as follows:

	2024	2025
Annual base retainer:		
Cash	\$ 105,000	\$ 105,000
Shares of common stock ⁽¹⁾	125,000	145,000
Total base retainer	\$ 230,000	\$ 250,000
Committee service (per committee)	\$ 10,000	\$ 10,000
Chair Fees:		
Board Chair	\$ 125,000	\$ 130,000
Audit Committee Chair	\$ 10,000	\$ 15,000
Nominating and Corporate Governance Committee Chair	\$ 5,000	\$ 10,000
Compensation Committee Chair	\$ 5,000	\$ 10,000
Strategic Acquisitions Committee Chair	\$ 5,000	\$ 5,000

(1) Paid in shares of Common Stock, unless otherwise determined by the Company, valued at the closing price of the Common Stock on the NYSE on the date of grant of January 1 of each year and are immediately vested on the date of grant.

Stock Ownership Guidelines

The Company believes that it is in the best interests of our stockholders for our directors to maintain a significant ownership position in TPL to create substantial alignment with our stockholders. Therefore, we have established stock ownership guidelines applicable to our non-employee directors. The ownership guidelines require each of our non-employee directors to acquire, within five (5) years, and hold shares of Common Stock with an aggregate value of at least five (5) times the base cash retainer. Shares counting towards the guidelines include TPL shares held outright and unvested time-based restricted shares. However, non-employee directors are permitted to sell shares of Common Stock to facilitate tax obligations in connection with the vesting of restricted shares. If a non-employee director falls below the applicable multiple due solely to a decline in the value of shares of Common Stock, such non-employee director will not be required to acquire additional shares to meet the applicable multiple.

Compensation Committee Interlocks and Insider Participation

Our Compensation Committee consists of Ms. Duganier, the chair, Gen. Cook, Mr. Kurz and Mr. Roosa. None of Ms. Duganier, Gen. Cook, Mr. Kurz and Mr. Roosa, the members of the Compensation Committee, was an officer or employee of TPL during the Last Fiscal Year or had any relationship requiring disclosure by the Company pursuant to Item 404 of Regulation S-K. There are no interlocking relationships requiring disclosure by the Company pursuant to Item 407(e)(4)(iii) of Regulation S-K.

On August 27, 2024, we announced the acquisition of oil and gas mineral interests in 4,106 total net royalty acres located in Culberson County, Texas for \$120.3 million, net of post-closing adjustments (the "Mineral Interest Acquisitions"). The Mineral Interest Acquisitions were completed in conjunction with Brigham Royalties Fund I Holdco, L.L.C., a subsidiary of Brigham Royalties. Robert Roosa, a member of the Board, is a partner in, and serves as the Chief Executive Officer of, Brigham Royalties. Brigham Royalties originally identified the opportunity and, because of the size and concentration, invited us to participate. Following the execution of the purchase and sale agreements (totaling 7,416 net royalty acres) related to the Mineral Interest Acquisitions, a 55.4% interest in each was assigned to our subsidiary.

Each party paid a pro-rata share of the purchase price and closing costs. We directly paid an aggregate of approximately \$1.1 million in commissions to six Brigham Royalties employees, which was equal to the bonuses those employees would have received with respect to the Mineral Interest Acquisitions had they been completed by Brigham Royalties. Those fees were significantly less than commissions we would have paid to other third parties for similar services. We performed our own diligence and valuation, and the Mineral Interest Acquisitions were approved by the Audit Committee and full Board with Mr. Roosa abstaining. We did not pay any fees or commissions to Brigham Royalties or Mr. Roosa in

connection with, and we do not have any further relationship with Brigham Royalties with respect to the Mineral Interest Acquisitions.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section of this Item 11 with management and, based on such review and discussion, recommended that it be included in this Annual Report on Form 10-K.

Respectfully submitted,

The Compensation Committee of the Board of Directors

Barbara J. Duganier, Chair
Donald G. Cook
Karl F. Kurz
Robert M. Roosa

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Our Common Stock is listed on the NYSE under the symbol “TPL.”

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth certain information, as of December 31, 2024, regarding the shares of our Common Stock authorized for issuance under our equity compensation plans.

Plan	Number of shares of Common Stock issuable upon exercise of outstanding options, warrants or rights	Weighted average of exercise price of outstanding	Number of shares of Common Stock remaining available for future issuance
Texas Pacific Land Corporation 2021 Incentive Plan approved by stockholders ⁽¹⁾	44,290	—	136,238
Texas Pacific Land Corporation 2021 Director Stock and Deferred Compensation Plan approved by stockholders	—	—	24,219
Equity compensation plans not approved by stockholders	—	—	—

(1) Includes unvested RSUs and PSUs (based on target units). The amount reported in “Weighted-average exercise price of outstanding options, warrants and rights” does not take into account RSUs and PSUs because they have no exercise price.

2021 Incentive Plan

We maintain the 2021 Plan, pursuant to which we may grant to any employee of the Company, an affiliate or a subsidiary nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, cash-based awards and other stock-based awards. The 2021 Plan was approved by our Board on August 11, 2021 and by our stockholders on December 29, 2021, and amended on October 31, 2023, and will expire on December 29, 2031. The maximum aggregate number of shares of Common Stock that may be issued under the 2021 Plan is 225,000 shares, which may consist, in whole or in part, of authorized and unissued shares (if any), treasury shares, or shares reacquired by the Company in any manner.

Unless otherwise provided in an award agreement, a severance plan sponsored by the Company, or in an applicable employment agreement, or otherwise determined by the Compensation Committee, upon a change in control of the Company (as defined in the 2021 Plan) the following shall occur:

- For awards other than performance awards, a replacement award (that is, an award with a value and terms that are at least as favorable as the outstanding award that is being replaced by the replacement award) may be issued;
- For awards other than performance awards, if a replacement award is not issued and the Company’s Common Stock ceases to be publicly traded after the change in control, such awards shall be immediately vested and exercisable upon such change in control;
- For unearned performance awards, the award shall be (i) earned on a pro-rata basis at the higher of actual or target performance and (ii) measured as of the end of the calendar quarter before the change in control date or, if the award is stock-price based, as of the effective date of the change in control;
- For earned but unvested performance awards, the earned award shall be immediately vested and payable as of the change in control; and
- For awards other than performance awards, if the Company’s Common Stock continues to be publicly traded after change in control, such awards shall continue under their applicable terms, unless otherwise determined by the Compensation Committee.

Notwithstanding the forgoing, in the case of awards other than performance awards, the Compensation Committee may cancel such awards, and the award holders shall receive shares or cash equal to the difference between the amount stockholders receive for their shares and the purchase price per share, if any, under the award. Except as may be provided in an employment or severance compensation agreement between the Company and the participant, if, in connection with a change in control, a participant’s payment of any awards will cause the participant to be liable for federal excise tax levied on certain “excess parachute payments,” then either (i) all payments otherwise due or (ii) the reduced payment amount to avoid an excess

parachute payment, whichever will provide the participant with the greater after-tax economic benefit taking into account any applicable excise tax, shall be paid to the participant. In no event will any participant be entitled to receive any kind of gross-up payment or reimbursement for any excise taxes payable in connection with change in control payments.

2021 Non-Employee Director Stock and Deferred Compensation Plan

We maintain the Texas Pacific Land Corporation 2021 Non-Employee Director and Deferred Compensation Plan (the “2021 Director Plan”), pursuant to which we may grant shares of Common Stock to each of our non-employee directors and our non-employee directors may defer some or all of their directors’ cash fees and stock compensation. The 2021 Director Plan was approved by our Board on August 11, 2021 and by our stockholders on December 29, 2021, and amended on October 31, 2023, and will expire on December 29, 2031. The 2021 Director Plan provides for annual grants of shares of Common Stock to each of our non-employee directors. Shares granted are fully vested upon date of grant unless the Compensation Committee or Board determines otherwise.

The maximum aggregate number of shares of Common Stock that may be issued under the 2021 Director Plan is 30,000 shares, and the aggregate fair market value of shares that may be issued to a non-employee director in a calendar year is limited to \$500,000. Shares granted under the 2021 Director Plan may consist, in whole or in part, of authorized and unissued shares (if any), treasury shares, or shares reacquired by the Company in any manner.

Security Ownership of Certain Beneficial Owners

We have determined beneficial ownership in accordance with the rules of the SEC. Under such rules, an individual or entity is generally deemed to beneficially own any shares as to which the individual or entity has sole or shared voting or investment power, including any shares that the individual or entity has the right to acquire within 60 days of February 12, 2025 through the exercise of any stock options, through the vesting/settlement of RSUs, or upon the exercise of other rights. Shares underlying PSUs will not be deemed beneficially owned by a person even if the PSU may vest within 60 days of February 12, 2025 because the satisfaction of the applicable performance conditions is outside of the person’s control. For purposes of computing the percentage of outstanding shares of Common Stock held by each person or group of persons named below, any Common Stock that such person or persons has the right to acquire within 60 days of February 12, 2025 is deemed to be outstanding but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Except as indicated in the footnotes below, we believe, based on the information furnished or available to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to community property laws where applicable. There are no arrangements currently known to us, the operation of which may at a subsequent date result in a change of control of the Company.

The following table is based upon 22,984,798 shares of Common Stock outstanding as of February 12, 2025 and shows all holders known to the Company to be the beneficial owner of more than 5% of the outstanding shares of Common Stock as of February 12, 2025:

Name and Address	Number of Securities Beneficially Owned	Percent of Class
Horizon Kinetics Asset Management LLC ⁽¹⁾ 470 Park Avenue South, 8th Floor South, New York, New York 10016	3,578,173	15.6%
The Vanguard Group ⁽²⁾ 100 Vanguard Blvd. Malvern, Pennsylvania 19355	2,454,117	10.7%
BlackRock, Inc. ⁽³⁾ 50 Hudson Yards New York, New York 10001	1,815,331	7.9%
State Street Corporation ⁽⁴⁾ One Congress Street, Suite 1, Boston, Massachusetts 02114	1,185,230	5.2%

(1) The information set forth is based on Amendment No. 8 to Schedule 13D (the “Schedule 13D”) filed on December 18, 2024 by Horizon Kinetics Asset Management LLC (“Horizon”), a wholly owned subsidiary of Horizon Kinetics Holding Corporation, which indicates that Horizon has sole voting and sole dispositive power with respect to all shares beneficially owned. Horizon Kinetics Holding Corporation, through its registered investment adviser, Horizon, acts as a discretionary investment manager on behalf of its clients, who maintain beneficial interest in TPL. Murray Stahl, Chief Executive Officer, Chairman of the Board and Chief Investment Officer of Horizon Kinetics Holding Corporation, is a director of TPL. The number of shares beneficially owned excludes shares held by portfolio managers and other employees of Horizon personally.

- (2) The information reported is based on Amendment No. 3 to Schedule 13G filed on December 6, 2024 by The Vanguard Group. The Vanguard Group reported sole dispositive power with respect to 2,370,928 shares, shared voting power with respect to 24,770 shares, and shared dispositive power with respect to 83,189 shares.
- (3) The information reported is based on Amendment No. 2 to Schedule 13G filed on February 5, 2025 by BlackRock, Inc. BlackRock, Inc. reported sole voting power with respect to 1,691,275 shares and sole dispositive power with respect to 1,815,331 shares.
- (4) The information reported is based on Schedule 13G filed on February 5, 2025 by State Street Corporation. State Street Corporation reported shared voting power with respect to 858,356 shares and shared dispositive power with respect to 1,185,230 shares.

Stock Ownership Information for Directors and Officers

The following table is based upon 22,984,798 shares of Common Stock outstanding as of February 12, 2025 and shows the number of shares of Common Stock beneficially owned directly or indirectly as of February 12, 2025 (i) our current directors, (ii) our Named Executive Officers and (iii) all of our directors and executive officers as a group. Unless otherwise indicated, the address for each director and Named Executive Officer is: c/o Texas Pacific Land Corporation, 1700 Pacific Avenue, Suite 2900, Dallas, Texas 75201.

Name of Beneficial Owner	Number of Securities Beneficially Owned	Percent of Class
Directors and Named Executive Officers:		
Rhys J. Best	915	*
Donald G. Cook	844	*
Barbara J. Duganier	789	*
Donna E. Epps	789	*
Karl F. Kurz	690	*
Eric L. Oliver	402,189 ⁽¹⁾	1.8%
Robert Roosa	1,305 ⁽²⁾	*
Murray Stahl	163,384 ⁽³⁾	*
Marguerite Woung-Chapman	405	*
Tyler Glover	11,208 ⁽⁴⁾	*
Chris Steddum	4,564 ⁽⁵⁾	*
Micheal W. Dobbs	2,721 ⁽⁶⁾	*
All Directors and Executive Officers as a Group (12 persons)	589,803	2.6%

* Indicates ownership of less than 1% of the class.

- (1) Includes (i) 1,089 shares held by Eric L. Oliver, (ii) 393,300 shares held by SoftVest, L.P., a Delaware limited partnership (“SoftVest LP”), (iii) 1,050 shares held by trusts administered for the benefit of Mr. Oliver’s grandchildren (the “Trust Shares”), and (iv) 6,750 shares owned by Debeck LLC and Debeck Properties LP (together, “Debeck”). The general partner of SoftVest LP is SoftVest GP I, LLC, a Delaware limited liability company (“SV GP”). SoftVest Advisors, LLC, a Delaware limited liability company (“SoftVest Advisors”) is investment manager of SoftVest LP. Mr. Oliver is the managing member of SV GP. SoftVest LP, SoftVest Advisors and Mr. Oliver may be deemed to share voting and dispositive power with respect to shares beneficially owned by them. Mr. Oliver disclaims beneficial ownership of the 393,300 shares of Common Stock held by SoftVest LP for purposes of Section 16 of the Exchange Act, except for his pecuniary interest therein. Mr. Oliver has sole voting and dispositive power with respect to the Trust Shares and disclaims any pecuniary interest in such shares. Mr. Oliver controls Debeck and has sole voting and dispositive power with respect to the shares beneficially owned by Debeck, but Mr. Oliver disclaims any pecuniary interest therein.
- (2) Includes (i) 405 shares held by Robert Roosa, (ii) 450 shares held by RSR Resources & Minerals Unvested, LLC, of which Mr. Roosa is the manager, and (iii) 450 shares held by RSR Resources & Minerals Vested, LLC, of which Mr. Roosa is the manager.
- (3) Includes (i) 7,980 shares held by Murray Stahl and (ii) 155,404 shares held indirectly by Mr. Stahl as of December 31, 2024. The shares referenced in (ii) above are managed by Horizon Kinetics Holding Corporation through its registered investment adviser, Horizon. Mr. Stahl, Chief Executive Officer, Chairman of the Board and Chief Investment Officer of Horizon Kinetics Holding Corporation, is a director of TPL, but does not participate in Horizon’s investment decisions with respect to the securities of TPL. Horizon separately reports its position and transactions in the securities of TPL on Forms 4 and Schedule 13D. Mr. Stahl disclaims beneficial ownership in any of the accounts managed by Horizon except to the extent of his pecuniary interest therein.
- (4) Includes 1,266 shares underlying RSUs that will vest within 60 days of February 12, 2025.
- (5) Includes 690 shares underlying RSUs that will vest within 60 days of February 12, 2025.
- (6) Includes 402 shares underlying RSUs that will vest within 60 days of February 12, 2025.

Item 13. Certain Relationships and Related Transactions, and Director Independence.**Procedures for Approval of Related Person Transactions**

TPL generally does not engage in transactions in which TPL's executive officers or directors (or any of their immediate family members) or any of TPL's stockholders owning 5% or more of TPL's outstanding shares of Common Stock (or any of their immediate family members) have a material interest. Should a proposed transaction or series of similar transactions involve any such persons in an amount that exceeds \$120,000 in any fiscal year, it will be subject to review and approval by the Audit Committee in accordance with its written policy and procedures adopted by the Board. Transactions entered into that were not related person transactions at the time that they were consummated, but that later become related person transactions during the course of the transaction, will also be subject to review by the Audit Committee in accordance with a written policy adopted by the Board.

Transactions with Related Persons

As discussed elsewhere in this Annual Report on Form 10-K, on August 27, 2024, the Company announced the Mineral Asset Acquisitions. The Mineral Interest Acquisitions were completed in conjunction with Brigham Royalties Fund I Holdco, L.L.C., a subsidiary of Brigham Royalties. Robert Roosa, a member of the Board, is a partner in, and serves as the Chief Executive Officer of, Brigham Royalties. Brigham Royalties originally identified the opportunity and, because of the size and concentration, invited the Company to participate. Following the execution of the purchase and sale agreements (totaling 7,416 net royalty acres) related to the Mineral Interest Acquisitions, a 55.4% interest in each was assigned to a subsidiary of the Company.

Each party paid a pro-rata share of the purchase price and closing costs. The Company directly paid an aggregate of approximately \$1.1 million in commissions to six Brigham Royalties employees, which was equal to the bonuses those employees would have received with respect to the Mineral Interest Acquisitions had they been completed by Brigham Royalties. Those fees were significantly less than commissions the Company would have paid to other third parties for similar services. The Company performed its own diligence and valuation, and the Mineral Interest Acquisitions were approved by the Audit Committee and full Board with Mr. Roosa abstaining. The Company did not pay any fees or commissions to Brigham Royalties or Mr. Roosa in connection with, and the Company and Brigham Royalties have no further relationship with respect to, the Mineral Interest Acquisitions. Other than as discussed above, there have been no transactions between the Company and a related person that would be reportable under SEC rules or regulations.

Independence

The Board has affirmatively determined that all of the directors, other than Mr. Glover, who is employed by TPL, are independent under the rules of the SEC and the NYSE.

No director may be deemed independent unless the Board determines that he or she has no material relationship with TPL, directly or as an officer, stockholder or partner of an organization that has a material relationship with TPL.

Item 14. Principal Accountant Fees and Services.

The following table presents fees billed to TPL for professional services rendered by our independent registered public accounting firm, Deloitte & Touche LLP ("Deloitte"), for the years ended December 31, 2024 and 2023:

Type of Fees:	Years Ended December 31,	
	2024	2023
Audit fees	\$ 975,132	\$ 694,480
Audit-related fees	—	—
Tax fees	—	—
All other fees ⁽¹⁾	2,051	2,051
	<u>\$ 977,183</u>	<u>\$ 696,531</u>

(1) Represents fees associated with Deloitte sponsored accounting research tools.

For the year ended December 31, 2024, the Audit Committee approved all of the services provided by, and fees paid to, Deloitte.

The Audit Committee has established a policy requiring Audit Committee approval of all fees for audit and non-audit services to be provided by TPL's independent registered public accountants, prior to commencement of such services. Consideration and approval of fees generally occurs at the Committee's regularly scheduled meetings or, to the extent that such fees may relate to other matters to be considered at special meetings, at those special meetings.

PART IV

**Item 15. Exhibits and Financial Statement Schedules.
Financial Statements**

See “Index to Financial Statements.”

Exhibits**EXHIBIT INDEX**

Exhibit Number	Exhibit Description
3.1*	Second Amended and Restated Certificate of Incorporation, as amended through November 12, 2024.
3.2	Third Amended and Restated Bylaws of Texas Pacific Land Corporation (incorporated by reference to Exhibit 3.2 to our Form 8-K filed on November 12, 2024 (File No. 001-39804)).
4.1*	Description of Securities of Texas Pacific Land Corporation.
10.1†	Form of Indemnification Agreement by and between Texas Pacific Land Corporation and individual directors or officers (incorporated by reference to Exhibit 10.2 to our Form 8-K filed on January 11, 2021 (File No. 001-39804)).
10.2†	Amended and Restated Employment Agreement between Texas Pacific Land Corporation and Tyler Glover, dated October 13, 2023 (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on October 13, 2023 (File No. 1-39804)).
10.3†	Amended and Restated Employment Agreement between Texas Pacific Land Corporation and Chris Steddum, dated October 13, 2023 (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 13, 2023 (File No. 1-39804)).
10.4†	Amended and Restated Employment Agreement between Texas Pacific Land Corporation and Micheal W. Dobbs, dated October 13, 2023 (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on October 13, 2023 (File No. 1-39804)).
10.6†	2021 Incentive Plan (incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8 filed on December 29, 2021 (File No. 333-261938)).
10.6.1†	Amendment No. 1 to 2021 Incentive Plan dated October 31, 2023 (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q filed on November 1, 2023 (File No. 1-39804)).
10.6.2†	Form of Restricted Stock Award Agreement (Employees) (incorporated by reference to Exhibit 10.2 to our Registration Statement on Form S-8 filed on December 29, 2021 (File No. 333-261938)).
10.6.3†	Form of Restricted Stock Unit Award Agreement (2021 Grants) (incorporated by reference to Exhibit 10.4 to our Registration Statement on Form S-8 filed on February 14, 2022 (File No. 001-39804)).
10.6.4†	Form of RTSR Performance Unit Award Agreement (2021 Grants) (incorporated by reference to Exhibit 10.5 to our Registration Statement on Form S-8 filed on February 14, 2022 (File No. 001-39804)).
10.6.5†	Form of FCF/Share Performance Unit Award Agreement (2021 Grants) (incorporated by reference to Exhibit 10.6 to our Registration Statement on Form S-8 filed on February 14, 2022 (File No. 001-39804)).
10.6.6†	Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on February 13, 2023 (File No. 001-39804)).
10.6.7†	Form of RTSR Performance Unit Award Agreement (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on February 13, 2023 (File No. 001-39804)).
10.6.8†	Form of FCF/Share Performance Unit Award Agreement (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on February 13, 2023 (File No. 001-39804)).
10.6.9†	Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q filed on November 1, 2023 (File No. 1-39804)).
10.6.10†	Form of RTSR Performance Unit Award Agreement (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q filed on November 1, 2023 (File No. 1-39804)).
10.6.11†	Form of FCF/Share Performance Unit Award Agreement (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q filed on November 1, 2023 (File No. 1-39804)).
10.6.12†	Form of FCF/Share Performance Unit Award Agreement (2024) (incorporated by reference to Exhibit 10.6 to our Annual Report on Form 10-K filed on February 21, 2024 (File No. 1-39804)).
10.7†	2021 Non-Employee Director Stock and Deferred Compensation Plan (incorporated by reference to Exhibit 10.3 to our Registration Statement on Form S-8 filed on December 29, 2021 (File No. 333-261938)).

[Table of Contents](#)

10.7.1†	Amendment No. 1 to 2021 Non-Employee Director Stock and Deferred Compensation Plan dated October 31, 2023 (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q filed on November 1, 2023 (File No. 1-39804)).
10.7.2†	Form of Restricted Stock Award Agreement (Directors) (incorporated by reference to Exhibit 10.4 to our Registration Statement on Form S-8 filed on December 29, 2021 (File No. 333-261938)).
10.8	Cooperation Agreement, dated as of July 28, 2023 (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 1, 2023 (File No. 001-39804)).
19.1*	Insider Trading Policy
21.1*	List of Subsidiaries.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Ryder Scott Company L.P.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act.
32.1**	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97.1	Clawback Policy (incorporated by reference to Exhibit 97.1 to our Annual Report on Form 10-K filed on February 21, 2024 (File No. 1-398034)).
99.1*	Report of Ryder Scott Company, L.P. as of December 31, 2024
101*	The following information from our Annual Report on Form 10-K for the year ended December 31, 2024, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income and Total Comprehensive Income; (iii) Consolidated Statements of Equity and (iv) Consolidated Statements of Cash Flows.
104	The cover page from our Annual Report on Form 10-K formatted in iXBRL.

* Filed herewith.

** The certifications attached as Exhibits 32.1 and 32.2 are not deemed “filed” with the SEC and are not to be incorporated by reference into any filing of Texas Pacific Land Corporation under the Securities Act or the Exchange Act, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

† Management compensatory arrangement.

Item 16. Form 10-K Summary.

Not applicable.

Item 15(a). Financial Statements.

INDEX TO FINANCIAL STATEMENTS

Consolidated Financial Statements	Page
Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)	F-2
Consolidated Balance Sheets – December 31, 2024 and 2023	F-4
Consolidated Statements of Income and Total Comprehensive Income – Years Ended December 31, 2024, 2023 and 2022	F-5
Consolidated Statements of Equity – Years Ended December 31, 2024, 2023 and 2022	F-6
Consolidated Statements of Cash Flows – Years Ended December 31, 2024, 2023 and 2022	F-7
Notes to Consolidated Financial Statements	F-8

All schedules have been omitted because the required information is contained in the consolidated financial statements or related notes, or is not applicable or immaterial.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Texas Pacific Land Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Texas Pacific Land Corporation (the “Company”) as of December 31, 2024 and 2023, the related consolidated statements of income and total comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 19, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Accrual of Oil and Gas Royalties — Refer to Note 2 to the financial statements

Critical Audit Matter Description

The Company records an accrual for oil and gas royalty revenues in accounts receivable and accrued receivables, net in the accompanying consolidated balance sheet. The accrual is necessary due to the time lag between the production of oil and gas and generation of the actual payment by operators, which is typically one to two months after the production of oil and gas. The determination of the oil and gas royalty accrual involves an analysis of historical production volumes, estimates of the timing of future payments, and recent market prices for oil and gas. The realized transaction prices for oil and gas royalty revenues are subject to national and international economic and political considerations and locational and contractual basis differences.

Given the significant judgment in determining future estimated payments based on estimated production volumes, payment timing, and realized prices for oil and gas products made by the Company, performing audit procedures to evaluate the Company's estimate of accrued oil and gas royalties required a high degree of auditor judgment in evaluating audit evidence and an increased extent of effort.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the Company's accrual of oil and gas royalties included the following, among others:

- We tested the operating effectiveness of internal controls related the Company's estimate of the accrual of revenues from oil and gas royalties
- We evaluated the method used by management to develop the estimate considering historical production, payments, and timing of payments
- We evaluated the Company's estimation process by performing a retrospective review of variances between accrued revenue estimates and subsequent receipts of payments of oil and gas royalties
- We tested the completeness and accuracy of historical production and payment data used in the estimating payments not yet received for production during the current period, and assessed the relevance of historical data to the current period estimate
- We assessed the estimate of realized prices for oil and gas royalties used in the accrual of oil and gas royalties based on market pricing data and historical price differentials

/s/ Deloitte & Touche LLP

Dallas, Texas
February 19, 2025

We have served as the Company's auditor since 2021.

Item 1. Financial Statements

TEXAS PACIFIC LAND CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except shares and per share amounts)

	December 31, 2024	December 31, 2023
ASSETS		
Cash and cash equivalents	\$ 369,835	\$ 725,169
Accounts receivable and accrued receivables, net	126,670	128,971
Prepaid expenses and other current assets	5,318	2,944
Tax like-kind exchange escrow	1,546	5,380
Total current assets	503,369	862,464
Royalty interests acquired, net	432,401	46,609
Real estate acquired	143,178	130,024
Property, plant and equipment, net	122,578	89,587
Intangible assets, net	35,188	21,025
Real estate and royalty interests assigned through the Declaration of Trust, no value assigned:		
Land (surface rights)	—	—
1/16th and 1/128th nonparticipating perpetual royalty interests	—	—
Operating lease right-of-use assets	1,163	1,861
Other assets	10,143	4,828
Total assets	\$ 1,248,020	\$ 1,156,398
LIABILITIES AND EQUITY		
Accounts payable and accrued expenses	\$ 26,958	\$ 22,501
Ad valorem and other taxes payable	8,418	10,761
Income taxes payable	4,388	4,795
Unearned revenue	6,797	6,330
Total current liabilities	46,561	44,387
Deferred taxes payable	47,401	42,365
Unearned revenue - noncurrent	20,636	25,006
Operating lease liabilities	453	1,170
Accrued liabilities - noncurrent	504	274
Total liabilities	115,555	113,202
Commitments and contingencies (Note 13)	—	—
Equity:		
Preferred stock, \$0.01 par value; 1,000,000 shares authorized, none outstanding as of December 31, 2024 and 2023	—	—
Common stock, \$0.01 par value; 46,536,936 shares authorized as of December 31, 2024 and 2023, 22,971,803 and 23,007,681 outstanding as of December 31, 2024 and 2023, respectively	231	78
Treasury stock, at cost; 114,273 and 86,929 shares as of December 31, 2024 and 2023, respectively	(168,843)	(144,998)
Additional paid-in capital	19,900	14,613
Accumulated other comprehensive income	3,583	1,831
Retained earnings	1,277,594	1,171,672
Total equity	1,132,465	1,043,196
Total liabilities and equity	\$ 1,248,020	\$ 1,156,398

See accompanying notes to consolidated financial statements.

TEXAS PACIFIC LAND CORPORATION
CONSOLIDATED STATEMENTS OF INCOME AND TOTAL COMPREHENSIVE INCOME
(in thousands, except shares and per share amounts)

	Years Ended December 31,		
	2024	2023	2022
Revenues:			
Oil and gas royalties	\$ 373,331	\$ 357,394	\$ 452,434
Water sales	150,724	112,203	84,725
Produced water royalties	104,123	84,260	72,234
Easements and other surface-related income	73,257	70,932	48,348
Land sales	4,388	6,806	9,681
Total revenues	705,823	631,595	667,422
Expenses:			
Salaries and related employee expenses	53,621	43,384	41,402
Water service-related expenses	46,124	33,566	17,463
General and administrative expenses	34,483	46,450	22,020
Depreciation, depletion and amortization	25,162	14,757	15,376
Ad valorem and other taxes	7,295	7,385	8,854
Total operating expenses	166,685	145,542	105,115
Operating income	539,138	486,053	562,307
Other income, net	39,683	31,508	6,548
Income before income taxes	578,821	517,561	568,855
Income tax expense:			
Current	120,257	110,517	121,230
Deferred	4,604	1,399	1,263
Total income tax expense	124,861	111,916	122,493
Net income	\$ 453,960	\$ 405,645	\$ 446,362
Amortization of net actuarial costs, net of income taxes of \$(182), \$(27), and \$9 for the years ended December 31, 2024, 2023 and 2022, respectively	(684)	(103)	32
Net actuarial (loss) gain on pension plan, net of income taxes of \$483, \$(157), and \$931 as of December 31, 2024, 2023 and 2022, respectively	2,436	(582)	3,491
Total other comprehensive income (loss)	1,752	(685)	3,523
Total comprehensive income	\$ 455,712	\$ 404,960	\$ 449,885
Net income per share of common stock			
Basic	\$ 19.75	\$ 17.60	\$ 19.27
Diluted	\$ 19.72	\$ 17.59	\$ 19.26
Weighted average number of shares of common stock outstanding			
Basic	22,986,197	23,044,305	23,165,871
Diluted	23,019,751	23,059,845	23,180,427

See accompanying notes to consolidated financial statements.

TEXAS PACIFIC LAND CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY
(in thousands, except shares and per share amounts)

	Common Stock		Treasury Stock	Additional Paid-in Capital	Accum. Other Comp. Inc/(Loss)	Retained Earnings	Total Equity
	Shares	Amount					
Balances as of January 1, 2022	23,234,085	\$ 78	\$ (15,417)	\$ 28	\$ (1,007)	\$ 668,029	\$ 651,711
Net income	—	—	—	—	—	446,362	446,362
Repurchases of common stock	(146,877)	—	(87,900)	—	—	—	(87,900)
Regular dividends paid and accrued — \$ 4.00 per share of common stock	—	—	—	—	—	(92,737)	(92,737)
Special dividends paid and accrued — \$ 6.67 per share of common stock	—	—	—	—	—	(154,742)	(154,742)
Share-based compensation, net of forfeitures	2,097	—	940	8,265	—	(773)	8,432
Shares exchanged for tax withholdings	(2,268)	—	(1,762)	—	—	—	(1,762)
Periodic pension costs, net of income taxes of \$ 940	—	—	—	—	3,523	—	3,523
Balances as of December 31, 2022	23,087,037	78	(104,139)	8,293	2,516	866,139	772,887
Net income	—	—	—	—	—	405,645	405,645
Repurchases of common stock and related excise taxes	(82,857)	—	(42,801)	—	—	—	(42,801)
Regular dividends paid and accrued — \$ 4.33 per share of common stock	—	—	—	—	—	(99,972)	(99,972)
Share-based compensation, net of forfeitures	6,996	—	4,006	6,320	—	(140)	10,186
Shares exchanged for tax withholdings	(3,495)	—	(2,064)	—	—	—	(2,064)
Periodic pension costs, net of income taxes of \$ 184	—	—	—	—	(685)	—	(685)
Balances as of December 31, 2023	23,007,681	78	(144,998)	14,613	1,831	1,171,672	1,043,196
Net income	—	—	—	—	—	453,960	453,960
Issuance of common stock related to stock split	—	153	—	(153)	—	—	—
Repurchases of common stock and related excise taxes	(42,902)	—	(29,350)	—	—	—	(29,350)
Regular dividends paid and accrued — \$ 5.11 per share of common stock	—	—	—	—	—	(117,474)	(117,474)
Special dividends paid and accrued — \$ 10.00 per share of common stock	—	—	—	—	—	(229,834)	(229,834)
Share-based compensation, net of forfeitures	9,972	—	7,128	5,440	—	(730)	11,838
Shares exchanged for tax withholdings	(2,948)	—	(1,623)	—	—	—	(1,623)
Periodic pension costs, net of income taxes of \$ 301	—	—	—	—	1,752	—	1,752
Balances as of December 31, 2024	22,971,803	\$ 231	\$ (168,843)	\$ 19,900	\$ 3,583	\$ 1,277,594	\$ 1,132,465

See accompanying notes to consolidated financial statements.

TEXAS PACIFIC LAND CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Years Ended December 31,		
	2024	2023	2022
Cash flows from operating activities:			
Net income	\$ 453,960	\$ 405,645	\$ 446,362
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, depletion and amortization	25,162	14,757	15,376
Share-based compensation	12,498	10,343	8,432
Pension curtailment/settlement gains	(4,616)	—	—
Deferred taxes	4,604	1,399	1,263
Changes in operating assets and liabilities:			
Receivables and other assets	(610)	(24,457)	(13,833)
Prepaid income taxes	—	4,809	(4,809)
Income taxes payable	(407)	1,628	(25,916)
Unearned revenue	(3,903)	5,140	1,938
Operating liabilities, excluding income taxes	6,327	(3,240)	10,015
Ad valorem and other taxes payable	(2,343)	2,264	8,321
Cash provided by operating activities	490,672	418,288	447,149
Cash flows from investing activities:			
Acquisition of royalty interests, net of post-closing adjustments	(395,577)	(3,566)	(1,662)
Acquisition of a business	(45,000)	—	—
Acquisition of intangible assets	—	(21,403)	—
Acquisition of real estate	(1,476)	(20,320)	(633)
Purchase of fixed assets	(29,696)	(15,028)	(19,212)
Proceeds from sale of fixed assets	—	5	106
Cash used in investing activities	(471,749)	(60,312)	(21,401)
Cash flows from financing activities:			
Dividends paid	(347,309)	(99,972)	(247,281)
Repurchases of common stock	(29,159)	(42,573)	(87,765)
Shares exchanged for tax withholdings	(1,623)	(2,064)	(1,762)
Cash used in financing activities	(378,091)	(144,609)	(336,808)
Net (decrease) increase in cash, cash equivalents and restricted cash	(359,168)	213,367	88,940
Cash, cash equivalents and restricted cash, beginning of period	730,549	517,182	428,242
Cash, cash equivalents and restricted cash, end of period	\$ 371,381	\$ 730,549	\$ 517,182
Supplemental disclosure of cash flow information:			
Income taxes paid	\$ 120,669	\$ 104,079	\$ 151,956
Supplemental non-cash investing and financing information:			
Nonmonetary exchange of assets	\$ —	\$ 880	\$ 4,174
(Decrease) increase in accounts payable related to capital expenditures	\$ (273)	\$ 403	\$ (245)
Accrued dividends on unvested stock awards	\$ 730	\$ 158	\$ 198
Operating lease right-of-use assets	\$ —	\$ —	\$ 1,364

See accompanying notes to consolidated financial statements.

**TEXAS PACIFIC LAND CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

1. Organization and Description of Business

Organization

Texas Pacific Land Corporation (which, together with its subsidiaries as the context requires, may be referred to as “TPL,” the “Company,” “our,” “we,” or “us”) is a Delaware corporation and one of the largest landowners in the State of Texas with approximately 873,000 surface acres of land, principally concentrated in the Permian Basin. Additionally, we own a 1/128th nonparticipating perpetual oil and gas royalty interest (“NPRI”) under approximately 85,000 acres of land, a 1/16th NPRI under approximately 371,000 acres of land, and approximately 16,000 additional net royalty acres (normalized to 1/8th) (“NRA”) for a collective total of approximately 207,000 NRA, principally concentrated in the Permian Basin.

Our revenues are derived from oil and gas royalties, water sales, produced water royalties, easements and other surface-related (“SLEM”) income and land sales.

On January 11, 2021, we completed our reorganization from a business trust, Texas Pacific Land Trust (the “Trust”), organized under a Declaration of Trust dated February 1, 1888 (the “Declaration of Trust”), into Texas Pacific Land Corporation, a corporation formed and existing under the laws of the State of Delaware (the “Corporate Reorganization”).

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and include our consolidated accounts and the accounts of our wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform with the current year presentation.

Segment Reporting

Operating segments are based on components of the Company that engage in business activity that earn revenues and incur expenses and (a) whose operating results are regularly reviewed by our chief operating decision maker (“CODM”) to make decisions about resource allocation and performance and (b) for which discrete financial information is available. The measure of profit or loss that the CODM uses to assess performance and allocated resources to our reportable segments is Net Income. Our chief executive officer is the CODM and uses Net Income to evaluate income generated by each segment in his determination of allocating resources to each segment. As a result, the Company operates two operating segments which represent our reportable segments: Land and Resource Management and Water Services and Operations. The segments enable the alignment of strategies and objectives of TPL and provide a framework for timely and rational allocation of resources within businesses. See Note 15, “Business Segment Reporting” for further information regarding our segments.

Use of Estimates in the Preparation of Financial Statements

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Actual results could differ from those estimates. In the event estimates and/or assumptions prove to be different from actual amounts, adjustments are made in subsequent periods to reflect more current information.

Revenue Recognition

Oil and Gas Royalties

Oil and gas royalties are received in connection with royalty interests owned by TPL. Oil and gas royalties are reported net of production taxes and are recognized as revenue when crude oil and natural gas products are removed from the respective mineral reserve locations. Oil and gas royalty payments are generally received one to two months after the crude oil and gas products are removed. An accrual for amounts not received during the month crude oil and natural gas products are removed is included in accounts receivable and accrued receivables, net based on historical trends.

The oil and gas royalties which we receive are dependent upon the market prices for oil and gas, and locational and contractual price differences. The market prices for oil and gas are subject to national and international economic and political conditions and subject to significant price fluctuations.

TPL has analyzed public reports of drilling activities by the oil companies operating where we have an oil and gas royalty interest in an effort to identify unpaid royalties associated with royalty interests we own. Rights to certain oil and gas royalties we believe to be due and payable may be subject to dispute with the oil company involved as a result of disagreements with respect to drilling and related engineering information. Disputed oil and gas royalties are recorded when these contingencies are resolved.

Water Sales

Water sales revenue encompasses the sale and delivery of sourced, produced and treated water to operators and other customers, royalties received related to areas of mutual interest ("AMI"), and royalties received pursuant to legacy agreements with operators. In certain instances, we enter into agreements with third parties to provide various water services, including but not limited to, the purchase, sale or transfer of water within a specific geographic area, also known as an AMI. Our performance obligation is deemed satisfied upon the delivery of water at which point, revenue is recognized. In instances where a third party other than the customer is involved in the sale and/or transport of water, such as a revenue share agreement, brokered water sale transaction or third party acquisition of water, the Company will either be acting as the principal or the agent in the water sales transaction. If the Company is deemed to be acting as a principal, the associated revenues are reported on a gross basis in water sales revenue and the corresponding costs associated with the sale are reported as an operating expense in water service-related expenses in the consolidated income statement. If the Company is deemed to be acting as an agent, principally in brokered water transactions, the associated water sales revenue is reported net of the corresponding costs associated with the sale and included in the water sales revenue line item on the consolidated income statement.

Purchases of water from third parties, transfer costs and treatment expenses associated with water sales are included in water service-related expenses.

Produced Water Royalties

Produced water royalties represent revenue from the transfer and disposal of saltwater from producing oil and gas wells on our land. Revenue is recognized when the water is transported across or injected into our land.

Easements and Other Surface-Related Income

Easement contracts represent contracts which permit companies to install pipelines, electric lines and other equipment on land owned by TPL. When TPL receives a signed contract and payment, we make available the respective parcel of land to the grantee. Easement income is recognized upon the execution of the easement agreement, or in the event of a renewal upon receipt of the renewal payment, as at that point in time, we have satisfied our performance obligation and the customer has right of use.

Leases of our surface acreage include, but are not limited to, facility, roadway and surface leases with a typical lease term of 10 years and generally require fixed annual payments. Lease cancellations are allowed under certain circumstances, but initial lease deposits are generally nonrefundable. The initial lease deposits and annual payments are recorded as unearned revenue upon receipt and amortized over the life of the lease. Advance lease payments are deferred and amortized over the appropriate accounting period.

Other surface-related income includes revenue from permits, material sales, and renewable energy sources. Revenue from permits is recognized upon execution of the contract and receipt of payment. Revenue from material sales is recognized upon the removal of materials by the customer. Revenue from renewable energy sources, such as wind and solar power, generally consist of leases, some of which may include a provision for future royalties once certain circumstances occur. As discussed above, lease payments are recorded as unearned revenue and amortized over the life of the lease. Royalties are recognized based upon actual production.

Land Sales and Exchanges

We consider purchasers of land to be our customers as land management, leasing and sales are normal operating activities for TPL. Revenue is recognized on land sales when the performance obligation to the purchaser (customer) is complete. Revenue from land exchanges is recognized based upon the estimated fair value of the consideration exchanged.

Cash, Cash Equivalents and Restricted Cash

We consider investments in bank deposits, money market funds, and other highly-liquid cash investments, such as U.S. Treasury bills and commercial paper, with original maturities of three months or less to be cash equivalents. Our cash equivalents are considered Level 1 assets in the fair value hierarchy.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that correspond to the same such amounts shown in the consolidated statements of cash flows (in thousands):

	December 31, 2024	December 31, 2023
Cash and cash equivalents	\$ 369,835	\$ 725,169
Tax like-kind exchange escrow	1,546	5,380
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	<u>\$ 371,381</u>	<u>\$ 730,549</u>

Receivables

Receivables consist primarily of royalty income due related to our oil, gas and produced water royalties and trade accounts receivable related to water and material sales. An allowance is recorded for expected credit losses and is based upon our historical write-off experience, aging of trade accounts receivable and collectability patterns of our customers. The allowance for expected credit loss was approximately \$0.2 million as of December 31, 2024 and 2023.

Accrual of Oil and Gas Royalties

The Company accrues oil and gas royalties, which are included in accounts receivable and accrued receivables, net. An accrual is necessary due to the time lag between the removal of crude oil and natural gas products from the respective mineral reserve locations and generation of the actual payment by operators. The oil and gas royalty accrual is based upon historical production volumes, estimates of the timing of future payments and recent market prices for oil and gas. Accrued oil and gas royalties included in accounts receivable and accrued receivables, net totaled \$60.7 million and \$52.2 million as of December 31, 2024 and 2023, respectively.

Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date.

The fair value accounting standards establish a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect our assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs used in measuring fair value, as follows:

Level 1 – Inputs are based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Since inputs are based on quoted prices that are readily and regularly available in an active market, Level 1 inputs require the least amount of judgment.

Level 2 – Inputs are based on quoted prices for similar instruments in active markets, or are observable either directly or indirectly. Inputs are obtained from various sources including financial institutions and brokers.

Level 3 – Inputs that are unobservable and significant to the overall fair value measurement. The degree of judgment exercised by us in determining fair value is greatest for fair value measurements categorized in Level 3.

We use the highest level of observable market data if such data is available without undue cost and effort.

Business Combinations and Asset Acquisitions

Our acquisition activities generally include acquisitions of royalty interests and/or land (real estate), and at times, may also include acquisitions of intangible assets or other tangible assets.

When accounting for acquisition activities, we evaluate whether a transaction meets the definition of a business. We first apply a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, we further consider whether the set of assets acquired have, at a minimum, inputs and processes that have the ability to create outputs in the form of revenue. If the assets acquired meet this criteria, the transaction is accounted for as a business combination.

Acquisitions that qualify as an asset acquisition are accounted for using a cost accumulation model whereby the purchase price of the acquisition is allocated to the assets acquired on a relative fair value basis on the date of acquisition. Inputs used to determine such fair values are primarily based upon internally developed models, publicly-available drilling information, a risk-adjusted discount rate and/or publicly-available data regarding transactions consummated by other buyers and sellers, as applicable. These fair values are considered Level 2 and Level 3 assets in the fair value hierarchy. Any associated acquisition costs are capitalized.

Acquisitions that qualify as a business combination are accounted for using the acquisition method of accounting. The fair value of consideration transferred for an acquisition is allocated to the assets acquired and liabilities assumed based on their fair value on a nonrecurring basis on the acquisition date and are subject to fair value adjustments under certain circumstances. The excess of the consideration transferred over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Conversely, in the event the fair value of assets acquired and liabilities assumed is greater than the consideration transferred, a bargain purchase gain is recognized.

Determining the fair value of assets acquired and liabilities assumed requires judgment and often involves the use of significant estimates and assumptions as fair values are not always readily determinable. Different techniques may be used to determine fair values, including market prices (where available), comparisons to transactions involving the acquisition of similar assets and liabilities and the discounted net present value of estimated future cash flows, among others. We engage third-party valuation firms when appropriate to assist in the fair value determination of assets acquired and liabilities assumed. Acquisition-related expenses and transaction costs associated with business combinations are expensed as incurred. We may adjust the amounts recognized in connection with an acquisition during a measurement period not to exceed one year from the date of acquisition, as a result of subsequently obtaining additional information that existed at the acquisition date.

Royalty Interests Acquired

Royalty interests acquired represent royalty interests in proved and unproved oil and gas properties. The cost of acquired oil and gas royalties are capitalized and are accounted for under the successful efforts method. As unproved properties are determined to have proved reserves, the related costs are transferred to proved properties and become subject to depletion at that time.

Estimates of crude oil, natural gas, and NGL reserves affect the calculation of depletion and impairment and also the unaudited standardized measure disclosures associated with our oil and gas royalty interests. We engaged an independent consulting petroleum firm, with assistance from us, to prepare an estimate of proved developed producing reserves, future production and income attributable to our royalty interests as of December 31, 2024. All reserve estimates involve an assessment of the uncertainty relating to the likelihood that the actual remaining quantities recovered will be greater or less than the estimated quantities determined as of the date the estimate is made. The uncertainty depends primarily on the amount of reliable geologic and engineering data available at the time of the estimate and the interpretation of such data. For depletion purposes, and as required by the guidelines and definitions established by the Securities and Exchange Commission (the "SEC"), the reserve estimates were based on the average prices during the 12-month period prior to December 31, 2024 determined as an unweighted arithmetic average of the first day of the month for each month within the period. Any significant variance in the assumptions could materially affect the estimated quantity of reserves, which could affect the carrying value of our oil and gas royalty interests and/or the rate of depletion related to the oil and gas royalty interests.

Depletion of Royalty Interests Acquired

Capitalized costs for proved oil and gas royalty interests are depleted on a unit-of-production basis over total proved reserves. For depletion of proved oil and gas properties, interests are grouped in a reasonable aggregation of properties with common geological structural features or stratigraphic conditions.

Real Estate and Royalty Interests Assigned Through the Declaration of Trust

The fair market value of the land and royalty interests that were assigned through the Declaration of Trust (referred to as “Assigned” land and royalty interests) was not determined in 1888 when the Trust was formed; therefore, no value is assigned in the accompanying consolidated balance sheets to the Assigned land and royalty interests. Consequently, in the consolidated statements of income and total comprehensive income, no allowance has been made for depletion and no cost has been deducted from the proceeds of sales of the Assigned land and royalty interests. Even though the 1888 value of real properties cannot be precisely determined, we have concluded that the effect of this matter is no longer significant to our financial position or results of operations. Minimal real estate improvements are made to land

Impairment of Long-Lived Assets

We evaluate long-lived assets, including intangible assets with finite lives and royalty interests acquired with proved oil and gas reserves, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. When assessing the asset for impairment, we compare the undiscounted future net cash flows to the carrying value to determine recoverability. If the carrying value exceeds the undiscounted future net cash flows, the fair value of the asset is determined and an impairment is recognized based on the amount by which the carrying value exceeds the fair value. Fair value is determined primarily by discounted cash flows, supported by available market valuations, if applicable.

The factors used to determine fair value of proved oil and gas royalty interests include estimates of proved reserves, future commodity prices, timing of future production, and a risk-adjusted discount rate. If pricing conditions decline or are depressed, or if there is a negative impact on one or more of the other components of the calculation, we may incur proved property impairments in future periods. Factors used in the assessment of fair value of unproved oil and gas royalty interests include, but are not limited to, commodity price outlooks and current and future operator activity in the Permian.

No impairments were recorded for the years ended December 31, 2024, 2023 or 2022.

Amortization of Intangible Assets

Intangible assets are amortized on a straight-line basis over their estimated useful lives ranging from 13 to 20 years.

Property, Plant and Equipment

Property, plant and equipment is carried at cost less accumulated depreciation. Maintenance and repair costs are expensed as incurred. Costs associated with our development of infrastructure for sourcing and treating water are capitalized.

Research and Development Activities

Research and development activities relate to the Company’s initiative to develop an energy-efficient desalination and treatment process for surface discharge and beneficial reuse of produced water. Costs for tangible assets used in these activities that have an alternative future use to the Company are capitalized. All other research and development related expenses are expensed when incurred.

Depreciation Expense

We account for depreciation of property, plant and equipment on the straight-line method over the estimated useful lives of the assets. Depreciable lives by category are as follows:

	Range of Estimated Useful Lives (in years)		
Water wells and other water-related assets	3	to	20
Furniture, fixtures and equipment	3	to	15

Leases

We lease certain facilities under operating leases. A determination of whether a contract contains a lease is made at the inception of the arrangement. Our leased facilities include our administrative offices located in Dallas and Midland, Texas.

Our leases generally contain options to extend or terminate the lease. We reevaluate our leases on a regular basis to consider the economic and strategic incentives of exercising the renewal options, and how they align with our operating strategy. Therefore, substantially all of the renewal option periods are not included within the lease term and the associated payments are not included in the measurement of the right-of-use asset and lease liability as the options to extend are not reasonably certain at lease commencement. Short-term leases with an initial term of 12 months or less are not recognized in the right-to-use asset and lease liability on the consolidated balance sheets.

The lease liabilities are measured at the lease commencement date and determined using the present value of the minimum lease payments not yet paid and our incremental borrowing rate, which approximates the rate at which we would borrow, on a collateralized basis, over the term of a lease in the applicable currency environment. The interest rate implicit in the lease is generally not determinable in transactions where we are the lessee.

For real estate leases, we account for lease components and non-lease components (such as common area maintenance) as a single lease component. Certain real estate leases require reimbursement for real estate taxes, common area maintenance and insurance, which are expensed as incurred as variable lease costs. Certain leases contain fixed lease payments for items such as common area maintenance and parking. These fixed payments are considered part of the lease payment and included in the right-of-use assets and lease liabilities. See Note 13, "Commitments and Contingencies" for additional information.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50% likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The liability for unrecognized tax benefits was zero as of December 31, 2024 and 2023. We recognize interest and penalties related to unrecognized tax benefits in the provision for income taxes in the consolidated statements of income and total comprehensive income.

Share-Based Compensation

The Company utilizes the closing stock price on the date of grant to determine the fair value of stock awards and service-vesting awards, which for the Company includes restricted stock awards ("RSAs"), restricted stock units ("RSUs"), and performance stock units ("PSUs") with a performance condition. For PSUs with a market condition, grant date fair value is determined using a Monte Carlo simulation model. Unvested awards are entitled to dividends or dividend equivalents which are accrued and distributed to award recipients at the time such awards vest. Dividends are forfeitable if the related award is forfeited. For RSAs, RSUs and PSUs with performance conditions, forfeitures are recognized in the period in which they occur. For PSU awards with market conditions, forfeitures are only recognized if the award recipient does not render the required service during the measurement period.

Share-based compensation expense for restricted stock awards with no requisite service period is recognized in the financial statements immediately on date of grant. Share-based compensation expense for RSUs and RSAs with a requisite service period is recognized in the financial statements over the awards' vesting periods using the graded-vesting method.

Share-based compensation expense for PSU awards with performance conditions is recognized ratably over the measurement period at such time as the awards are probable and estimable. Share-based compensation expense for PSU awards with market conditions is recognized ratably over the measurement period regardless of whether the market condition is satisfied if the service for the award is rendered. Share-based compensation is reported on the consolidated statements of income and total comprehensive income as a component of salaries and related employee expenses for employee awards and in general and administrative expenses for director awards.

Net Income Per Share

Basic income per share is based on the weighted average number of shares outstanding during the period. Diluted net income per share is computed based upon the weighted average number of shares outstanding during the period plus unvested shares issued pursuant to our equity and deferred compensation plans. See Note 12, "Earnings Per Share."

Treasury Stock

Treasury stock purchases are accounted for under the cost method whereby the entire cost of the shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), acquired is recorded as treasury stock. The cost associated with issuance of treasury stock is based on the average cost of treasury stock as of the date of issuance.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income and other gains and losses affecting capital that, under GAAP, are excluded from net income.

Concentrations of Credit Risk

We invest our cash and cash equivalents (which include U.S. Treasury bills, money market funds, and commercial paper with maturities of three months or less) among three major financial institutions in an attempt to minimize exposure to risk from any one of these entities. As of December 31, 2024 and 2023, we had cash and cash equivalents deposited in our financial institutions in excess of federally-insured levels. We regularly monitor the financial condition of these financial institutions and believe that we are not exposed to any significant credit risk in cash and cash equivalents.

Significant Customers

Three customers represented, in the aggregate, 40.9% of TPL's total revenues for the year ended December 31, 2024. Three customers represented, in the aggregate, 42.5% of TPL's total revenues for the year ended December 31, 2023. Four customers represented, in the aggregate, 51.8% of TPL's total revenues for the year ended December 31, 2022.

3. Assets Acquired in a Business Combination

On August 20, 2024, we acquired 4,120 acres of land along with other surface-related tangible and intangible assets (collectively referred to as the "Acquired Assets") from an unaffiliated seller for total consideration of \$45.0 million, in an all-cash transaction. There were no liabilities assumed by the Company in this transaction. The Acquired Assets generate revenue streams across water sales, produced water royalties, and SLEM revenue, and provide additional commercial growth opportunities for the Company to expand water sourcing and produced water opportunities to both new and existing customers. The Acquired Assets are located in the Midland Basin.

The Acquired Assets included the following:

Acquired Assets	Balance Sheet Classification	Business Segment
4,120 acres of land	Real estate acquired	Land and Resource Management
Water sourcing assets, including water pits, water wells, pipes and electrical infrastructure	Property, plant and equipment	Water Services and Operations
A 25% non-operating working interest in an existing saltwater disposal ("SWD") system	Property, plant and equipment	Water Services and Operations
Contractual right to a 10% royalty on produced water revenue generated from the SWD system	Intangible assets	Water Services and Operations
Contractual right to a 7.5% royalty on revenue generated from nonhazardous oilfield solids waste disposal site	Intangible assets	Land and Resource Management

The combination of the 25% non-operating working interest and the 10% royalty interest from the SWD system entitles the Company to 32.5% of produced water revenues generated from the SWD system. As a 25% non-operating working interest owner, the Company is also responsible for its 25% share of operating expenses associated with the SWD system. The operator of the SWD system is responsible for the day-to-day management and operations. Of the 4,120 acres of land acquired, 392 acres are leased to, and operated by, an environmental solution ("ES") company that operates a nonhazardous oilfield solids waste disposal site. The ES company pays a 7.5% royalty, on revenue generated, to the Company. The Company reports the royalty received as SLEM revenue.

The acquisition was accounted for as a business combination using the acquisition method, and therefore, the Acquired Assets were recorded based on their fair value on a nonrecurring basis on the date of acquisition and are subject to fair value adjustments under certain circumstances. In determining the fair values of assets acquired, management made estimates, judgements and assumptions. Inputs used to determine fair values of assets included internally-developed models, risk-adjusted discount rates by asset class, publicly available data on land sales comparisons and other costs analysis. These fair values are considered Level 3 assets in the fair value hierarchy. There was no goodwill recorded on this acquisition. The purchase price allocation was finalized during the year ended December 31, 2024.

The following table presents the allocation of fair value by asset class (in thousands):

	December 31, 2024
Real estate acquired	\$ 12,100
Property, plant and equipment	17,200
Intangible assets	15,700
Total consideration and fair value	<u>\$ 45,000</u>

The Company incurred \$0.1 million of transaction-related costs related to this asset acquisition during the year ended December 31, 2024 and such costs are included in general and administrative expenses in the consolidated statements of income.

From August 20, 2024 through December 31, 2024, revenues and operating expenses from the business combination were approximately \$1.4 million and \$1.5 million, respectively, and are included in our consolidated statements of income. Pro forma financial information is not disclosed as the acquisition was deemed not to have a material impact on our results of operations.

4. Oil and Gas Royalty Interests

As of December 31, 2024 and 2023, we owned the following oil and gas royalty interests (in thousands):

	December 31, 2024	December 31, 2023
Oil and gas royalty interests:		
1/16th nonparticipating perpetual royalty interests ⁽¹⁾	\$ —	\$ —
1/128th nonparticipating perpetual royalty interests ⁽²⁾	—	—
Royalty interests acquired, at cost ⁽³⁾	447,071	51,494
Total royalty interests	447,071	51,494
Less: accumulated depletion	(14,670)	(4,885)
Royalty interests, net	\$ 432,401	\$ 46,609

(1) Nonparticipating perpetual royalty interests in 370,737 gross royalty acres as of December 31, 2024 and 2023.

(2) Nonparticipating perpetual royalty interests in 84,934 gross royalty acres as of December 31, 2024 and 2023.

(3) Royalty interest in 15,897 and 4,302 net royalty acres as of December 31, 2024 and 2023, respectively.

Royalty Interests Assigned Through the Declaration of Trust

The fair market value of the Trust's Assigned royalty interests was not determined in 1888 when the Trust was formed, and accordingly, the Assigned royalty interests were recorded with no value. See Note 2, "Summary of Significant Accounting Policies — Real Estate and Royalty Interests Assigned Through the Declaration of Trust" for further information regarding the Assigned royalty interests. The Assigned royalty interests include 1/16th and 1/128th royalty interests.

Royalty Interest Transactions

For the year ended December 31, 2024, we completed two separate acquisitions of oil and gas royalty interests, acquiring a total of 1,596 NRA for an aggregate purchase price of approximately \$395.5 million, net of post-closing adjustments, as further described below.

- In August 2024, we acquired oil and gas royalty interests in 4,106 NRA in Culberson County, Texas for a purchase price of approximately \$120.3 million, net of post-closing adjustments, in an all-cash transaction. The acquisition was accounted for as an asset acquisition, and the allocation of the purchase price was \$63.5 million to proved properties and \$56.8 million to unproved properties. The acquisition was completed in conjunction with another entity that assigned a share of its interest in a purchase and sales agreement with an unaffiliated seller to the Company. Each party paid a pro-rata share of the purchase price and closing costs to the unaffiliated seller.
- In October 2024, we acquired oil and gas royalty interests in 7,490 NRA located primarily in the Midland Basin in Martin, Midland and other counties in Texas and New Mexico, with over 80% of the acquired interests adjacent to or overlapping existing TPL surface and royalty acreage for a purchase price of approximately \$275.2 million, net of post-closing adjustments, in an all-cash transaction. The acquisition was accounted for as an asset acquisition, and the allocation of the purchase price was \$57.4 million to proved properties and \$217.8 million to unproved properties.

For the year ended December 31, 2023, we acquired oil and gas royalty interests in 19 net royalty acres (normalized to 1/8th) for an aggregate purchase price of approximately \$3.6 million.

Depletion expense was \$9.8 million, \$2.0 million and \$1.0 million for the years ended December 31, 2024, 2023 and 2022, respectively.

5. Real Estate Activity

As of December 31, 2024 and 2023, TPL owned the following land and real estate (in thousands, except number of acres):

	December 31, 2024		December 31, 2023	
	Number of Acres	Net Book Value	Number of Acres	Net Book Value
Land (surface rights) ⁽¹⁾	798,643	\$ —	798,999	\$ —
Real estate acquired	74,493	143,178	69,447	130,024
Total real estate	873,136	\$ 143,178	868,446	\$ 130,024

(1) Real estate assigned through the Declaration of Trust.

The Assigned land held by TPL was recorded with no value at the time of acquisition. See Note 2, “Summary of Significant Accounting Policies — Real Estate and Royalty Interests Assigned Through the Declaration of Trust” for further information regarding the Assigned land. Real estate acquired includes land parcels which have either been acquired through foreclosure or transactions with third parties.

Land Acquisitions

For the year ended December 31, 2024, we acquired 4,120 acres through a business combination with a fair value of \$12.1 million. See further discussion of the business combination in Note 3, “Assets Acquired in a Business Combination.” Additionally, we acquired 1,009 acres of land for an aggregate purchase price of \$1.5 million for the year ended December 31, 2024.

For the year ended December 31, 2023, we acquired 12,141 acres of land for an aggregate purchase price of \$20.0 million.

Land Sales

For the year ended December 31, 2024, we sold 439 acres of land for an aggregate sales price of \$4.4 million. For the year ended December 31, 2023, we sold 18,061 acres of land for an aggregate sales price of \$6.8 million. For the year ended December 31, 2022, we sold 6,392 acres of land for an aggregate sales price of approximately \$9.7 million.

6. Property, Plant and Equipment

Property, plant and equipment, net consisted of the following as of December 31, 2024 and 2023 (in thousands):

	December 31, 2024	December 31, 2023
Property, plant and equipment, at cost:		
Water service-related assets ⁽¹⁾	\$ 167,855	\$ 136,340
Furniture, fixtures and equipment	9,932	9,801
Other	598	598
Total property, plant and equipment, at cost	178,385	146,739
Less: accumulated depreciation	(55,807)	(57,152)
Property, plant and equipment, net	\$ 122,578	\$ 89,587

(1) Includes \$17.2 million of assets acquired in a business combination. For further information, see Note 3, “Assets Acquired in a Business Combination.”

Depreciation expense was \$13.6 million, \$12.2 million and \$14.2 million for the years ended December 31, 2024, 2023 and 2022, respectively.

7. Intangible Assets

Intangible assets, net consisted of the following as of December 31, 2024 and 2023 (in thousands):

	December 31, 2024	December 31, 2023
Intangible assets, at cost:		
Saltwater disposal easement	\$ 17,557	\$ 17,557
Contracts acquired in a business combination ⁽¹⁾	15,700	—
Groundwater rights acquired	3,846	3,846
Total intangible assets, at cost ⁽²⁾	37,103	21,403
Less: accumulated amortization	(1,915)	(378)
Intangible assets, net	<u>\$ 35,188</u>	<u>\$ 21,025</u>

(1) See further discussion in Note 3, "Assets Acquired in a Business Combination."

(2) The remaining weighted average amortization period for total intangible assets was 11.8 years as of December 31, 2024.

Amortization of intangible assets was \$1.5 million and \$0.4 million for the years ended December 31, 2024 and 2023, respectively. There was no amortization of intangible assets for the year ended December 31, 2022. The estimated future annual amortization expense of intangible assets for each of the next five years and thereafter is as follows (in thousands):

Year	Estimated Future Annual Amortization Expense
2025	\$ 2,342
2026	2,342
2027	2,342
2028	2,342
2029	2,342
2030 and thereafter	23,478

8. Pension and Other Postretirement Benefits

TPL has a defined contribution plan available to all eligible employees. Qualifying participants may receive a matching contribution based on the amount participants contribute to the plan up to 6% of their qualifying compensation. TPL contributed approximately \$0.9 million, \$0.8 million and \$0.7 million to the defined contribution plan for the years ended December 31, 2024, 2023 and 2022, respectively.

The Restated Texas Pacific Land Corporation Employees' Pension Plan (the "Pension Plan") is a noncontributory defined benefit pension plan qualified under Section 401 of the Internal Revenue Code of 1986, as amended (the "Code"), and is available to all eligible employees who have completed one year of continuous service with TPL during which they completed at least 1,000 hours of service. The Pension Plan provides for a normal retirement benefit at age 65. Contributions to the Pension Plan reflect benefits accrued with respect to participants' services to date, as well as the amount actuarially determined to pay lifetime benefits to participants and their beneficiaries upon retirement.

During 2024, the Company irrevocably transferred \$3.4 million of the Pension Plan's defined benefit obligations and related plan assets to a third-party insurance company in an annuity buyout. The transaction resulted in no changes to the benefits to be received by the retired and deferred vested participants. The Company recognized a realized non-cash settlement gain on the annuity buyout of \$0.7 million. The gain is included in other income (expense) on the consolidated statement of income.

Effective December 31, 2024, the Pension Plan was frozen for benefit accruals and closed to new participants. This event resulted in a non-cash curtailment gain of \$3.9 million for the year ended December 31, 2024. The gain is included in other income (expense) on the consolidated statement of income.

[Table of Contents](#)

The following table sets forth the Pension Plan's changes in benefit obligation, changes in fair value of assets, and funded status as of December 31, 2024 and 2023 using a measurement date of December 31 (in thousands):

	December 31, 2024	December 31, 2023
Change in projected benefits obligation:		
Projected benefit obligation at beginning of year	\$ 10,553	\$ 8,177
Curtailment gain	(3,864)	—
Annuity buyout settlement	(3,439)	—
Service cost	1,848	1,537
Interest cost	503	423
Actuarial gain (loss)	(1,812)	658
Benefits paid	(222)	(242)
Projected benefit obligation at end of year	<u>\$ 3,567</u>	<u>\$ 10,553</u>
Change in Pension Plan assets:		
Fair value of Pension Plan assets at beginning of year	\$ 14,201	\$ 11,650
Annuity buyout settlement	(3,439)	—
Actual return on Pension Plan assets	2,071	725
Contributions by employer	—	2,068
Benefits paid	(222)	(242)
Fair value of Pension Plan assets at end of year	<u>12,611</u>	<u>14,201</u>
Funded status at end of year	<u>\$ 9,044</u>	<u>\$ 3,648</u>

The projected Pension Plan benefit obligation as of December 31, 2024 was impacted by changes in assumptions used as of that date compared to assumptions used as of December 31, 2023. These changes included an increase in the discount rate from 5.00% as of December 31, 2023 to 5.75% as of December 31, 2024. The effect of the assumption changes was a decrease in the projected benefit obligation of approximately \$1.9 million.

Amounts recognized on the consolidated balance sheets as of December 31, 2024 and 2023 consisted of (in thousands):

	December 31, 2024	December 31, 2023
Assets	\$ 9,044	\$ 3,648
Liabilities	—	—
	<u>\$ 9,044</u>	<u>\$ 3,648</u>

The Pension Plan asset is included in other assets on the consolidated balance sheets.

Amounts recognized in accumulated other comprehensive income on the consolidated balance sheets consisted of the following as of December 31, 2024 and 2023 (in thousands):

	December 31, 2024	December 31, 2023
Net actuarial gain	\$ 4,371	\$ 2,319
Amounts recognized in accumulated other comprehensive income, before taxes	4,371	2,319
Income tax expense	(918)	(488)
Amounts recognized in accumulated other comprehensive income, after taxes	<u>\$ 3,453</u>	<u>\$ 1,831</u>

Net periodic pension (benefit) cost for the years ended December 31, 2024, 2023 and 2022 included the following components (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Components of net periodic (benefit) cost:			
Curtailment gain	\$ (3,864)	\$ —	\$ —
Realized gain on settlement	(752)	—	—
Service cost	1,848	1,537	2,870
Interest cost	503	423	336
Expected return on Pension Plan assets	(964)	(807)	(741)
Recognized actuarial (gain) loss	(114)	(130)	41
Net periodic pension (benefit) cost	<u>\$ (3,343)</u>	<u>\$ 1,023</u>	<u>\$ 2,506</u>

Service cost, a component of net periodic pension (benefit) cost, is reflected in our consolidated statements of income and total comprehensive income within salaries and related employee expenses. The other components of net periodic pension (benefit) cost are included in other income, net on the consolidated statements of income and total comprehensive income.

Other changes in Pension Plan assets and benefit obligations recognized in other comprehensive (income) loss for the years ended December 31, 2024, 2023 and 2022 were as follows (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Net actuarial (gain) loss	\$ (2,919)	\$ 739	\$ (4,422)
Recognized actuarial gain (loss)	866	130	(41)
Total recognized in other comprehensive (income) loss, before taxes	<u>\$ (2,053)</u>	<u>\$ 869</u>	<u>\$ (4,463)</u>
Total recognized in net benefit cost and other comprehensive (income) loss, before taxes	<u>\$ (5,396)</u>	<u>\$ 1,892</u>	<u>\$ (1,958)</u>

TPL reclassified \$0.6 million (net of income tax benefit of \$0.1 million) out of accumulated other comprehensive loss for net periodic pension (benefit) cost to other income, net for the year ended December 31, 2024, \$0.5 million (net of income tax benefit of \$0.1 million) for the year ended December 31, 2023 and \$0.4 million (net of income tax benefit of \$0.1 million) for the year ended December 31, 2022.

The following table summarizes the projected benefit obligation in excess of Pension Plan assets and Pension Plan assets in excess of accumulated benefit obligation as of December 31, 2024 and 2023 (in thousands):

	December 31, 2024	December 31, 2023
Projected benefit obligation in excess of Pension Plan assets:		
Projected benefit obligation	\$ 3,567	\$ 10,553
Fair value of Pension Plan assets	\$ 12,611	\$ 14,201
Plan assets in excess of accumulated benefit obligation:		
Accumulated benefit obligation	\$ 3,567	\$ 6,417
Fair value of Pension Plan assets	\$ 12,611	\$ 14,201

The following are weighted-average assumptions used to determine benefit obligations and costs as of December 31, 2024, 2023 and 2022:

	Years Ended December 31,		
	2024	2023	2022
Weighted average assumptions used to determine benefit obligations as of December 31:			
Discount rate	5.75 %	5.00 %	5.25 %
Rate of compensation increase	N/A ⁽¹⁾	7.29 %	7.29 %
Weighted average assumptions used to determine benefit costs for the years ended December 31:			
Discount rate	5.00 %	5.25 %	3.00 %
Expected return on Pension Plan assets	7.00 %	7.00 %	7.00 %
Rate of compensation increase	7.29 %	7.29 %	7.29 %

(1) As the Pension plan was frozen effective December 31, 2024, this assumption is not applicable in the calculation of the benefit obligations as of December 31, 2024.

The expected return on Pension Plan assets assumption of 7.0% was selected by TPL based on historical real rates of return for the current asset mix and an assumption with respect to future inflation. The rate was determined based on a long-term allocation of about two-thirds fixed income and one-third equity securities; historical real rates of return of about 2.5% and 8.5% for fixed income and equity securities, respectively; and assuming a long-term inflation rate of 2.5%.

The Pension Plan has a formal investment policy statement. The Pension Plan's investment objective is balanced income, with a moderate risk tolerance. This objective emphasizes current income through a 30.0% to 80.0% allocation to fixed income securities, complemented by a secondary consideration for capital appreciation through an equity allocation in the range of 20.0% to 60.0%. Diversification is achieved through investment in equities and bonds. The asset allocation is reviewed annually with respect to the target allocations and rebalancing adjustments and/or target allocation changes are made as appropriate. Our current funding policy is to maintain the Pension Plan's fully funded status on an ERISA minimum funding basis.

The fair values of the Pension Plan assets (all considered Level 1 assets in the fair value hierarchy) are classified by major asset category as of December 31, 2024 and 2023, were as follows (in thousands):

	December 31, 2024	December 31, 2023
Cash and cash equivalents — money markets	\$ 574	\$ 1,179
Equities	8,600	8,182
Equity funds	1,049	401
Fixed income funds	—	1,000
Taxable bonds	2,388	3,439
Total	<u>\$ 12,611</u>	<u>\$ 14,201</u>

While no funding requirements are expected for 2025, management intends to fund the Pension Plan for 2025 to the extent of any minimum amount required under ERISA.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid for the following 10-year period (in thousands):

Year ending December 31,	Amount
2025	\$ 32
2026	37
2027	43
2028	93
2029	93
2030 to 2034	611

9. Share-Based Compensation

The Company grants share-based compensation to employees under the Texas Pacific Land Corporation 2021 Incentive Plan (the “2021 Plan”) and to its non-employee directors under the 2021 Non-Employee Director Stock and Deferred Compensation Plan (the “2021 Directors Plan”) and, with the 2021 Plan, collectively referred to herein as the “Plans”). In conjunction with the three-for-one stock split effected on March 26, 2024, the Plans were adjusted to increase the authorized number of shares that may be issued under the Plans. As of December 31, 2024, share-based compensation granted under the Plans included RSAs, RSUs and PSUs. Currently, all awards granted under the Plans are entitled to receive dividends (which are accrued and distributed to award recipients upon vesting) or have dividend equivalent rights. Dividends and dividend equivalent rights are subject to the same vesting conditions as the awards to which they relate and are forfeitable if the related awards are forfeited. RSUs granted under the 2021 Plan vest in one-third increments and PSUs granted under the 2021 Plan cliff vest at the end of three years if the applicable performance metrics are achieved (as discussed further below). RSAs granted prior to October 31, 2023 under the 2021 Directors Plan vested on the first anniversary of the award. Effective October 31, 2023, the 2021 Directors Plan was amended such that RSAs vest in full on the date of grant.

Incentive Plan for Employees

The maximum aggregate number of shares of Common Stock that may be issued under the 2021 Plan is 225,000 shares, which may consist, in whole or in part, of authorized and unissued shares (if any), treasury shares, or shares reacquired by the Company in any manner. As of December 31, 2024, 136,238 shares of Common Stock remained available under the 2021 Plan for future grants.

The following table summarizes activity related to RSAs and RSUs under the 2021 Plan for the years ended December 31, 2024 and 2023:

	Years Ended December 31,							
	2024				2023			
	Restricted Stock Awards ⁽¹⁾		Restricted Stock Units ⁽²⁾		Restricted Stock Awards ⁽¹⁾		Restricted Stock Units ⁽²⁾	
Number of RSAs	Weighted-Average Grant-Date Fair Value per Share	Number of RSUs	Weighted-Average Grant-Date Fair Value per Share	Number of RSAs	Weighted-Average Grant-Date Fair Value per Share	Number of RSUs	Weighted-Average Grant-Date Fair Value per Share	
Nonvested at beginning of period	—	\$ —	18,675	\$ 527	4,011	\$ 417	16,836	\$ 441
Granted	—	—	12,655	481	—	—	8,544	641
Vested ⁽³⁾	—	—	(7,812)	507	(3,891)	417	(5,592)	441
Cancelled and forfeited	—	—	(306)	528	(120)	417	(1,113)	534
Nonvested at end of period	—	\$ —	23,212	\$ 509	—	\$ —	18,675	\$ 527

(1) As of December 31, 2023, all RSAs have vested or have been forfeited. No additional RSAs have been granted since December 29, 2021.

(2) RSUs vest in one-third increments over a three-year period.

(3) Of the 7,812 RSUs that vested during the year ended December 31, 2024, 2,948 RSUs were surrendered by employees to the Company upon vesting to settle tax withholdings. Of the 9,483 RSUs that vested during the year ended December 31, 2023, 3,495 RSUs were surrendered by employees to the Company upon vesting to settle tax withholding obligations.

The following table summarizes activity related to PSUs under the 2021 Plan for the years ended December 31, 2024 and 2023:

	Years Ended December 31,			
	2024		2023	
	Number of Target PSUs	Weighted-Average Grant-Date Fair Value per Share	Number of Target PSUs	Weighted-Average Grant-Date Fair Value per Share
Nonvested at beginning of period ⁽¹⁾	12,738	\$ 595	7,182	\$ 452
Granted ⁽²⁾	8,340	538	5,556	781
Vested	—	—	—	—
Cancelled and forfeited	—	—	—	—
Nonvested at end of period	21,078	\$ 573	12,738	\$ 595

(1) Nonvested PSUs as of January 1, 2024 included 6,369 RTSR (as defined below) PSUs and 6,369 FCF (as defined below) PSUs. If the maximum amount of the performance metrics described in the applicable PSU agreements are achieved, the actual number of shares that will ultimately vest pursuant to the PSU agreements will exceed target PSUs by 100% (i.e., a collective 12,738 additional shares would be issued).

(2) The PSUs were granted on February 13, 2024 and include 4,170 RTSR PSUs (based on target) with a grant date fair value of \$ 602 per share and 4,170 FCF PSUs (based on target) with a grant date fair value of \$475 per share. If the maximum amount of the performance metrics described in the applicable PSU agreements are achieved, the actual number of shares that will ultimately vest pursuant to the PSU agreements will exceed target PSUs by 100% (i.e., a collective 8,340 additional shares would be issued).

Each PSU has a value equal to one share of Common Stock. The PSUs will vest three years after grant if certain performance metrics are met, as follows: 50% of the PSUs may be earned based on the Company's relative total stockholder return ("RTSR") over the applicable three-year measurement period compared to the SPDR® S&P® Oil & Gas Exploration & Production ETF ("XOP") Index, and 50% of the PSUs may be earned based on the cumulative free cash flow per share ("FCF") over the three-year vesting period. As the RTSR PSUs are market-based awards, their grant date fair value was determined using a Monte Carlo simulation model that uses the same input assumptions as the Black-Scholes model to determine the expected potential ranking of the Company against the XOP Index (i.e., the probability of satisfying the market condition defined in the awards). Expected volatility in the model was estimated based on the volatility of historical stock prices over a period matching the expected term of the awards. The risk-free interest rate was based on U.S. Treasury yield constant maturities for a term matching the expected term of the awards. The inputs for the Monte Carlo simulation model are designated as Level 2 within the fair value hierarchy.

Equity Plan for Non-Employee Directors

The maximum aggregate number of shares of Common Stock that may be issued under the 2021 Directors Plan is 30,000 shares, which may consist, in whole or in part, of authorized and unissued shares (if any), treasury shares, or shares reacquired by the Company in any manner. As of December 31, 2024, 24,219 shares of Common Stock remained available under the 2021 Directors Plan for future grants.

The following table summarizes activity related to the RSAs under the 2021 Directors Plan for the years ended December 31, 2024 and 2023:

	Years Ended December 31,			
	2024		2023	
	Restricted Stock Awards		Restricted Stock Awards	
	Number of RSAs	Weighted-Average Grant-Date Fair Value per Share	Number of RSAs	Weighted-Average Grant-Date Fair Value per Share
Nonvested at beginning of period	1,134	\$ 781	2,097	\$ 427
Granted ⁽¹⁾	2,160	524	1,458	781
Vested	(3,294)	612	(2,421)	474
Cancelled and forfeited	—	—	—	—
Nonvested at end of period	—	\$ —	1,134	\$ 781

(1) RSAs granted prior to October 31, 2023 vest on the first anniversary of the grant date and RSAs granted on or after October 31, 2023 vest in full on the date of grant.

Share-Based Compensation Expense

The following table summarizes our share-based compensation expense by line item in the consolidated statements of income (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Salaries and related employee expenses (employee awards)	\$ 11,364	\$ 9,124	\$ 7,583
General and administrative expenses (director awards)	1,134	1,219	849
Total share-based compensation expense ⁽¹⁾	\$ 12,498	\$ 10,343	\$ 8,432

(1) The Company recognized a tax benefit of \$ 2.6 million, \$ 2.2 million and \$ 1.8 million related to share-based compensation for the years ended December 31, 2024, 2023 and 2022, respectively.

As of December 31, 2024, there was \$10.5 million of total unrecognized compensation cost related to unvested share-based compensation arrangements granted under existing share-based plans expected to be recognized over a weighted average period of 1.0 year.

10. Other Income, Net

Other income, net, includes interest earned on our cash balances, and other miscellaneous income (expense). Miscellaneous income (expense) includes insurance proceeds and gains and losses on disposals of capital assets.

Other income, net for the years ended December 31, 2024, 2023 and 2022 was as follows (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Other income, net:			
Interest earned on cash and cash equivalents, net	\$ 32,140	\$ 28,630	\$ 6,207
Curtailed gain ⁽¹⁾	3,864	—	—
Realized gain on pension settlement ⁽¹⁾	752	—	—
Other employee pension costs	575	514	363
Miscellaneous other income (expense), net ⁽²⁾	2,352	2,364	(22)
Total other income, net	\$ 39,683	\$ 31,508	\$ 6,548

- (1) See Note 8, "Pension and Other Postretirement Benefits" for discussion of curtailment gain and realized gain on pension settlement.
- (2) For the year ended December 31, 2024, miscellaneous income (expense), net includes \$ 1.9 million of proceeds from a settlement with a title company regarding a defect in title to property acquired in a prior year. For the year ended December 31, 2023, miscellaneous other income (expense), net includes \$1.4 million of interest and damages resulting from an arbitration settlement with an operator. See Note 13, "Commitments and Contingencies" for further information regarding the arbitration.

11. Income Taxes

The income tax provision charged to operations for the years ended December 31, 2024, 2023 and 2022 was as follows (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Current:			
U.S. Federal	\$ 116,323	\$ 106,721	\$ 117,395
State and local	3,934	3,796	3,835
Current income tax expense	120,257	110,517	121,230
Deferred expense	4,604	1,399	1,263
Total income tax expense	<u>\$ 124,861</u>	<u>\$ 111,916</u>	<u>\$ 122,493</u>

Total income tax expense differed from the amounts computed by applying the U.S. Federal income tax rate of 21% for the years ended December 31, 2024, 2023 and 2022 to income before Federal income taxes as a result of the following (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Computed tax expense at the statutory rate of 21%	\$ 121,552	\$ 108,688	\$ 119,460
Reduction in income taxes resulting from:			
State taxes	3,182	3,439	3,045
Executive compensation	1,803	1,117	1,146
Research and development credit	(850)	—	—
Statutory depletion	(653)	(682)	(823)
Prior year tax adjustments	75	(305)	(13)
Correction of historical tax depletion	—	—	805
Estimated penalties and interest	—	—	(763)
Other, net	(248)	(341)	(364)
Total income tax expense	<u>\$ 124,861</u>	<u>\$ 111,916</u>	<u>\$ 122,493</u>
Effective tax rate	<u>21.6 %</u>	<u>21.6 %</u>	<u>21.5 %</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities as of December 31, 2024 and 2023 are as follows (in thousands):

	December 31, 2024	December 31, 2023
Unearned revenue	\$ 5,879	\$ 6,717
Stock compensation	2,677	2,097
Other	533	760
Total deferred tax assets	<u>9,089</u>	<u>9,574</u>
Property, plant and equipment	20,723	17,532
Real estate and royalty interests	33,581	33,215
Pension plan asset	1,901	767
Other, net	285	425
Total deferred tax liabilities	<u>56,490</u>	<u>51,939</u>
Deferred taxes payable	<u>\$ (47,401)</u>	<u>\$ (42,365)</u>

TPL is subject to taxation in the United States, Texas and New Mexico. TPL is no longer subject to U.S. Federal income tax examination by tax authorities for tax years before 2021.

12. Earnings Per Share

Basic earnings per share ("EPS") is computed based on the weighted average number of shares outstanding during the period. Diluted EPS is computed based upon the weighted average number of shares outstanding during the period plus unvested RSAs and other nonvested awards granted pursuant to our incentive and equity compensation plans. The computation of diluted EPS reflects the potential dilution that could occur if all outstanding awards under the incentive and equity compensation plans were converted into shares of Common Stock or resulted in the issuance of shares of Common Stock that would then share in the earnings of the Company. The number of dilutive securities is computed using the treasury stock method.

The following table sets forth the computation of EPS for the years ended December 31, 2024, 2023 and 2022 (in thousands, except number of shares and per share data):

	Years Ended December 31,		
	2024	2023	2022
Net income	\$ 453,960	\$ 405,645	\$ 446,362
Basic earnings per share:			
Weighted average shares outstanding for basic earnings per share	22,986,197	23,044,305	23,165,871
Basic earnings per share	<u>\$ 19.75</u>	<u>\$ 17.60</u>	<u>\$ 19.27</u>
Diluted earnings per share:			
Weighted average shares outstanding for basic earnings per share	22,986,197	23,044,305	23,165,871
Effect of dilutive securities:			
Stock-based incentive plan	33,554	15,540	14,556
Weighted average shares outstanding for diluted earnings per share	<u>23,019,751</u>	<u>23,059,845</u>	<u>23,180,427</u>
Diluted earnings per share	<u>\$ 19.72</u>	<u>\$ 17.59</u>	<u>\$ 19.26</u>

RSAs are included in the number of shares of Common Stock issued and outstanding, but omitted from the basic earnings per share calculation until such time as the RSAs vest. Certain stock awards granted are not included in the dilutive securities in the table above as they are anti-dilutive for the year ended December 31, 2023. There were no dilutive securities for the year ended December 31, 2024.

13. Commitments and Contingencies

Litigation

Management is not aware of any legal, environmental or other commitments or contingencies that would have a material effect on the Company's financial condition, results of operations or liquidity as of December 31, 2024, other than as described below.

Prior to January 1, 2022, ad valorem taxes with respect to our historical royalty interests were paid directly by third parties pursuant to an existing arrangement. After the completion of our Corporate Reorganization, we received notice from a third party that it no longer intended to pay the ad valorem taxes related to such historical royalty interests. In order to protect the historical royalty interests from any potential tax liens for non-payment of ad valorem taxes, we have accrued and/or paid such ad valorem taxes since January 1, 2022. While we intend to seek reimbursement from the third party for such taxes, we are unable to estimate the amount and/or likelihood of such reimbursement, and accordingly, no loss recovery receivable has been recorded as of December 31, 2024.

Lease Commitments

As of December 31, 2024 and 2023, we have recorded right-of-use assets of \$1.2 million and \$1.9 million, respectively, and lease liabilities for \$1.3 million and \$2.0 million, respectively, primarily related to operating leases in connection with our administrative offices located in Dallas and Midland, Texas. The office lease agreements require monthly rent payments and expire in December 2025 and July 2027, respectively. Operating lease expense is recognized on a straight-line basis over the lease term. Operating lease cost was \$0.9 million and \$0.8 million for the years ended December 31, 2024 and 2023, respectively.

While certain of our lease agreements contain covenants governing the use of the leased assets or require us to maintain certain levels of insurance, none of our lease agreements include material financial covenants or limitations. There are no residual value guarantees in our lease commitments. The weighted-average lease term for our operating lease liabilities is approximately 23 months. The weighted average discount rate of our operating leases is 4.7%.

Future minimum lease payments were as follows as of December 31, 2024 (in thousands):

Year ending December 31,	Amount
2025	\$ 826
2026	316
2027	187
Total lease payments	1,329
Less: imputed interest	(79)
Total operating lease liabilities	\$ 1,250

Rent expense for these lease agreements amounted to approximately \$0.8 million for each of the years ended December 31, 2024, 2023 and 2022.

14. Equity

Increase in Authorized Shares of Common Stock

As of December 31, 2023, the Company had authorized shares consisting of 1,000,000 shares of preferred stock, par value \$0.01 per share ("Preferred Stock"), and 7,756,156 shares of Common Stock, par value \$0.01 per share. On March 1, 2024, we filed a Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Incorporation") with the Secretary of State of the State of Delaware, pursuant to which the Certificate of Incorporation was amended and restated to provide that the total number of authorized shares of capital stock of the Company be increased to 47,536,936 shares of capital stock, consisting of 1,000,000 shares of Preferred Stock and 46,536,936 shares of Common Stock.

Common Stock Split

On March 26, 2024, we effected a three-for-one stock split in the form of a stock dividend of two additional shares of Common Stock for every share of Common Stock outstanding to stockholders of record as of March 18, 2024. All share, RSA, RSU, PSU and per share information has been retroactively adjusted to reflect the stock split. The shares of Common Stock retained a par value of \$0.01 per share. Accordingly, an amount equal to the par value of the increased shares resulting from the stock split was reclassified from “Additional paid-in capital” to “Common Stock.”

Dividends

For the year ended December 31, 2024, we paid total regular cash dividends of \$1.11 per share of Common Stock and special dividends of \$10.00 per share of Common Stock. For the year ended December 31, 2023, we paid total regular cash dividends of \$4.33 per share of Common Stock.

Stock Repurchase Program

On November 1, 2022, our Board approved a stock repurchase program, which became effective January 1, 2023, to purchase up to an aggregate of \$50.0 million of our outstanding Common Stock. The Company opportunistically repurchases stock under the stock repurchase program with funds generated by cash from operations. This stock repurchase program may be suspended from time to time, modified, extended or discontinued by the Board at any time. Purchases under the stock repurchase program may be made through a combination of open market repurchases in compliance with Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended, privately negotiated transactions, and/or other transactions at the Company’s discretion, including under a Rule 10b5-1 trading plan implemented by the Company, and are subject to market conditions, applicable legal requirements and other factors.

For the year ended December 31, 2024 and 2023, we repurchased shares of our Common Stock in amounts totaling \$9.2 million and \$42.4 million, respectively.

15. Business Segment Reporting

During the periods presented, we reported our financial performance based on the following reportable segments: Land and Resource Management and Water Services and Operations. We eliminate inter-segment revenues and expenses, if any, upon consolidation. There were no inter-segment revenues for the years ended December 31, 2024, 2023 and 2022.

The Land and Resource Management segment encompasses the business of managing our approximately 873,000 surface acres of land and our approximately 207,000 NRA of oil and gas royalty interests, principally concentrated in the Permian Basin. The revenue streams of this segment consist primarily of royalties from oil and gas, revenues from easements and commercial leases, and land and material sales.

The Water Services and Operations segment encompasses the business of providing a full-service water offering to operators in the Permian Basin. The revenue streams of this segment primarily consist of revenue generated from sales of sourced and treated water as well as revenue from produced water royalties.

The following table presents segment financial results for Land and Resource Management (“LRM”) and Water Service and Operations (“WSO”) and the reconciliation to consolidated (“Cons”) financial results for the years ended December 31, 2024, 2023 and 2022 (in thousands):

	Years Ended December 31,								
	2024			2023			2022		
	LRM	WSO	Cons	LRM	WSO	Cons	LRM	WSO	Cons
Revenues:									
Oil and gas royalties	\$ 373,331	\$ —	\$ 373,331	\$ 357,394	\$ —	\$ 357,394	\$ 452,434	\$ —	\$ 452,434
Water sales	—	150,724	150,724	—	112,203	112,203	—	84,725	84,725
Produced water royalties	—	104,123	104,123	—	84,260	84,260	—	72,234	72,234
Easements and other surface-related income	63,074	10,183	73,257	67,905	3,027	70,932	44,860	3,488	48,348
Land sales	4,388	—	4,388	6,806	—	6,806	9,681	—	9,681
Total revenues	440,793	265,030	705,823	432,105	199,490	631,595	506,975	160,447	667,422
Expenses:									
Salaries and related employee expenses	27,493	26,128	53,621	21,945	21,439	43,384	22,054	19,348	41,402
Water service-related expenses	—	46,124	46,124	—	33,566	33,566	—	17,463	17,463
General and administrative expenses	25,531	8,952	34,483	39,078	7,372	46,450	14,978	7,042	22,020
Depreciation, depletion and amortization	10,968	14,194	25,162	3,073	11,684	14,757	2,234	13,142	15,376
Ad valorem and other taxes	7,257	38	7,295	7,382	3	7,385	8,848	6	8,854
Total operating expenses	71,249	95,436	166,685	71,478	74,064	145,542	48,114	57,001	105,115
Operating income	369,544	169,594	539,138	360,627	125,426	486,053	458,861	103,446	562,307
Other income, net	31,707	7,976	39,683	30,384	1,124	31,508	6,491	57	6,548
Income before income taxes	401,251	177,570	578,821	391,011	126,550	517,561	465,352	103,503	568,855
Income tax expense	86,350	38,511	124,861	84,305	27,611	111,916	100,311	22,182	122,493
Net income	\$ 314,901	\$ 139,059	\$ 453,960	\$ 306,706	\$ 98,939	\$ 405,645	\$ 365,041	\$ 81,321	\$ 446,362

Interest income by segment is included in other income, net in the table above.

The following tables present capital expenditures, total assets, and property, plant and equipment, net by segment (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Capital Expenditures:			
Land and resource management	\$ 279	\$ 241	\$ 393
Water services and operations	29,144	15,190	18,574
Total capital expenditures	\$ 29,423	\$ 15,431	\$ 18,967

	December 31, 2024	December 31, 2023
<i>Assets:</i>		
Land and resource management	\$ 1,024,188	\$ 975,136
Water services and operations	223,832	181,262
Total consolidated assets	<u>\$ 1,248,020</u>	<u>\$ 1,156,398</u>
<i>Property, plant and equipment, net:</i>		
Land and resource management	\$ 4,805	\$ 5,322
Water services and operations	117,773	84,265
Total consolidated property, plant and equipment, net	<u>\$ 122,578</u>	<u>\$ 89,587</u>

16. Subsequent Events

We evaluated events that occurred after the balance sheet date through the date these financial statements were issued, and the following events that met recognition or disclosure criteria were identified:

Dividends Declared

On February 18, 2025, our Board declared a quarterly cash dividend of \$1.60 per share, payable on March 17, 2025 to stockholders of record at the close of business on March 3, 2025.

17. Supplemental Oil and Gas Reserve Information (Unaudited)

The Company's oil and natural gas reserves are attributable solely to properties within the United States.

Our Share of Oil and Gas Produced

We measure our share of oil and gas produced in barrels of oil equivalent ("Boe"). One Boe equals one barrel of crude oil, condensate, NGLs (natural gas liquids) or approximately 6,000 cubic feet of gas. For the years ended December 31, 2024, 2023 and 2022, our share of oil and gas produced was approximately 26.8, 23.5 and 21.3 thousand Boe per day, respectively.

Capitalized Oil and Natural Gas Costs

Aggregate capitalized costs related to oil and natural gas production activities with applicable accumulated depletion are as follows (in thousands):

	December 31, 2024	December 31, 2023
Oil, natural gas and NGL interests		
Proved	\$ 150,984	\$ 29,222
Unproved	296,087	22,272
Total oil, natural gas and NGL interests	447,071	51,494
Accumulated depletion	(14,670)	(4,885)
Net oil, natural gas and NGL interests capitalized	<u>\$ 432,401</u>	<u>\$ 46,609</u>

The Company owns approximately 207,000 NRA as of December 31, 2024. Of our total NRA, approximately 191,000 was acquired in 1888 and was recorded with no value. The remaining approximately 16,000 NRA have been acquired over recent years and are included in royalty interests acquired on the consolidated balance sheet. See additional discussion in Note 4, "Oil and Gas Royalty Interests."

Costs Incurred in Oil and Natural Gas Activities

Costs incurred in oil, natural gas and NGL acquisition and development activities are as follows (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Acquisition costs			
Proved	\$ 121,018	\$ 3,566	\$ 1,258
Unproved	274,559	—	404
Total	<u>\$ 395,577</u>	<u>\$ 3,566</u>	<u>\$ 1,662</u>

Results of Operations from Oil and Natural Gas Producing Activities

The following table sets forth the revenues and expenses related to the production and sale of oil and natural gas (in thousands). It does not include any general and administrative costs and, therefore, is not necessarily indicative of the net operating results of the Company oil and natural gas operations.

	Years Ended December 31,		
	2024	2023	2022
Oil and natural gas revenues ⁽¹⁾	\$ 373,331	\$ 357,394	\$ 452,434
Ad valorem taxes	(6,952)	(7,200)	(8,734)
Depletion expense	(9,785)	(1,982)	(1,027)
Income tax expense	(76,917)	(75,284)	(95,307)
Results of operations from oil and natural gas	<u>\$ 279,677</u>	<u>\$ 272,928</u>	<u>\$ 347,366</u>

(1) Oil and natural gas revenues are reported net of production taxes.

Analysis of Changes in Oil and Natural Gas PDP Reserves

Proved developed producing (“PDP”) reserves are proved reserves that can be expected to be recovered through existing wells with existing equipment and operating methods, or in which the cost of the required equipment is relatively minor compared to the cost of a new well. The Company’s oil and gas properties are located in the Permian Basin.

The PDP reserve estimates and their associated future net cash flows were prepared by Ryder Scott Company, L.P. (“Ryder Scott”), an independent third-party petroleum engineering firm, as of December 31, 2024. The reserve report covers only PDP reserves and does not include undeveloped minerals or royalties. The oil and natural gas PDP reserve estimates represent the Company’s net ownership interest in its proved properties and were estimated in accordance with guidelines established by the SEC. Since reserve studies were not completed in prior periods and the comparative information herein is based on the reserve report as of December 31, 2024, the Company rolled volumes backward from 2024 to 2021 without revisions in prior estimates for these time frames.

The following table presents changes in estimated PDP reserves and was prepared in accordance with the rules and regulations of the SEC:

	Crude Oil and Condensate (MBbls)⁽¹⁾	Natural Gas (MMcf)⁽¹⁾	Natural Gas Liquids (MBbls)⁽¹⁾	Total (MBoe)⁽¹⁾
Net PDP reserves at January 1, 2022	14,190	88,579	13,579	42,533
Extensions and discoveries	5,427	24,441	3,949	13,449
Acquisition of reserves	17	62	9	37
Production	(3,401)	(13,086)	(2,208)	(7,791)
Net PDP reserves at December 31, 2022	16,233	99,996	15,329	48,228
Extensions and discoveries	6,858	31,196	5,010	17,067
Acquisition of reserves	89	664	102	302
Production	(3,701)	(14,528)	(2,453)	(8,575)
Net PDP reserves at December 31, 2023	19,479	117,328	17,988	57,022
Extensions and discoveries	5,587	23,483	3,824	13,324
Acquisition of reserves	2,378	13,317	2,042	6,639
Production	(4,118)	(17,074)	(2,841)	(9,804)
Net PDP reserves at December 31, 2024	23,326	137,054	21,013	67,181
Net PDP reserves				
December 31, 2022	16,233	99,996	15,329	48,228
December 31, 2023	19,479	117,328	17,988	57,022
December 31, 2024	23,326	137,054	21,013	67,181

(1) Commonly used definitions in the oil and gas industry not previously defined: MBbls represents one thousand barrels of crude oil, condensate or NGLs. MMcf represents one million cubic feet of natural gas. MBoe represents one thousand Boe.

Standardized Measure of Oil and Gas

The standardized measure of discounted future net cash flows before income taxes related to the oil and natural gas PDP reserves of the interests is as follows (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Future cash inflows	\$ 2,566,234	\$ 2,150,816	\$ 2,662,176
Future production costs	(191,879)	(157,805)	(205,483)
Future income taxes	(423,633)	(422,629)	(528,926)
Future net cash flows	1,950,722	1,570,382	1,927,767
Less: 10% annual discount	(942,086)	(748,864)	(932,146)
Standard measure of discounted future net cash flows	<u>\$ 1,008,636</u>	<u>\$ 821,518</u>	<u>\$ 995,621</u>

Reserve estimates and future cash flows are based on the average market prices for sales of oil and natural gas adjusted for basis differentials, on the first calendar day of each month during the year. The average prices used for 2024, 2023 and 2022 were \$76.32, \$78.21 and \$94.14 per barrel for crude oil and \$2.13, \$2.64 and \$6.36 per Mcf for natural gas, respectively.

Future production costs are computed primarily by the Company's petroleum engineers by estimating the expenditures to be incurred in producing the oil and gas PDP reserves at the end of the year, based on year-end costs and assuming continuation of existing economic conditions. A discount factor of 10% was used to reflect the timing of future net cash flows. The standardized measure of discounted future net cash flows is not intended to represent the replacement cost or fair value of the properties. An estimate of fair value would also take into account, among other things, the recovery of reserves not presently classified as proved, anticipated future changes in prices and costs, and a discount factor more representative of the time value of money and the risks inherent in oil and natural gas reserve estimates.

Changes in Standardized Measure of Oil and Gas

Changes in the standardized measure of discounted future net cash flows before income taxes related to the oil and natural gas PDP reserves of the interests are as follows (in thousands):

	Years Ended December 31,		
	2024	2023	2022
Standardized measure - beginning of year	\$ 821,518	\$ 995,621	\$ 616,919
Sales, net of production costs	(366,379)	(350,194)	(443,700)
Net changes of prices and production costs related to future production	10,003	(426,381)	401,411
Extensions and discoveries	330,825	441,343	486,327
Acquisition of reserves	125,918	5,827	1,259
Net change in income taxes	1,424	51,996	(103,905)
Accretion of discount	104,269	126,879	78,618
Changes in timing and other	(18,942)	(23,573)	(41,308)
Standardized measure - end of year	<u>\$ 1,008,636</u>	<u>\$ 821,518</u>	<u>\$ 995,621</u>

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TEXAS PACIFIC LAND CORPORATION**

(Effective May 18, 2023, as amended through November 12, 2024)

TEXAS PACIFIC LAND CORPORATION (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the “DGCL”), hereby certifies as follows:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 28, 2020.

2. This Amended and Restated Certificate of Incorporation, which restates, integrates and also further amends the Certificate of Incorporation as heretofore amended and restated, has been approved and declared advisable by the board of directors of the Corporation (the “Board”), and has been duly adopted by the stockholders of the Corporation in accordance with Sections 242 and 245 of the DGCL. Except where the context otherwise requires, references to this “Amended and Restated Certificate of Incorporation” herein refer to the Amended and Restated Certificate of Incorporation, as amended, restated, supplemented and otherwise modified from time to time.

3. The Certificate of Incorporation is hereby amended, integrated and restated in its entirety to read as follows:

**ARTICLE I
NAME**

SECTION 1.1 Name. The name of the Corporation is Texas Pacific Land Corporation.

**ARTICLE II
REGISTERED AGENT**

SECTION 2.1 Registered Agent. The address of its registered office in the State of Delaware is 1675 South State Street, Suite B, County of Kent, City of Dover, Delaware 19901. The name of the Corporation's registered agent at such address is Capitol Services, Inc.

**ARTICLE III
PURPOSE**

SECTION 3.1 Purpose. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL as it currently exists or may hereafter be amended. In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges that are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation, including, but not limited to, effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination, involving the Corporation and one or more businesses.

**ARTICLE IV
CAPITALIZATION**

SECTION 4.1 Number of Shares.

(A) The total number of shares of stock that the Corporation shall have authority to issue is 47,536,936 shares of stock, classified as:

(1) 1,000,000 shares of preferred stock, par value \$0.01 per share (“Preferred Stock”); and

(2) 46,536,936 shares of common stock, par value \$0.01 per share (“Common Stock”).

(B) The number of authorized shares of Preferred Stock or Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL (or any successor provision thereto), and no vote of the holders of either Preferred Stock (or any series thereof) or Common Stock voting separately as a class shall be required therefor.

(C) For purposes of this Amended and Restated Certificate of Incorporation, beneficial ownership of shares shall be determined in accordance with Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended.

SECTION 4.2 Provisions Relating to Preferred Stock.

(A) Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such designations, powers, preferences, privileges and rights, and qualifications, limitations and restrictions thereof, as are stated and expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board as hereafter prescribed (a “Preferred Stock Designation”).

(B) Subject to any limitations prescribed by law and the rights of any series of the Preferred Stock then outstanding, if any, authority is hereby expressly granted to and vested in the Board to authorize the issuance of Preferred Stock from time to time in one or more series, and with respect to each series of Preferred Stock, to fix and state by the Preferred Stock Designation the designations, powers, preferences, privileges and relative, participating, optional, or special rights, and qualifications, limitations and restrictions relating to each series of Preferred Stock, including, but not limited to, the following:

(1) whether or not the series is to have voting rights, full, special or limited, or is to be without voting rights, and whether or not such series is to be entitled to vote as a separate series either alone or together with the holders of one or more other classes or series of stock;

(2) the number of shares to constitute the series and the designation thereof;

(3) restrictions on the issuance of shares of the same series or of any other series;

(4) whether or not the shares of any series shall be redeemable at the option of the Corporation or the holders thereof or upon the happening of any specified event, and, if redeemable, the redemption price or prices (which may be payable or issuable in the form of cash, notes, securities or other

redemption price or prices (which may be payable or issuable in the form of cash, notes, securities or other

property), and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(5) whether or not the shares of a series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds are to be established, the annual amount thereof, and the terms and provisions relative to the operation thereof;

(6) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(7) the preferences, if any, and the amounts thereof which the holders of any series thereof shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation;

(8) whether or not the shares of any series, at the option of the Corporation or the holders thereof or upon the happening of any specified event, shall be convertible into or exchangeable or redeemable for, the shares of any other class or classes or of any other series of the same or any other class or classes or series of stock, securities or other property of the Corporation and the conversion price or prices, ratio or ratios, rate or rates, times or other terms and conditions of, on or at which such exchange or redemption may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(9) such other powers, preferences, privileges and rights, and qualifications, limitations and restrictions with respect to any series as may to the Board seem advisable.

(C) The shares of each series of Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing or in other respects.

(D) Except as otherwise required by law, holders of a series of Preferred Stock, as such, shall be entitled only to such voting rights, if any, as shall expressly be granted thereto by this Amended and Restated Certificate of Incorporation (including the Preferred Stock Designation related to such series of Preferred Stock).

SECTION 4.3 Provisions Relating to Common Stock.

(A) Except as may otherwise be provided in this Amended and Restated Certificate of Incorporation, each share of Common Stock shall have identical rights and privileges in every respect. Common Stock shall be subject to the express terms of Preferred Stock and any series thereof. Except as may otherwise be required by this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation) or by applicable law, the holders of shares of Common Stock shall be entitled to one vote for each such share upon all matters which the stockholders are entitled to vote, the holders of shares of Common Stock shall have the exclusive right to vote for the election of directors and on all other matters upon which the stockholders are entitled to vote, and the holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of stockholders. Each holder of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation (as in effect at the time in question and as may be amended, restated, supplemented and otherwise modified from time to time, the "Bylaws") and applicable law on all matters put to a vote of the stockholders of the Corporation.

to time, the Bylaws), and applicable law on all matters put to a vote of the stockholders of the Corporation.

Except as otherwise required in this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation) or by applicable law, the holders of Common Stock shall vote together as a single class on all matters (or, if any holders of Preferred Stock are entitled to vote together with the holders of Common Stock, the holders of Common Stock and the Preferred Stock shall vote together as a single class).

(B) Notwithstanding the foregoing, except as otherwise required by applicable law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation) or pursuant to the DGCL.

(C) Subject to the rights and preferences, if any, applicable to shares of Preferred Stock or any series thereof, the holders of shares of Common Stock shall be entitled to receive ratably in proportion to the number of shares of Common Stock held by them such dividends and distributions (payable in cash, stock or property), if, when and as may be declared thereon by the Board, at any time and from time to time, out of any funds or assets of the Corporation legally available therefor and in such amounts as the Board in its direction shall determine.

(D) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation and subject to the rights, if any, of the holders of Preferred Stock or any series thereof having a preference over or the right to participate with the Common Stock as to distributions upon liquidation, dissolution or winding up, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them. A dissolution, liquidation or winding-up of the Corporation, as such terms are used in this paragraph (D), shall not be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange or conveyance of all or a part of the assets of the Corporation.

(E) No stockholder shall, by reason of the holding of shares of any class or series of capital stock of the Corporation, have any preemptive or preferential right to acquire or subscribe for any shares or securities of any class or series, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the Corporation, unless specifically provided for in a Preferred Stock Designation.

SECTION 4.4 No Cumulative Voting. There shall be no cumulative voting in the election of directors.

ARTICLE V DIRECTORS

SECTION 5.1 Term and Classes.

(A) The business and affairs of the Corporation shall be managed by or under the direction of the Board elected in accordance with this Amended and Restated Certificate of Incorporation and the Bylaws. In addition to the powers and authorities expressly conferred upon them by statute or by this Amended and Restated Certificate of Incorporation or the Bylaws, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

(B) The directors, other than those who may be elected by the holders of any series of Preferred Stock as specified in the related Preferred Stock Designation, shall be and are divided, with respect to the time for which they severally hold office, into three classes, with the term of the class designated as the “third class” of directors in the Amended and Restated Certificate of Incorporation effective on January 11, 2021, expiring at the 2023 annual meeting of stockholders, and the terms of the classes elected at the annual meeting of stockholders held in 2021 and 2022, respectively, expiring at the 2024 and 2025 annual meeting of stockholders; provided that the division of directors into classes shall terminate at the 2025 annual meeting of stockholders. Notwithstanding the preceding sentence, but subject to the rights of any series of Preferred Stock to elect directors separately as a class, each director elected by the stockholders after the 2022 annual meeting of stockholders shall serve for a term expiring at the first annual meeting of stockholders held after such director's election. Each director shall hold office until his or her successor shall have been duly elected and qualified, subject, however, to such director's earlier death, resignation, disqualification or removal.

SECTION 5.2 Vacancies. Subject to applicable law and the rights of the holders of any series of Preferred Stock then outstanding, any newly created directorship that results from an increase in the number of directors or any vacancy on the Board that results from the death, incapacity, resignation, disqualification or removal of any director or from any other cause shall, unless otherwise required by law or by resolution of the Board, be filled solely by the affirmative vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director, and shall not be filled by the stockholders. Subject to the rights of any series of Preferred Stock entitled to elect directors separately as a class, any director appointed to a vacant or newly created directorship shall serve for a term expiring at the next election of the class for which such director shall have been chosen or, following the termination of the division of directors into three classes, at the next annual meeting of stockholders held after their appointment. No decrease in the number of authorized directors constituting the Board shall shorten the term of any incumbent director.

SECTION 5.3 Removal. Subject to the rights of the holders of shares of any series of Preferred Stock, if any, to elect additional directors pursuant to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation thereunder), any director serving in a class of directors expiring at the third annual meeting of stockholders following their election, and any director serving in the class expiring at the 2023 annual meeting of stockholders, shall be removable only for cause, and all other directors shall be removable either with or without cause. The removal of any director shall require the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares of stock of the Corporation entitled to vote thereon, voting together as a single class and acting at a meeting of the stockholders in accordance with the DGCL, subject to any greater vote provided for directors elected separately by the holders of one or more series of Preferred Stock. Except as applicable law otherwise provides, cause for the removal of a director shall be deemed to exist only if the director whose removal is proposed: (1) has been convicted of a felony by a court of competent jurisdiction and that conviction is no longer subject to direct appeal; (2) has been found to have been grossly negligent in the performance of his or her duties to the Corporation in any matter of substantial importance to the Corporation by (a) the affirmative vote of at least 80% of the directors then in office (other than the director whose removal is proposed) at any meeting of the Board called for that purpose or (b) a court of competent jurisdiction; or (3) has been adjudicated by a court of competent jurisdiction to be mentally incompetent, which mental incompetency directly affects his or her ability to serve as a director of the Corporation.

SECTION 5.4 Number. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, if any, the number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by the affirmative vote of a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships). Unless and except to the extent that the Bylaws so provide, the election of directors need not be by written ballot.



**ARTICLE VI
STOCKHOLDER ACTION**

SECTION 6.1 Written Consents. Subject to the rights of holders of any series of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation (a) may, pursuant to a resolution of and at the direction of the Board, be taken by consent in writing of such stockholders and (b) otherwise must be taken at a duly held annual or special meeting of stockholders and may not be taken by any consent in writing of such stockholders.

**ARTICLE VII
SPECIAL MEETINGS**

SECTION 7.1 Special Meetings. Subject to the rights of the holders of any series of Preferred Stock then outstanding and to the requirements of applicable law, special meetings of stockholders of the Corporation may be called, at any time for any purpose or purposes, by the Board pursuant to a resolution adopted by the Board. The Board may postpone, reschedule or cancel any special meeting of stockholders previously called by the Board. A special meeting of stockholders shall be called by the Secretary of the Corporation upon written request by one or more stockholders of record, representing stockholders owning beneficially or of record at least twenty five percent (25%) of all outstanding shares of common stock of the Corporation, as determined pursuant to the Bylaws, and who otherwise comply with such other requirements and procedures set forth in the Bylaws, as now or hereinafter in effect. The Board may fix the date, time and place, if any, of such special meeting, either within or without the State of Delaware.

**ARTICLE VIII
BYLAWS**

SECTION 8.1 Bylaws. In furtherance of, and not in limitation of, the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to adopt, amend or repeal the Bylaws. Any adoption, amendment or repeal of the Bylaws by the Board shall require the approval of the Board. Stockholders shall also have the power to adopt, amend or repeal the Bylaws; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the Bylaws may be adopted, altered, amended or repealed by the stockholders of the Corporation only by the affirmative vote of holders of not less than a majority in voting power of the then-outstanding shares of stock entitled to vote thereon, voting together as a single class. No Bylaws hereafter made or adopted, nor any repeal of or amendment thereto, shall invalidate any prior act of the Board that was valid at the time it was taken.

**ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY**

SECTION 9.1 Limitation of Director Liability. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as it now exists. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the preceding sentence, a director of the Corporation shall not be liable to the fullest extent permitted by any amendment to the DGCL hereafter enacted that further limits the liability of a director. Any amendment, repeal or modification of this Article IX shall be prospective only and shall not affect any limitation on liability of a director for acts or omissions occurring prior to the date of such amendment, repeal or modification.

ARTICLE X
AMENDMENT OF CERTIFICATE OF INCORPORATION

SECTION 10.1 Amendments.

(A) The Corporation shall have the right, subject to any express provisions or restrictions contained in this Amended and Restated Certificate of Incorporation, from time to time, to amend this Amended and Restated Certificate of Incorporation or any provision hereof in any manner now or hereafter provided by applicable law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Amended and Restated Certificate of Incorporation or any amendment hereof are subject to such right of the Corporation.

(B) Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or the Bylaws (and in addition to any other vote that may be required by applicable law or this Amended and Restated Certificate of Incorporation), the affirmative vote of the holders of a majority in voting power of the outstanding shares of stock of the Corporation entitled to vote thereon, voting together as a single class, shall be required to amend, alter or repeal any provision of this Amended and Restated Certificate of Incorporation.

ARTICLE XI
FORUM SELECTION

SECTION 11.1 Exclusive Forum.

(A) Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forums for any stockholder (including a beneficial owner) to bring (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee, agent or stockholder of the Corporation, (3) any action or proceeding asserting a claim against the Corporation, its directors, officers or employees or agents arising pursuant to, or seeking to enforce any right, obligation or remedy under, any provision of the DGCL, the laws of the State of Texas, the laws of the State of New York, the Certificate of Incorporation or the Bylaws (as each may be amended from time to time), or (4) any action or proceeding asserting a claim against the Corporation, its directors, officers or employees or agents governed by the internal affairs doctrine, shall, to the fullest extent permitted by law, be the Court of Chancery of the State of Delaware (or, if such court does not have jurisdiction, any state or federal court residing with the State of Delaware) or the United States District Court for the Northern District of Texas in Dallas, Texas (or, if such court does not have jurisdiction, any district court of Dallas County in the State of Texas) (each, a "Permissible Court"), in each case subject to the Permissible Court having personal jurisdiction over the indispensable parties named as defendants.

(B) Unless the Corporation consents in writing to the selection of an alternative forum (which consent may be given at any time, including during the pendency of litigation), the sole and exclusive forum for any action asserting a cause of action arising under the Securities Act of 1933, as amended, shall be the federal district courts of the United States.

(C) Any person or entity purchasing or otherwise acquiring or holding or owning (or continuing to hold or own) any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XI.

(D) If any provision or provisions of this Article XI shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the

unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the

fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article XI (including, without limitation, each portion of any sentence of this Article XI containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

DESCRIPTION OF CAPITAL STOCK

The following description of the capital stock of Texas Pacific Land Corporation (“TPL,” “we,” “our” or “us”) is a summary and is qualified in its entirety by reference to TPL’s Second Amended and Restated Certificate of Incorporation (as amended from time to time, the “Certificate of Incorporation”) and TPL’s Amended and Restated Bylaws (as amended from time to time, the “Bylaws”).

General

Our authorized capital stock consists of 46,536,936 shares of common stock, par value \$0.01 per share, and 1,000,000 shares of preferred stock, par value \$0.01 per share.

Common Stock

As of February 12, 2025, 22,984,798 shares of our common stock were issued and outstanding, all of which were fully paid and nonassessable.

Voting Rights

Except as provided by law or in a preferred stock designation, holders of our common stock will be entitled to one vote for each share held upon all matters which holders of our common stock are entitled to vote, and the holders of shares of our common stock shall have the exclusive right to vote for the election of directors and on all other matters upon which the stockholders are entitled to vote. Holders of our common stock do not have cumulative voting rights. The number of authorized shares of our common stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of our stock entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law (or any successor provision thereto) (“DGCL”), and no vote of the holders of either preferred stock or common stock voting separately as a class shall be required therefor.

Dividend Rights

Subject to the rights and preferences, if any, applicable to shares of preferred stock or any series thereof, the holders of shares of our common stock will be entitled to receive, ratably in proportion to the number of shares of common stock held by them, such dividends and distributions (payable in cash, stock or property), if, when and as may be declared thereon by our Board of Directors (the “Board”), at any time and from time to time, out of any funds or assets of TPL that are legally available therefor at such time and in such amounts as the Board in its direction will determine.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of TPL, holders of our common stock will be entitled to share ratably in all assets of TPL remaining, after TPL pays all of its debts and other liabilities and any amounts TPL may owe to the holders of preferred stock, if any.

Other Matters

Holders of our common stock do not have preemptive or preferential rights. There are no redemption or sinking fund provisions applicable to our common stock.

Preferred Stock

Our Certificate of Incorporation authorizes the Board, subject to any limitations prescribed by law and the rights of any series of preferred stock then outstanding, if any, without further stockholder approval, to authorize the issuance of preferred stock from time to time in one or more series, covering up to an aggregate of 1,000,000 shares

of preferred stock. The Board is authorized under the Certificate of Incorporation to fix the designations, powers, preferences, privileges, and relative, participating, optional or special rights, and qualifications, limitations and restrictions relating to each such series of preferred stock, including, but not limited to, voting rights, the number of shares to constitute the series, restrictions on issuance, redemption rights, dividend rights, liquidation preferences and conversion rights. Except as provided by law or in a preferred stock designation, the holders of preferred stock will not be entitled to vote at any meeting of stockholders. As of February 12, 2025, we did not have any shares of preferred stock outstanding.

Anti-Takeover Effects of Delaware Law and Provisions of our Restated Certificate of Incorporation and our Amended and Restated Bylaws

Some provisions of Delaware law, our Certificate of Incorporation and our Bylaws contain provisions that could make the following transactions more difficult: acquisitions of us by means of a tender offer, a proxy contest or removal of our incumbent officers and directors. These provisions may also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interest or in our best interests, including transactions that might result in a premium over the market price for our shares.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to negotiate with us first. We believe that the benefits of increased protection and our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging these proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

Delaware Law

We are subject to the provisions of Section 203 of the DGCL (“Section 203”) regulating corporate takeovers. In general, those provisions prohibit a Delaware corporation, including those whose securities are listed for trading on the NYSE, from engaging in any business combination with any interested stockholder for a period of three years following the date that the stockholder became an interested stockholder, unless:

- the transaction is approved by the Board before the date the interested stockholder attained that status;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of TPL outstanding at the time the transaction commenced; or
- on or after such time the business combination is approved by the Board and authorized at a meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

Except as otherwise set forth in Section 203, an interested stockholder is defined to include: (a) any person that is the owner of 15% or more of the outstanding voting stock of the corporation, or is an affiliate or associate of the corporation and was the owner of 15% or more of the outstanding voting stock of the corporation at any time within the three years immediately prior to the date of determination; and (b) the affiliates and associates of any such person.

Section 203 may make it more difficult for a person who would be an interested stockholder to effect various business combinations with a corporation for a three-year period. The provisions of Section 203 may encourage persons interested in acquiring us to negotiate in advance with the Board, because the stockholder approval requirement would be avoided if a majority of the directors then in office approve either the business combination or the transaction that results in any such person becoming an interested stockholder. These provisions also may have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish transactions that our stockholders may otherwise deem to be in their best interests.

Our Certificate of Incorporation and Our Bylaws

Certain provisions of our Certificate of Incorporation and our Bylaws may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares or might otherwise deem to be in their best interest. Therefore, these provisions could adversely affect the price of our common stock.

Our Certificate of Incorporation and Bylaws:

- establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals must be timely and given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received by our corporate secretary at our principal executive offices not earlier than the close of business on the 120th day before the one-year anniversary of the immediately preceding year's annual meeting and not later than the close of business on the 90th day before such anniversary. These requirements may preclude stockholders from bringing matters before the stockholders at an annual or special meeting;
- provide the Board the ability to authorize undesignated preferred stock. This ability makes it possible for the Board to issue, without stockholder approval, preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us. These and other provisions may have the effect of deferring hostile takeovers or delaying changes in control or management of our company;
- provide that, subject to the rights of holders of any series of preferred stock, the authorized number of directors shall be fixed from time to time, within a range of seven to eleven directors, by a resolution of the majority of the authorized directors;
- provide that members of the Board will generally be elected by a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that in the case of a contested election, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of directors;
- provide that any newly created directorship that results from an increase in the number of directors or any vacancy that arises on the Board shall be filled by a majority of the directors then in office;
- provide that our Bylaws can be amended or repealed by a majority of the Board;
- provide that, subject to the rights of holders of any series of preferred stock, any action required or permitted to be taken by our stockholders must be taken at a duly held annual or special meeting of stockholders and may not be taken by any consent in writing of such stockholders, except as otherwise authorized by the Board;
- provide that the affirmative vote of a majority of the voting power of the outstanding shares of stock of TPL shall be required to remove any or all of the directors from office, subject to any greater vote provided for directors elected by holders of our preferred stock, if any, and such removal may be with or without cause; and
- prohibit cumulative voting on all matters.

Forum Selection

Our Certificate of Incorporation provides that unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if such court does not have jurisdiction, any state or federal



court residing within the State of Delaware) or the U.S. District Court for the Northern District of Texas in Dallas, Texas (or if such court does not have jurisdiction, any district court in Dallas County in the State of Texas) will, to the fullest extent permitted by applicable law, be the sole and exclusive forums for: (a) any derivative action or proceeding brought on our behalf; (b) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers, employees, agents or stockholders; (c) any action or proceeding asserting a claim against us or any of our directors, officers, employees or agents arising pursuant to, or seeking to enforce any right, obligation or remedy under any provision of the DGCL, the laws of the State of Texas, the laws of the State of New York, our Certificate of Incorporation or our Bylaws; or (d) any action or proceeding asserting a claim against us or any of our directors, officers, employees or agents governed by the internal affairs doctrine, in each such case, subject to the applicable court having personal jurisdiction over the indispensable parties named as defendants in such action or proceeding. Our Certificate of Incorporation also provides that unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States will be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

Our Certificate of Incorporation also provides that any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock will be deemed to have notice of, and to have consented to, our forum selection provisions. Although we believe these provisions will benefit us by providing increased consistency in the application of law for the specified types of actions and proceedings, these provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees and agents, which may discourage such lawsuits. If a court were to find that any of these provisions are inapplicable or unenforceable in an action, we could incur additional costs associated with resolving such action in other jurisdictions, which could have a material adverse effect on our business, financial condition and results of operations.

Limitation of Liability and Indemnification Matters

Our Certificate of Incorporation limits the liability of our directors for monetary damages for breach of their fiduciary duty as directors, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as it now exists. The DGCL authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties as directors, except: (a) for any breach of their duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for unlawful payment of dividends or unlawful stock repurchases or redemptions, as provided under Section 174 of the DGCL; or (d) for any transaction from which the director derived an improper personal benefit. Any amendment, repeal or modification of these provisions in our Certificate of Incorporation will be prospective only and will not affect any limitation on liability of a director for acts or omissions that occurred prior to any such amendment, repeal or modification.

Our Bylaws also provide that we will indemnify and hold harmless to the fullest extent permitted by law any person who becomes involved in any legal proceeding by reason of the fact that they are or were a director, trustee or officer of TPL or any predecessor in interest to the assets of TPL a ("predecessor"). Our Bylaws also provide that we will indemnify and advance expenses to any such covered person on the condition that such person will repay all amounts advanced if it is ultimately determined by a court that such person is not entitled to be indemnified.

Our Bylaws permit us to purchase and maintain insurance, at our expense, to protect ourselves and any person who is or was serving as a director, trustee, officer, employee or agent of TPL or any predecessor, regardless of whether we could have the power to indemnify such person against such expense, liability or loss under the DGCL, our Bylaws or otherwise.

We have entered into, and intend to enter into, indemnification agreements with each of our current and future directors, and we may enter into indemnification agreements with our future officers. These agreements require us to indemnify such individuals to the fullest extent permitted under Delaware law against liability that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We believe that the limitation of liability provision in our Certificate of Incorporation, the indemnification and insurance-related provisions in our Bylaws and indemnification agreements will facilitate our ability to continue to attract and retain qualified individuals to serve TPL.

ability to continue to attract and retain qualified individuals to serve L.L.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Equiniti Trust Company, LLC.

Listing

Our common stock is listed on the NYSE under the symbol “TPL.”

INSIDER TRADING POLICY

TEXAS PACIFIC LAND CORPORATION

As adopted by the Board of Directors, effective February 11, 2025

The Board of Directors (the “Board”) of Texas Pacific Land Corporation (together with its subsidiaries, the “Company”) has adopted this Insider Trading Policy (this “Policy”) to provide guidance to the Company’s employees, officers and directors (collectively, “Company Personnel”) with respect to transactions in the Company’s Securities (as defined below). The Company has adopted this Policy and the procedures set forth herein to help prevent insider trading and to assist Company Personnel in complying with their obligations under the federal securities laws. Company Personnel are individually responsible for understanding and complying with this Policy and informing Family Members (as defined below) and other relevant persons who are subject to this Policy (as discussed below) about this Policy’s requirements.

Insider trading is unlawful and could result in civil and/or criminal liability and penalties, including substantial fines and imprisonment. Violation of this Policy will result in disciplinary action, which may include termination of your employment or other relationship with the Company.

SCOPE AND APPLICABILITY

Scope

This Policy applies to all transactions in (i) Securities (defined below) of the Company (“Company Securities”) and (ii) the Securities of other companies where the person trading used information obtained in the course of their involvement with the Company. This Policy also imposes specific blackout period and pre-clearance procedures on officers, directors and certain other designated employees who receive or have access to Material Nonpublic Information (as defined below) regarding the Company and/or are subject to the reporting and other provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Applicability

This Policy applies to (collectively referred to in this Policy as “you”):

- Company Personnel;
- Individuals (including but not limited to Family Members of Company Personnel) who reside with Company Personnel;
- Family Members of Company Personnel who do not reside with such Company Personnel, but whose transactions in the Securities covered by this Policy are (i) directed by such Company Personnel and/or (ii) subject to the influence or control of such Company Personnel (such as parents or children who consult with Company Personnel before they trade in Securities covered by this Policy); and

- As to each of the above persons, entities over which any such person has influence or control (such as corporations, partnerships or trusts).

For purposes of this Policy, “Family Members” means children, stepchildren, parents, stepparents, spouses, siblings, grandparents, grandchildren, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law and adoptive relationships.

As Company Personnel, it is your responsibility to inform Family Members who are subject to this Policy and other relevant persons about this Policy’s requirements.

If you have any doubt as to whether this Policy applies to you or whether a proposed transaction is covered by this Policy, contact the General Counsel.

From time to time, the Company may engage in transactions in Company Securities. It is the Company’s policy that any transactions in Company Securities by the Company will comply with applicable laws with respect to insider trading.

TRADING RESTRICTIONS

No Trading While in Possession of Material Nonpublic Information

You must not trade in any Company Security, whether or not issued by the Company, while in possession of information concerning the Company that is “Material Nonpublic Information”. In addition, you must not trade in any Security of any other company, including current or potential competitors, customers, suppliers or counterparties in mergers, acquisitions or other strategic transactions, while in possession of Material Nonpublic Information that was obtained in the course of your involvement with the Company. You should treat Material Nonpublic Information about such other companies with the same care required with respect to information related directly to the Company.

Information (positive or negative) is material if its public dissemination is likely to affect the market price of a company’s Securities or if it otherwise is information that a reasonable person would consider important in deciding whether to buy, sell or hold a company’s Securities. For example, material information may include (but is not limited to):

- Financial results or internal financial information;
- Projected sales, earnings, losses or other financial projections;
- Significant changes or anticipated changes in operating or financial performance, such as major write-offs or special or extraordinary charges against earnings or capital;
- A significant expansion or curtailment of operations;
- Major changes in lines of business, including significant new services or products;
- Significant pricing changes;
- Significant developments regarding customers or suppliers, such as entry into or termination of a significant agreement;
- Changes in control;



- Matters relating to cash dividends, stock repurchases or stock splits;
- A change in dividend policy;
- Stock buybacks;
- Significant financing transactions or borrowings, such as a significant drawdown on a credit facility or a securities offering;
- Major transactions, such as mergers, tender offers or acquisitions of other companies, or major purchases or sales of assets;
- Major litigation, expected major litigation and related developments;
- Significant internal or external investigations, including government investigations, and related developments;
- Capital investment plans or significant capital expenditures;
- Significant labor disputes or significant hiring freezes;
- Change in the auditor or a significant notification from an auditor;
- Major changes in directors or senior management;
- Impending bankruptcy or financial liquidity problems;
- Significant cybersecurity incidents or risks, including vulnerabilities and breaches; and
- Deficiencies or related developments with respect to the Company's trading market.

Identifying whether information is material can sometimes be difficult. As a practical matter, materiality is often evaluated by enforcement authorities after the fact with the benefit of hindsight, when the effect of the information on the market can be quantified. Although you may be aware of information that you do not consider to be material, enforcement authorities may conclude that such information was material. Therefore, trading in a company's Securities based on such information can be risky. Material information is not limited to historical facts but may also include projections and forecasts. With respect to a future event, such as a merger or acquisition, the point at which negotiations are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on a company's operations or stock price should it occur. Thus, information concerning an event that would have a large effect on stock price, such as a merger or acquisition, may be material even if the possibility that the event will occur is relatively small. If you have any doubt, you should consider the information to be material or seek further guidance from the General Counsel.

Information is nonpublic if it has not been disclosed generally to the marketplace by one of the following methods:

- By press release;
- By public filing with the Securities and Exchange Commission (the "SEC");
- On a publicly-accessible conference call for which adequate notice to the public was given; or
- By another method reasonably expected to effect a broad and non-exclusionary distribution of information to the public, such as via posting on the Company's website.

Even if information is widely known within the Company, it may still be considered nonpublic.



After material information has been disseminated publicly, the market must have a reasonable opportunity to absorb it. Therefore, if you are aware of Material Nonpublic Information, you must wait until **two full trading days have elapsed** following the disclosure of such Material Nonpublic Information before you may trade (provided you are not aware of other Material Nonpublic Information at that time). For example:

- If a press release is issued after New York Stock Exchange (“NYSE”) market-open on a Tuesday, you may not trade until Friday (assuming no intervening holidays during that week in which the market is closed).
- If a press release is issued after NYSE market-close on a Friday, you may not trade until the following Wednesday (assuming the market is open on Monday and Tuesday).

If you are unsure whether information of which you are aware is Material Nonpublic Information, you should consult with the General Counsel.

For purposes of this Policy, the term “Securities” includes shares of common stock, shares of preferred stock, stock options, restricted stock, restricted stock units, warrants, debt securities, any other type of security a company may issue, any instrument that grants to its holder a direct or indirect ownership interest in a company or any debt obligation of a company and any derivative securities of such securities. However, the term “Security” does not include ownership interests in mutual funds, exchange-traded funds, hedge funds or similar fund-like vehicles in which the holder of the interest has no ability, directly or indirectly, to direct or influence the purchase or sale of the fund’s securities.

For purposes of this Policy, the terms “trading” and “transaction” with respect to Securities include, among other things:

- Purchases and sales of Securities in public markets;
- Sales of Securities obtained through the exercise of employee stock options, including cashless exercises;
- Hedging transactions, including transactions involving prepaid variable forward contracts, equity swaps, collars and exchange funds;
- Pledging transactions, including using Securities to secure a loan;
- Short sales of Securities; and
- Gifts of Securities.

No Disclosure of Material Nonpublic Information (“Tipping”)

You must not disclose (“tip”) Material Nonpublic Information to any other person (including Family Members and friends or anyone else and including through any means whether private communication or through social media or other communication channels). Should Material Nonpublic Information you communicated to another person be used by such person to trade in Company Securities or the Securities of any other company, you may be subject to prosecution for violation of the insider trading laws.

Tipping also includes making recommendations, expressing opinions about trading and

“signaling” while aware of Material Nonpublic Information. There are strict legal prohibitions against tipping, and you can be liable for tipping even if you do not have any financial interest in or profit from the other person’s trade.

In the course of performing your work for the Company and unless otherwise instructed by the Company to keep such information confidential, you may communicate Material Nonpublic Information to others on a “need to know” basis upon express commitment from the other person that they will respect its confidentiality, but you must not share Material Nonpublic Information with persons who do not have a legitimate business reason to know the information.

You must not recommend to another person that he or she buy, hold or sell Company Securities, even if you are not aware of Material Nonpublic Information concerning the Company. However, certain officers and employees of the Company are authorized to discuss Company business with members of the investment community, such as analysts and investment advisors, as discussed below.

No Short Selling

Company Personnel are prohibited from short selling Company Securities. Selling short involves transactions in which the short-seller borrows Securities from a broker, sells them and later acquires the Securities in the open market or otherwise to repay the borrowed Securities to the broker. In a short sale, the seller will make a profit if the price of the Securities declines after the sale such that the Securities can be acquired in the open market at a lower price. Short selling Company Securities could signal to the market that the seller lacks confidence in the Company. Company Personnel are also prohibited from using derivative Securities to achieve a comparable transaction (*i.e.*, where the trader can only profit if the price of the Security declines).

No Hedging

Company Personnel are prohibited from hedging ownership of Company Securities, including trading in publicly-traded options, puts, calls, or other derivative instruments related to Company Securities. Hedging transactions may insulate an owner of Securities from upside or downside price movement in Company Securities, which can result in the perception that the owner no longer has the same interests as other Company stockholders.

Pre-Approval of Pledges and Margin Stock

Because Securities held in a margin account or pledged as collateral may be sold without your consent by the broker if you fail to meet a margin call or by the lender if you default on a loan, a margin or foreclosure sale may result in unlawful insider trading. Because of this risk, the following transactions by Company Personnel must be reviewed and pre-approved by the General Counsel: (i) all pledges of Company Securities or the Securities of any other company designated by the General Counsel and (ii) the deposit in margin accounts of Company Securities or the Securities of any other company designated by the General Counsel.



Exceptions to the Trading Restrictions in this Policy

The trading restrictions in this Policy, including blackout periods and pre-clearance requirements, do not apply to the following transactions in Company Securities:

(a) *Certain Stock Option Exercises*: The exercise of stock options granted by the Company as long as the underlying Company Securities received upon such exercise are not sold (whether to fund the exercise, pay taxes or otherwise). For the avoidance of doubt, the trading prohibitions in this Policy apply to cashless exercises of stock options.

(b) *401(k) Plan Contributions*: Investing 401(k) plan contributions in a Company stock fund in accordance with the terms of the Company's 401(k) plan. However, any changes in your investment election regarding the Company's Securities are subject to trading restrictions under this Policy.

(c) *Transactions Under Pre-Arranged Trading Plans*: Trades made in accordance with a properly qualified, adopted and submitted Pre-Arranged Trading Plan (as defined below). The SEC permits trades to be executed even if the securityholder is aware of Material Nonpublic Information if the trade is executed pursuant to a written trading plan that meets the applicable SEC rules and regulations for such plans (a "Pre-Arranged Trading Plan"). Generally, such plans must be established in good faith at a time when the securityholder is not aware of Material Nonpublic Information, must provide specific instructions as to amount, price and timing for the purchase or sale of Securities and must comply with the applicable "cooling-off" period before trades can begin under the plan. Alternatively, a Pre-Arranged Trading Plan can delegate investment discretion to an independent third party, such as a broker, who then makes trading decisions without further input from the securityholder. Any Pre-Arranged Trading Plan established by a Restricted Person (defined below) must be reviewed and pre-approved by the General Counsel and may be established only at a time when the Restricted Person is not subject to a blackout period (described below) and not in possession of Material Nonpublic Information. All modifications and terminations of a Pre-Arranged Trading Plan by a Restricted Person must also be reviewed and pre-approved by the General Counsel.

TRADING WINDOWS

Restricted Persons may trade in Company Securities:

- Only during "open" trading windows and
- Only if they are not aware of Material Nonpublic Information concerning the Company.

A "Restricted Person" is:

- A member of the Board;
- A person who has been designated by the Board as an "officer" of Texas Pacific Land Corporation under Section 16 of the Exchange Act (a "Section 16 Officer");
- A person who has been designated by the Board for purposes of this policy as

- a person who has been designated by the Board, for purposes of this policy, as

an executive officer of any subsidiary of the Company (a “Subsidiary Executive Officer”);

- A Company employee with the title of vice president or above;
- A Company employee who works in the finance, accounting, legal or investor relations department;
- A person who has been designated as a Restricted Person by the General Counsel, which designation may be for a specified period of time; and
- As to each of the above persons:
 - Entities over which any such person has influence or control (such as corporations, partnerships or trusts);
 - Individuals (including but not limited to Family Members) who reside with any such person; and
 - Family Members of any of such person who do not reside with such person, but whose transactions in Company Securities are (i) directed by such person and/or (ii) subject to the influence or control of such person (such as parents or children who consult with such person before they trade in Company Securities).

“Open” trading windows

A “trading window” is the period of time during which Restricted Persons are permitted to trade Company Securities, as long as they are not aware of Material Nonpublic Information concerning the Company. At these times, the trading window is said to be “open.”

Advance notice of the applicable trading window dates for each quarter will be emailed to Restricted Persons who are employed by or are directors of the Company. Such Restricted Persons will also be notified by email prior to the close of the trading window each quarter. However, each Restricted Person is responsible for complying with the trading window restrictions described in this Policy even if a notice has not been received. Please note that even if the trading window is open, and even if you have received pre-approval for a transaction, if you are aware of Material Nonpublic Information concerning the Company, you may not trade in Company Securities.

Quarterly blackout periods

There will be routine “blackout” periods when the trading window will be closed for a period of time in connection with the release of the Company’s quarterly earnings. The start and end dates of each quarterly earnings blackout period are as follows:

- Start of quarterly earnings blackout period: The quarterly earnings blackout period starts at the close of the market on the 14th calendar day prior to the last business day of any quarter.
- End of quarterly earnings blackout period: The quarterly earnings blackout period ends at the open of the market two full trading days after the later of (i) the public release of the Company’s earnings for such prior quarter or (ii) the conference call with analysts regarding the Company’s earnings for such prior quarter.

Restricted Persons must not trade in Company Securities during any blackout period even if they are not aware of Material Nonpublic Information concerning the Company.

The restrictions against trading during any blackout period also apply to the fulfillment of “limit” orders by brokers (*i.e.*, orders to be executed only at a certain stock price), and Restricted Persons will need to ensure that any “limit” orders placed with brokers will not be fulfilled during any blackout period, unless an exception applies (discussed above).

Special blackout periods

Under certain circumstances, the Company may close the trading window for a “special” blackout period and require all or certain Restricted Persons, or certain individuals or groups that have been designated as Restricted Persons for purposes of the special blackout period, to refrain from trading. If you have been designated a Restricted Person for purposes of the “special” blackout period, you will be notified of such designation by the General Counsel. Notice of any “special” blackout period will be emailed to the applicable Restricted Persons who are employed by or are directors of the Company, and any “special” blackout period must be kept confidential, even among others in the Company.

MANDATORY PRE-CLEARANCE OF TRADING

All Restricted Persons must receive pre-clearance from the General Counsel or, in the case of the General Counsel, the CFO, prior to trading or otherwise engaging in any transaction involving any Securities of the Company or the Securities of other companies designated by the General Counsel, unless an exception applies (as described above).

Pre-clearance of a proposed transaction is effective from the time the General Counsel grants the pre-clearance through the **end of the second full trading day** following the grant of pre-clearance, unless a different period is specified in the pre-clearance from the General Counsel. If the transaction order is not executed within that time period, pre-clearance for the transaction must be requested again. A response from the General Counsel that a pre-clearance request has been denied must be kept confidential and should be treated as Material Nonpublic Information. Pre-clearance of a transaction does not constitute a recommendation by the Company or any of its employees or agents that you should engage in the proposed transaction. **Even if a proposed transaction receives pre-clearance, if you become aware of Material Nonpublic Information concerning the Company before the transaction is executed, you must not complete the transaction.**

PROMPT REPORTING OF TRADES BY DIRECTORS, SECTION 16 OFFICERS AND SUBSIDIARY EXECUTIVE OFFICERS

All directors, Section 16 Officers and Subsidiary Executive Officers are required to submit to the General Counsel a copy of any trade order or confirmation relating to the purchase or sale of Company Securities, or information regarding any gift of Company Securities, within one business day of any such transaction, including but not limited to transactions pursuant to a Pre-Arranged Trading Plan. This information is necessary to enable the Company to monitor trading by directors, Section 16 Officers and Subsidiary Executive Officers and ensure that all

trading by directors, Section 16 Officers and Subsidiary Executive Officers and ensure that all

such trades are properly reported to the SEC.

POST-TERMINATION TRANSACTIONS

This Policy will continue to apply to you after your employment with the Company terminates or after you cease to provide services to the Company until such time as you are no longer aware of Material Nonpublic Information and any applicable blackout period has expired. In addition, certain trades in Company Securities may be reportable by Section 16 Officers and directors for up to six months following departure from the Company. For this reason, Section 16 Officers and directors should continue to notify the Company of any trades during this time.

CONFIDENTIALITY AND UNAUTHORIZED DISCLOSURE OF COMPANY INFORMATION

Until Material Nonpublic Information relating to the Company is disclosed to the public, it must be kept in strict confidence. Utmost care must be exercised at all times. For example, conversations in public places, such as elevators, restaurants and public transportation should be limited to matters that do not involve information of a sensitive or confidential nature. In addition, do not transmit confidential information through any unsecured means. Remember that cellular telephone conversations are often overheard and that voicemails and emails may be retrieved by persons other than the intended recipients. **You are required to contact the General Counsel immediately if you become aware of an inadvertent disclosure of Material Nonpublic Information.** See above for guidance on what information is “Material Nonpublic Information.”

To ensure that the Company’s confidential information is protected to the maximum extent possible, only specifically authorized officers and employees are permitted to release Material Nonpublic Information to the public or respond to inquiries from the media, securities industry professionals (such as analysts and investment advisors), Company stockholders or others outside the Company.

If you are contacted by anyone outside the Company seeking information about the Company, and if you have not been expressly authorized to provide information by the Chief Executive Officer, Chief Financial Officer or General Counsel, you should refer the request to the Company’s Investor Relations department.

CONSEQUENCES OF VIOLATIONS

Any violation of the insider trading laws (including tipping) could result in severe civil and/or criminal liability and penalties for you and the Company, including substantial fines and imprisonment. The SEC and other regulatory authorities use sophisticated electronic surveillance techniques to uncover insider trading. There are no minimums or limits on the size of transaction that will trigger insider trading liability, and small trades have resulted in SEC investigations, prosecution and penalties.



In addition, violations of this Policy will result in disciplinary action, up to and including termination of your employment or other relationship with the Company, and any transaction executed in violation of this Policy will be subject to reversal, with all costs of reversal charged to you.

INDIVIDUAL RESPONSIBILITY AND ANNUAL CERTIFICATION

Any decision to trade is your responsibility. Any approval by the Company of a Pre-Arranged Trading Plan and/or pre-clearance of a trade does not constitute the Company giving advice on whether or not to make a trade. You are responsible for communicating this Policy and ensuring that your Family Members, other members of your household and any entities over which you may exercise voting or investment control comply with this Policy.

Company Personnel are required to provide an annual certification as to compliance with this Policy.

POLICY REVIEW

The Board (or delegated committee of the Board) shall review this Policy periodically. Questions about this Policy should be directed to the General Counsel.



Privileged and Confidential

INSIDER TRADING POLICY

ANNUAL CERTIFICATION

I hereby certify that I have read and understand the Insider Trading Policy (the "Policy") of Texas Pacific Land Corporation (the "Company"), a copy of which was distributed with this certificate. I have complied with the Policy, I will continue to comply with the Policy and I have communicated the Policy to, as applicable, (a) entities over which I have influence or control, (b) Family Members and individuals who reside with me and (c) Family Members who do not reside with me, but whose transactions in Company Securities are directed by me and/or subject to my influence or control.

Signature: _____

Name: _____

Department or Title: _____

Date: _____

*Annual Certification
Insider Trading Policy
Texas Pacific Land Corporation*

TEXAS PACIFIC LAND CORPORATION

List of Subsidiaries

<u>Entity</u>	<u>Jurisdiction</u>
Texas Pacific Resources LLC	Texas
Texas Pacific Water Resources LLC	Delaware
Transmissive Water Services LLC (under Texas Pacific Water Resources LLC)	Texas
TPL Holdings LLC	Texas
Texas Eagle Ranches, LLC	Texas
Texas Pacific Royalty Acquisitions, LLC	Texas
Riverton Holdings, LLC	Texas

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-279228 on Form S-3 and Registration Statement No. 333-261938 on Form S-8 of our reports dated February 19, 2025, relating to the financial statements of Texas Pacific Land Corporation and the effectiveness of Texas Pacific Land Corporation's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Dallas, Texas

February 19, 2025



RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS

TBPELS REGISTERED ENGINEERING FIRM F-1580
633 SEVENTEENTH STREET, SUITE 1700

DENVER, COLORADO 80202

(303) 339-8110

Exhibit 23.2

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

We have issued our summary report dated January 27, 2025 on the review of the estimated future reserves and income attributable to wells in which Texas Pacific Land Corporation (the "Company") has a mineral or royalty interest, as of December 31, 2024. As independent oil and gas consultants, we hereby consent to the inclusion of our report and the information contained therein referenced in this Annual Report on Form 10-K of the Company (this "Annual Report") and to all references to our firm in this Annual Report. We hereby also consent to the incorporation by reference of such reports and the information contained therein in the Registration Statements of the Company on Form S-8 (File No. 333-261938) and Form S-3ASR (File No. 333-279228).

Very truly yours,

/s/ Ryder Scott Company, L.P.

Ryder Scott Company, L.P.

Denver, Colorado
February 19, 2025

1100 LOUISIANA, SUITE 4600
SUITE 2800, 350 7TH STREET, S.W.

HOUSTON, TEXAS 77002-5294
CALGARY, ALBERTA T2P 3N9

TEL (713) 651-9191
TEL (403) 262-2799

CERTIFICATION

I, Tyler Glover, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2024 of Texas Pacific Land Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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(s) 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: February 19, 2025

By: /s/ Tyler Glover

Tyler Glover, President and
Chief Executive Officer

CERTIFICATION

I, Chris Steddum, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2024 of Texas Pacific Land Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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(s) 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: February 19, 2025

By: /s/ Chris Steddum
Chris Steddum, Chief Financial Officer

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

In connection with the Annual Report on Form 10-K for the year ended December 31, 2024 of Texas Pacific Land Corporation (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Tyler Glover, Chief Executive Officer of the Company, certifies, to the best of his knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: February 19, 2025

By: /s/ Tyler Glover
Tyler Glover, President and
Chief Executive Officer

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

In connection with the Annual Report on Form 10-K for the year ended December 31, 2024 of Texas Pacific Land Corporation (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Chris Steddum, Chief Financial Officer of the Company, certifies, to the best of his knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: February 19, 2025

By: /s/ Chris Steddum
Chris Steddum, Chief Financial Officer

TEXAS PACIFIC LAND CORPORATION

Estimated

Future Reserves and Income


Attributable to Certain

Royalty Interests

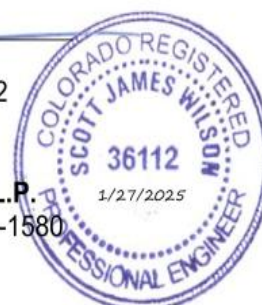
SEC Parameters

As of

December 31, 2024


Scott J. Wilson, P.E., MBA
Colorado License No. 36112
Senior Vice President

RYDER SCOTT COMPANY, L.P.
TBPELS Firm Registration No. F-1580





RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS

TBPELS REGISTERED ENGINEERING FIRM F-1580
633 17TH STREET SUITE 1700

DENVER, COLORADO 80202

TELEPHONE (303) 339-8110

January 27, 2025

Chris Steddum, CFO
Texas Pacific Land Corporation
1700 Pacific Avenue, Suite 2900
Dallas, TX 75201

Dear Chris Steddum:

At your request, Ryder Scott Company, L.P. (Ryder Scott) has prepared an estimate of the proved producing reserves, future production, and income attributable to certain royalty interests of Texas Pacific Land Corporation, (TPL) as of December 31, 2024. The diverse inventory of properties is located primarily in the state of Texas, but with additional properties in 23 other states and the Gulf of Mexico. The reserves and income data were estimated based on the definitions and disclosure guidelines of the United States Securities and Exchange Commission (SEC) contained in Title 17, Code of Federal Regulations, Modernization of Oil and Gas Reporting, Final Rule released January 14, 2009 in the Federal Register (SEC regulations). Our third-party study, completed on January 27, 2025 and presented herein, was prepared for public disclosure by TPL in filings made with the SEC in accordance with the disclosure requirements set forth in the SEC regulations.

The properties evaluated by Ryder Scott represent all the total net proved producing liquid and gas reserves of TPL as of December 31, 2024.

The estimated reserves and future net income amounts presented in this report, as of December 31, 2024, are related to hydrocarbon prices. The hydrocarbon prices used in the preparation of this report are based on the average prices during the 12-month period prior to the "as of date" of this report, determined as the unweighted arithmetic averages of the prices in effect on the first-day-of-the-month for each month within such period, unless prices were defined by contractual arrangements, as required by the SEC regulations. Actual future prices may vary considerably from the prices required by SEC regulations. The reserves volumes and the income attributable thereto have a direct relationship to the hydrocarbon prices actually received; therefore, volumes of reserves actually recovered and the amounts of income actually received may differ significantly from the estimated quantities presented in this report. The results of this study are summarized as follows.

1100 LOUISIANA, SUITE 4600
SUITE 2800, 350 7TH AVENUE, S.W.

HOUSTON, TEXAS 77002-5294
CALGARY, ALBERTA T2P 3N9

TEL (713) 651-9191
TEL (403) 262-2799

SEC PARAMETERS
 Estimated Net Reserves and Income Data
 Certain Royalty Interests of
Texas Pacific Land Corporation
 As of December 31, 2024

	Total Proved Developed Producing
<u>Net Reserves</u>	
Oil/Condensate – MBarrels	23,326
Plant Products – MBarrels	21,013
Gas – MMCF	137,054
<u>Income Data (\$M)</u>	
Future Gross Revenue	\$2,422,808
Deductions	48,454
Future Net Income (FNI)	\$2,374,354
Discounted FNI @ 10%	\$1,228,384

Liquid hydrocarbons are expressed in standard 42 U.S. gallon barrels and shown herein as thousands of barrels (MBarrels). All gas volumes are reported on an “as sold” basis expressed in millions of cubic feet (MMCF) at the official temperature and pressure bases of the areas in which the gas reserves are located. In this report, the revenues, deductions, and income data are expressed as thousands of U.S. dollars (\$M).

The estimates of the reserves, future production, and income attributable to properties in this report were prepared using the economic software package ARIEST™ Petroleum Economics and Reserves Software, a copyrighted program of Halliburton. Ryder Scott has found this program to be generally acceptable, but notes that certain summaries and calculations may vary due to rounding and may not exactly match the sum of the properties being summarized. Furthermore, one line economic summaries may vary slightly from the more detailed cash flow projections of the same properties, also due to rounding. The rounding differences are not material.

The future gross revenue is after the deduction of production taxes. Since the evaluation includes only royalty interests, the only deductions included in the cash flows are ad valorem taxes, while the normal direct costs of operating the wells are used only to estimate economic lives. The future net income is before the deduction of state and federal income taxes and general administrative overhead, and has not been adjusted for outstanding loans that may exist nor does it include any adjustment for cash on hand or undistributed income.

Liquid hydrocarbon reserves account for approximately 91 percent and gas reserves account for the remaining 9 percent of total future gross revenue from proved reserves.

The discounted future net income shown above was calculated using a discount rate of 10 percent per annum compounded monthly. Future net income was discounted at four other discount rates which were also compounded monthly. These results are shown in summary form as follows.

Discount Rate Percent	Discounted Future Net Income (\$M)
	As of December 31, 2024
	Total Proved
7.0	\$1,425,087
8.0	\$1,351,637
9.0	\$1,286,501
12.5	\$1,107,349

The results shown above are presented for your information and should not be construed as our estimate of fair market value.

Reserves Included in This Report

The proved reserves included herein conform to the definitions as set forth in the Securities and Exchange Commission's Regulations Part 210.4-10(a). An abridged version of the SEC reserves definitions from 210.4-10(a) entitled "PETROLEUM RESERVES DEFINITIONS" is included as an attachment to this report.

The proved reserves status categories are defined in the attachment entitled "PETROLEUM RESERVES STATUS DEFINITIONS AND GUIDELINES" in this report.

No attempt was made to quantify or otherwise account for any accumulated gas production imbalances that may exist. The proved gas volumes presented herein do not include volumes of gas consumed in operations as reserves.

Reserves are "estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations." All reserves estimates involve an assessment of the uncertainty relating the likelihood that the actual remaining quantities recovered will be greater or less than the estimated quantities determined as of the date the estimate is made. The uncertainty depends primarily on the amount of reliable geologic and engineering data available at the time of the estimate and the interpretation of these data. The relative degree of uncertainty may be conveyed by placing reserves into one of two principal categories, either proved or unproved. Unproved reserves are less certain to be recovered than proved reserves and may be further sub-categorized as probable and possible reserves to denote progressively increasing uncertainty in their recoverability. At TPL's request, this report addresses only the proved producing reserves attributable to the properties evaluated herein.

Proved oil and gas reserves are "those quantities of oil and gas which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible from a given date forward." The proved reserves included herein were estimated using deterministic methods. The SEC has defined reasonable certainty for proved reserves, when based on deterministic methods, as a "high degree of confidence that the quantities will be recovered."

Proved reserves estimates will generally be revised only as additional geologic or engineering data become available or as economic conditions change. For proved reserves, the SEC states that "as changes due to increased availability of geoscience (geological, geophysical, and geochemical), engineering, and economic data are made to the estimated ultimate recovery (EUR) with time, reasonably certain EUR is much more likely to increase or remain constant than to decrease." Moreover, estimates

of proved reserves may be revised as a result of future operations, effects of regulation by governmental agencies or geopolitical or economic risks. Therefore, the proved reserves included in this report are estimates only and should not be construed as being exact quantities, and if recovered, the revenues therefrom, and the actual costs related thereto, could be more or less than the estimated amounts.

TPL's royalty interests may be subject to various levels of governmental controls and regulations imposed upon the operators of the subject properties. These controls and regulations may include, but may not be limited to, matters relating to land tenure and leasing, the legal rights to produce, drilling and production practices, environmental protection, marketing and pricing policies, royalties, various taxes and levies including income tax, and are subject to change from time to time. Such changes in governmental regulations and policies may cause volumes of proved reserves actually recovered and amounts of proved income actually received to differ significantly from the estimated quantities.

The estimates of proved reserves presented herein were based upon a detailed study of the properties in which TPL owns a royalty interest; however, we have not made any field examination of the properties. No consideration was given in this report to potential environmental liabilities that may exist nor were any costs included for potential liabilities to restore and clean up damages, if any, caused by past operating practices.

Estimates of Reserves

The estimation of reserves involves two distinct determinations. The first determination results in the estimation of the quantities of recoverable oil and gas and the second determination results in the estimation of the uncertainty associated with those estimated quantities in accordance with the definitions set forth by the Securities and Exchange Commission's Regulations Part 210.4-10(a). The process of estimating the quantities of recoverable oil and gas reserves relies on the use of certain generally accepted analytical procedures. These analytical procedures fall into three broad categories or methods: (1) performance-based methods, (2) volumetric-based methods and (3) analogy. These methods may be used individually or in combination by the reserves evaluator in the process of estimating the quantities of reserves. Reserves evaluators must select the method or combination of methods which in their professional judgment is most appropriate given the nature and amount of reliable geoscience and engineering data available at the time of the estimate, the established or anticipated performance characteristics of the reservoir being evaluated, and the stage of development or producing maturity of the property.

In many cases, the analysis of the available geoscience and engineering data and the subsequent interpretation of this data may indicate a range of possible outcomes in an estimate, irrespective of the method selected by the evaluator. When a range in the quantity of reserves is identified, the evaluator must determine the uncertainty associated with the incremental quantities of the reserves. If the reserves quantities are estimated using the deterministic incremental approach, the uncertainty for each discrete incremental quantity of the reserves is addressed by the reserves category assigned by the evaluator. Therefore, it is the categorization of reserves quantities as proved, probable and/or possible that addresses the inherent uncertainty in the estimated quantities reported. For proved reserves, uncertainty is defined by the SEC as reasonable certainty wherein the "quantities actually recovered are much more likely to be achieved than not." The SEC states that "probable reserves are those additional reserves that are less certain to be recovered than proved reserves but which, together with proved reserves, are as likely as not to be recovered." The SEC states that "possible reserves are those additional reserves that are less certain to be recovered than probable reserves and the total quantities ultimately recovered from a project have a low probability of exceeding proved plus probable plus possible reserves." All quantities of reserves within the same reserves category must meet the SEC definitions as noted above.

Estimates of reserves quantities and their associated reserves categories may be revised in the future as additional geoscience or engineering data become available. Furthermore, estimates of reserves quantities and their associated reserves categories may also be revised due to other factors such as changes in economic conditions, results of future operations, effects of regulation by governmental agencies or geopolitical or economic risks as previously noted herein.

All of the proved producing reserves attributable to producing wells and/or reservoirs were estimated by performance methods. These performance methods include decline curve analysis, which utilized extrapolations of historical production and pressure data available through October 2024. The data utilized in this analysis were furnished to Ryder Scott by TPL and were considered sufficient for the purpose thereof.

To estimate economically producible proved oil and gas reserves and related future net cash flows, we consider many factors and assumptions including, but not limited to, the use of reservoir parameters derived from geological, geophysical and engineering data, which cannot be measured directly, economic criteria based on current costs and SEC pricing requirements, and forecasts of future production rates. Under the SEC regulations 210.4-10(a)(22)(v) and (26), proved reserves must be anticipated to be economically producible from a given date forward based on existing economic conditions including the prices and costs at which economic producibility from a reservoir is to be determined. While it may reasonably be anticipated that the future prices received for the sale of production and the operating costs and other costs relating to such production may increase or decrease from those under existing economic conditions, such changes were, in accordance with rules adopted by the SEC, omitted from consideration in making this evaluation.

TPL has informed us that they have furnished us all of the material accounts, records, geological and engineering data, and reports and other data required for this investigation. In preparing our forecast of future proved production and income, we have relied upon data furnished by TPL with respect to property interests owned, production from examined wells, normal direct costs of operating the wells or leases, other costs such as transportation and/or processing fees, ad valorem and production taxes, development plans, product prices based on the SEC regulations, adjustments or differentials to product prices. Ryder Scott reviewed such factual data for its reasonableness; however, we have not conducted an independent verification of the data furnished by TPL. We consider the factual data used in this report appropriate and sufficient for the purpose of preparing the estimates of reserves and future net revenues herein.

In summary, we consider the assumptions, data, methods and analytical procedures used in this report appropriate for the purpose hereof, and we have used all such methods and procedures that we consider necessary and appropriate to prepare the estimates of reserves herein. The proved reserves included herein were determined in conformance with the United States Securities and Exchange Commission (SEC) Modernization of Oil and Gas Reporting; Final Rule, including all references to Regulation S-X and Regulation S-K, referred to herein collectively as the "SEC Regulations." In our opinion, the proved reserves presented in this report comply with the definitions, guidelines and disclosure requirements as required by the SEC regulations.

Future Production Rates

For wells currently on production, our forecasts of future production rates are based on historical performance data. If no production decline trend has been established, future production rates were held constant, until a decline in ability to produce was anticipated. An estimated rate of decline was then

applied until depletion of the reserves. If a decline trend has been established, this trend was used as the basis for estimating future production rates.

The future production rates from wells currently on production may be more or less than estimated because of changes including, but not limited to, reservoir performance, operating conditions related to surface facilities, compression and artificial lift, pipeline capacity and/or operating conditions, producing market demand and/or allowables or other constraints set by regulatory bodies.

Hydrocarbon Prices

The hydrocarbon prices used herein are based on SEC price parameters using the average prices during the 12-month period prior to the “as of date” of this report, determined as the unweighted arithmetic averages of the prices in effect on the first-day-of-the-month for each month within such period, unless prices were defined by contractual arrangements. For hydrocarbon products sold under contract, the contract prices, including fixed and determinable escalations, exclusive of inflation adjustments, were used until expiration of the contract. Upon contract expiration, the prices were adjusted to the 12-month unweighted arithmetic average as previously described.

TPL furnished us with the above-mentioned average prices in effect on December 31, 2024. These initial SEC hydrocarbon prices were determined using the 12-month average first-day-of-the-month benchmark prices appropriate to the geographic area where the hydrocarbons are sold. These benchmark prices are prior to the adjustments for differentials as described herein. The table below summarizes the “benchmark prices” and “price reference” used for the geographic area included in the report. In certain geographic areas, the price reference and benchmark prices may be defined by contractual arrangements.

The product prices that were actually used to determine the future gross revenue for each property reflect adjustments to the benchmark prices for gravity, quality, local conditions, and/or distance from market, referred to herein as “differentials.” The differentials used in the preparation of this report were furnished to us by TPL. The differentials furnished to us were accepted as factual data and reviewed by us for their reasonableness; however, we have not conducted an independent verification of the data used by TPL to determine these differentials.

In addition, the table below summarizes the net volume weighted benchmark prices adjusted for differentials and referred to herein as the “average realized prices.” The average realized prices shown in the table below were determined from the total future gross revenue before production taxes and the total net reserves for the geographic area and presented in accordance with SEC disclosure requirements for the geographic area included in the report.

Geographic Area	Product	Price Reference	Average Benchmark Prices	Average Proved Realized Prices
North America				
United States	Oil/Condensate	WTI Spot	\$76.32/BBL	\$72.50/BBL
	Plant Products	WTI Spot	\$76.32/BBL	\$30.53/BBL
	Gas	Henry Hub	\$2.13/MMBTU	\$1.70/MCF

The effects of derivative instruments designated as price hedges of oil and gas quantities are not reflected in our individual property evaluations.

Costs

Estimated operating costs for the leases and wells in this report were furnished by TPL and include only those costs directly applicable to the leases or wells. Because TPL owns only royalty interests, the operating costs were utilized only to calculate the economic life of each entity. The operating costs furnished to us were accepted as factual data and reviewed by us for their reasonableness; however, we have not conducted an independent verification of the operating cost data used by TPL. No deduction was made for loan repayments, interest expenses, or exploration and development prepayments that were not charged directly to the leases or wells.

Abandonment costs are not shown in these cash flows since TPL does not own working interests.

Current costs used by TPL were held constant throughout the life of the properties.

Standards of Independence and Professional Qualification

Ryder Scott is an independent petroleum engineering consulting firm that has been providing petroleum consulting services throughout the world since 1937. Ryder Scott is employee-owned and maintains offices in Houston, Texas; Denver, Colorado; and Calgary, Alberta, Canada. We have approximately eighty engineers and geoscientists on our permanent staff. By virtue of the size of our firm and the large number of clients for which we provide services, no single client or job represents a material portion of our annual revenue. We do not serve as officers or directors of any privately-owned or publicly-traded oil and gas company and are separate and independent from the operating and investment decision-making process of our clients. This allows us to bring the highest level of independence and objectivity to each engagement for our services.

Ryder Scott actively participates in industry-related professional societies and organizes an annual public forum focused on the subject of reserves evaluations and SEC regulations. Many of our staff have authored or co-authored technical papers on the subject of reserves related topics. We encourage our staff to maintain and enhance their professional skills by actively participating in ongoing continuing education.

Prior to becoming an officer of the Company, Ryder Scott requires that staff engineers and geoscientists receive professional accreditation in the form of a registered or certified professional engineer's license or a registered or certified professional geoscientist's license, or the equivalent thereof, from an appropriate governmental authority or a recognized self-regulating professional organization. Regulating agencies require that, in order to maintain active status, a certain amount of continuing education hours be completed annually, including an hour of ethics training. Ryder Scott fully supports this technical and ethics training with our internal requirement mentioned above.

We are independent petroleum engineers with respect to TPL. Neither we nor any of our employees have any financial interest in the subject properties and neither the employment to do this work nor the compensation is contingent on our estimates of reserves for the properties which were reviewed.

The results of this study, presented herein, are based on technical analyses conducted by teams of geoscientists and engineers from Ryder Scott. The professional qualifications of the undersigned, the technical person primarily responsible for overseeing the evaluation of the reserves information discussed in this report, are included as an attachment to this letter.

Terms of Usage

The results of our third-party study, presented in report form herein, were prepared in accordance with the disclosure requirements set forth in the SEC regulations and intended for public disclosure as an exhibit in filings made with the SEC by TPL.

TPL makes periodic filings on Form 10-K with the SEC under the 1934 Exchange Act. Furthermore, TPL has certain registration statements filed with the SEC under the 1933 Securities Act into which any subsequently filed Form 10-K is incorporated by reference. We have consented to the incorporation by reference in the registration statements on Forms S-3 and S-8 of TPL, of the references to our name, as well as to the references to our third-party report for TPL, which appears in the December 31, 2024 annual report on Form 10-K of TPL. Our written consent for such use is included as a separate exhibit to the filings made with the SEC by TPL.

We have provided Texas Pacific Land Corporation with a digital version of the original signed copy retained in our files. In the event there are any differences between the digital version included in filings made by TPL and the original signed copy in our files, the original signed file copy shall control and supersede.

The data and work papers used in the preparation of this report are available for examination by authorized parties in our offices. Please contact us if we can be of further service.

Very truly yours,

RYDER SCOTT COMPANY, L.P.
TBPELS Firm Registration No. F-1580



Scott J. Wilson, P.E., MBA
Colorado License No. 36112
Senior Vice President



SJW (DRO)/pl

Professional Qualifications of Primary Technical Person

The conclusions presented in this report are the result of technical analysis conducted by teams of geoscientists and engineers from Ryder Scott Company, L.P. Mr. Scott James Wilson was the primary technical person responsible for the estimate of the reserves, future production, and income presented herein.

Mr. Wilson, an employee of Ryder Scott Company L.P. (Ryder Scott) since 2000, is a Senior Vice President responsible for coordinating and supervising staff and consulting engineers of the company in ongoing reservoir evaluation studies worldwide. Before joining Ryder Scott, Mr. Wilson served in a number of engineering positions with Atlantic Richfield Company. For more information regarding Mr. Wilson's geographic and job specific experience, please refer to the Ryder Scott Company website at <https://www.ryderscott.com/company/employees/denver-employees>.

Mr. Wilson earned a Bachelor of Science degree in Petroleum Engineering from the Colorado School of Mines in 1983 and an MBA in Finance from the University of Colorado in 1985, graduating from both with High Honors. He is a registered Professional Engineer by exam in the States of Alaska, Colorado, Texas, and Wyoming. He is also an active member of the Society of Petroleum Engineers; serving as co-Chairman of the SPE Reserves and Economics Technology Interest Group, and Gas Technology Editor for SPE's Journal of Petroleum Technology. He is a member and past chairman of the Denver section of the Society of Petroleum Evaluation Engineers. Mr. Wilson has published several technical papers, one chapter in Marine and Petroleum Geology and two in SPEE monograph 4, which was published in 2016. He is the primary inventor on four US patents and won the 2017 Reservoir Description and Dynamics award for the SPE Rocky Mountain Region.

In addition to gaining experience and competency through prior work experience, several state Boards of Professional Engineers require a minimum number of hours of continuing education annually, including at least one hour in the area of professional ethics, which Mr. Wilson fulfills as part of his registration in four states. As part of his continuing education, Mr. Wilson attends internally presented training as well as public forums relating to the definitions and disclosure guidelines contained in the United States Securities and Exchange Commission Title 17, Code of Federal Regulations, Modernization of Oil and Gas Reporting, and Final Rule released January 14, 2009 in the Federal Register. Mr. Wilson attends additional hours of formalized external training covering such topics as the SPE/WPC/AAPG/SPEE Petroleum Resources Management System, reservoir engineering and petroleum economics evaluation methods, procedures and software and ethics for consultants.

Based on his educational background, professional training and more than 36 years of practical experience in the estimation and evaluation of petroleum reserves, Mr. Wilson has attained the professional qualifications as a Reserves Estimator and Reserves Auditor set forth in Article III of the "Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information" promulgated by the Society of Petroleum Engineers as of February 19, 2007.

PETROLEUM RESERVES DEFINITIONS

**As Adapted From:
RULE 4-10(a) of REGULATION S-X PART 210
UNITED STATES SECURITIES AND EXCHANGE COMMISSION (SEC)**

PREAMBLE

On January 14, 2009, the United States Securities and Exchange Commission (SEC) published the "Modernization of Oil and Gas Reporting; Final Rule" in the Federal Register of National Archives and Records Administration (NARA). The "Modernization of Oil and Gas Reporting; Final Rule" includes revisions and additions to the definition section in Rule 4-10 of Regulation S-X, revisions and additions to the oil and gas reporting requirements in Regulation S-K, and amends and codifies Industry Guide 2 in Regulation S-K. The "Modernization of Oil and Gas Reporting; Final Rule", including all references to Regulation S-X and Regulation S-K, shall be referred to herein collectively as the "SEC regulations". The SEC regulations take effect for all filings made with the United States Securities and Exchange Commission as of December 31, 2009, or after January 1, 2010. Reference should be made to the full text under Title 17, Code of Federal Regulations, Regulation S-X Part 210, Rule 4-10(a) for the complete definitions (direct passages excerpted in part or wholly from the aforementioned SEC document are denoted in italics herein).

Reserves are estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. All reserve estimates involve an assessment of the uncertainty relating the likelihood that the actual remaining quantities recovered will be greater or less than the estimated quantities determined as of the date the estimate is made. The uncertainty depends chiefly on the amount of reliable geologic and engineering data available at the time of the estimate and the interpretation of these data. The relative degree of uncertainty may be conveyed by placing reserves into one of two principal classifications, either proved or unproved. Unproved reserves are less certain to be recovered than proved reserves and may be further sub-classified as probable and possible reserves to denote progressively increasing uncertainty in their recoverability. Under the SEC regulations as of December 31, 2009, or after January 1, 2010, a company may optionally disclose estimated quantities of probable or possible oil and gas reserves in documents publicly filed with the SEC. The SEC regulations continue to prohibit disclosure of estimates of oil and gas resources other than reserves and any estimated values of such resources in any document publicly filed with the SEC unless such information is required to be disclosed in the document by foreign or state law as noted in §229.1202 Instruction to Item 1202.

Reserves estimates will generally be revised only as additional geologic or engineering data become available or as economic conditions change.

Reserves may be attributed to either natural energy or improved recovery methods. Improved recovery methods include all methods for supplementing natural energy or altering natural forces in the reservoir to increase ultimate recovery. Examples of such methods are pressure maintenance, natural gas cycling, waterflooding, thermal methods, chemical flooding, and the use of miscible and immiscible displacement fluids. Other improved recovery methods may be developed in the future as petroleum technology continues to evolve.

Reserves may be attributed to either conventional or unconventional petroleum accumulations. Petroleum accumulations are considered as either conventional or unconventional based on the nature of their in-place characteristics, extraction method applied, or degree of processing prior to sale.

PETROLEUM RESERVES DEFINITIONS

Page 2

Examples of unconventional petroleum accumulations include coalbed or coalseam methane (CBM/CSM), basin-centered gas, shale gas, gas hydrates, natural bitumen and oil shale deposits. These unconventional accumulations may require specialized extraction technology and/or significant processing prior to sale.

Reserves do not include quantities of petroleum being held in inventory.

Because of the differences in uncertainty, caution should be exercised when aggregating quantities of petroleum from different reserves categories.

RESERVES (SEC DEFINITIONS)

Securities and Exchange Commission Regulation S-X §210.4-10(a)(26) defines reserves as follows:

Reserves. Reserves are estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. In addition, there must exist, or there must be a reasonable expectation that there will exist, the legal right to produce or a revenue interest in the production, installed means of delivering oil and gas or related substances to market, and all permits and financing required to implement the project.

Note to paragraph (a)(26): Reserves should not be assigned to adjacent reservoirs isolated by major, potentially sealing, faults until those reservoirs are penetrated and evaluated as economically producible. Reserves should not be assigned to areas that are clearly separated from a known accumulation by a non-productive reservoir (i.e., absence of reservoir, structurally low reservoir, or negative test results). Such areas may contain prospective resources (i.e., potentially recoverable resources from undiscovered accumulations).

PROVED RESERVES (SEC DEFINITIONS)

Securities and Exchange Commission Regulation S-X §210.4-10(a)(22) defines proved oil and gas reserves as follows:

Proved oil and gas reserves. Proved oil and gas reserves are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.

(i) The area of the reservoir considered as proved includes:

(A) The area identified by drilling and limited by fluid contacts, if any, and

(B) Adjacent undrilled portions of the reservoir that can, with reasonable certainty, be judged to be continuous with it and to contain economically producible oil or gas on the basis of available geoscience and engineering data.

PETROLEUM RESERVES DEFINITIONS

Page 3

(ii) In the absence of data on fluid contacts, proved quantities in a reservoir are limited by the lowest known hydrocarbons (LKH) as seen in a well penetration unless geoscience, engineering, or performance data and reliable technology establishes a lower contact with reasonable certainty.

(iii) Where direct observation from well penetrations has defined a highest known oil (HKO) elevation and the potential exists for an associated gas cap, proved oil reserves may be assigned in the structurally higher portions of the reservoir only if geoscience, engineering, or performance data and reliable technology establish the higher contact with reasonable certainty.

(iv) Reserves which can be produced economically through application of improved recovery techniques (including, but not limited to, fluid injection) are included in the proved classification when:

(A) Successful testing by a pilot project in an area of the reservoir with properties no more favorable than in the reservoir as a whole, the operation of an installed program in the reservoir or an analogous reservoir, or other evidence using reliable technology establishes the reasonable certainty of the engineering analysis on which the project or program was based; and

(B) The project has been approved for development by all necessary parties and entities, including governmental entities.

(v) Existing economic conditions include prices and costs at which economic producibility from a reservoir is to be determined. The price shall be the average price during the 12-month period prior to the ending date of the period covered by the report, determined as an unweighted arithmetic average of the first-day-of-the-month price for each month within such period, unless prices are defined by contractual arrangements, excluding escalations based upon future conditions.

PETROLEUM RESERVES STATUS DEFINITIONS AND GUIDELINES

**As Adapted From:
RULE 4-10(a) of REGULATION S-X PART 210
UNITED STATES SECURITIES AND EXCHANGE COMMISSION (SEC)**

and

2018 PETROLEUM RESOURCES MANAGEMENT SYSTEM (SPE-PRMS)

Sponsored and Approved by:

SOCIETY OF PETROLEUM ENGINEERS (SPE)

WORLD PETROLEUM COUNCIL (WPC)

AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS (AAPG)

SOCIETY OF PETROLEUM EVALUATION ENGINEERS (SPEE)

SOCIETY OF EXPLORATION GEOPHYSICISTS (SEG)

SOCIETY OF PETROPHYSICISTS AND WELL LOG ANALYSTS (SPWLA)

EUROPEAN ASSOCIATION OF GEOSCIENTISTS & ENGINEERS (EAGE)

Reserves status categories define the development and producing status of wells and reservoirs. Reference should be made to Title 17, Code of Federal Regulations, Regulation S-X Part 210, Rule 4-10(a) and the SPE-PRMS as the following reserves status definitions are based on excerpts from the original documents (direct passages excerpted from the aforementioned SEC and SPE-PRMS documents are denoted in italics herein).

DEVELOPED RESERVES (SEC DEFINITIONS)

Securities and Exchange Commission Regulation S-X §210.4-10(a)(6) defines developed oil and gas reserves as follows:

Developed oil and gas reserves are reserves of any category that can be expected to be recovered:

- (i) Through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and
- (ii) Through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.

Developed Producing (SPE-PRMS Definitions)

While not a requirement for disclosure under the SEC regulations, developed oil and gas reserves may be further sub-classified according to the guidance contained in the SPE-PRMS as Producing or Non-Producing.

Developed Producing Reserves

Developed Producing Reserves are expected quantities to be recovered from completion intervals that are open and producing at the effective date of the estimate.

PETROLEUM RESERVES STATUS DEFINITIONS AND GUIDELINES

Page 2

Improved recovery reserves are considered producing only after the improved recovery project is in operation.

Developed Non-Producing

Developed Non-Producing Reserves include shut-in and behind-pipe Reserves.

Shut-In

Shut-in Reserves are expected to be recovered from:

- (1) completion intervals that are open at the time of the estimate but which have not yet started producing;
- (2) wells which were shut-in for market conditions or pipeline connections; or
- (3) wells not capable of production for mechanical reasons.

Behind-Pipe

Behind-pipe Reserves are expected to be recovered from zones in existing wells that will require additional completion work or future re-completion before start of production with minor cost to access these reserves.

In all cases, production can be initiated or restored with relatively low expenditure compared to the cost of drilling a new well.

UNDEVELOPED RESERVES (SEC DEFINITIONS)

Securities and Exchange Commission Regulation S-X §210.4-10(a)(31) defines undeveloped oil and gas reserves as follows:

Undeveloped oil and gas reserves are reserves of any category that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.

- (i) Reserves on undrilled acreage shall be limited to those directly offsetting development spacing areas that are reasonably certain of production when drilled, unless evidence using reliable technology exists that establishes reasonable certainty of economic producibility at greater distances.
- (ii) Undrilled locations can be classified as having undeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances, justify a longer time.
- (iii) Under no circumstances shall estimates for undeveloped reserves be attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual projects in the same reservoir or an analogous reservoir, as defined in paragraph (a)(2) of this section, or by other evidence using reliable technology establishing reasonable certainty.

TEXAS PACIFIC LAND CORPORATION
ESTIMATED RESERVES AND FUTURE NET INCOME
ATTRIBUTABLE TO CERTAIN ROYALTY INTERESTS
SEC PARAMETERS
AS OF DECEMBER 31, 2024

Table 1

PROVED PRODUCING SUMMARY

INITIAL FINAL REMARKS	REVENUE INTERESTS			PRODUCT PRICES			DISCOUNTED		
	EXPENSE INTEREST	Oil/Condensate	Plant Products	Gas	Oil/Cond. \$/BBL	Plt. Prod. \$/BBL	Gas \$/MCF	FUTURE NET INCOME - \$M	COMPOUNDED MONTHLY
								7.00%	1425087.2
								8.00%	1351636.9
								9.00%	1286501.0
								10.00%	1228384.9
								12.50%	1107349.0

Period	Number of Wells	ESTIMATED 8/8 THS PRODUCTION			COMPANY NET PRODUCTION			AVERAGE PRICES		
		Oil/Cond. MBarrels	Plant Prod. MBarrels	Gas MMCF	Oil/Cond. MBarrels	Plant Prod. MBarrels	Sales Gas MMCF	Oil/Cond. \$/BBL	Plant Prod. \$/BBL	Gas \$/MCF
12-25	6314.	250514.2	173244.6	1507201.8	3092.4	2387.5	15574.2	72.50	30.53	1.70
12-26	6293.	175576.9	134338.9	1168692.1	2200.6	1823.0	11892.4	72.50	30.53	1.70
12-27	6274.	139042.3	112054.1	974806.6	1757.9	1510.2	9851.5	72.50	30.53	1.70
12-28	6257.	116143.1	96848.0	842506.4	1476.9	1299.6	8477.8	72.50	30.53	1.70
12-29	6245.	100128.2	85641.1	744941.3	1278.3	1146.3	7476.8	72.50	30.53	1.70
12-30	6235.	88181.6	76927.2	669121.9	1128.8	1027.9	6704.1	72.50	30.53	1.70
12-31	6226.	78874.5	69886.5	607879.4	1011.5	932.9	6084.7	72.50	30.53	1.70
12-32	6219.	71392.9	64072.3	557309.4	916.6	854.7	5574.3	72.50	30.53	1.70
12-33	6212.	65232.4	59148.6	514472.3	838.0	788.6	5143.2	72.50	30.53	1.70
12-34	6202.	60059.2	54896.7	477487.0	771.7	731.7	4771.9	72.50	30.53	1.70
12-35	6196.	55643.7	51163.9	445009.1	715.0	681.8	4446.3	72.50	30.53	1.70
12-36	6186.	51812.8	47831.3	416021.7	665.6	637.2	4155.7	72.50	30.53	1.70
12-37	6178.	48434.6	44815.5	389792.8	622.0	596.8	3892.3	72.50	30.53	1.70
12-38	6172.	45401.3	42056.7	365796.2	582.8	560.1	3652.6	72.50	30.53	1.70
12-39	6166.	42627.7	39502.2	343577.1	546.9	526.0	3430.6	72.50	30.53	1.70
Sub-Total	0.	1389065.2	1152427.9	10024614.9	17605.1	15504.2	101128.3	72.50	30.53	1.70
Remainder	0.	447370.6	414345.6	3603799.8	5720.7	5508.5	35925.2	72.50	30.53	1.70
Total Future	0.	1836435.8	1566773.5	13628415.0	23325.9	21012.6	137053.5	72.50	30.53	1.70
Cumulative Ultimate		1876205.1	0.0	8212422.7						
		3712640.5	1566773.4	21840838.7						

Period	COMPANY FUTURE GROSS REVENUE (FGR) - \$M					PRODUCTION TAXES - \$M			FGR AFTER PRODUCTION TAXES-\$M
	From Oil/Cond.	From Plant Prod.	From Gas	Other	Total	Oil/Cond.	Plant Prod.	Gas	
12-25	224207.8	72884.7	26538.4	0.0	323630.8	10313.6	5466.3	1990.4	305860.0
12-26	159554.0	55653.1	20264.6	0.0	235471.9	7339.5	4174.0	1519.8	222438.6
12-27	127458.4	46102.1	16786.9	0.0	190347.9	5863.1	3457.7	1259.0	179767.1
12-28	107083.6	39674.2	14446.1	0.0	161204.1	4925.8	2975.6	1083.5	152219.2
12-29	92683.2	34994.7	12740.4	0.0	140418.5	4263.4	2624.6	955.5	132574.7
12-30	81843.4	31380.2	11423.9	0.0	124647.4	3764.8	2353.5	856.8	117672.4
12-31	73335.9	28480.7	10368.4	0.0	112184.9	3373.4	2136.1	777.6	105897.9
12-32	66454.1	26091.4	9498.5	0.0	102044.1	3056.9	1956.9	712.4	96317.9
12-33	60757.2	24074.0	8764.0	0.0	93595.2	2794.8	1805.6	657.3	88337.4
12-34	55953.8	22336.1	8131.3	0.0	86421.1	2573.9	1675.2	609.8	81562.0
12-35	51840.0	20812.7	7576.5	0.0	80229.1	2384.6	1561.0	568.2	75715.4
12-36	48261.5	19452.5	7081.4	0.0	74795.4	2220.0	1458.9	531.1	70585.4
12-37	45099.3	18219.4	6632.5	0.0	69951.2	2074.6	1366.5	497.4	66012.7
12-38	42255.6	17097.4	6224.0	0.0	65577.0	1943.8	1282.3	466.8	61884.1
12-39	39654.3	16058.5	5845.8	0.0	61558.6	1824.1	1204.4	438.4	58091.7
Sub-Total	1276442.1	473311.9	172322.5	0.0	1922077.1	58716.3	35498.4	12924.2	1814936.1
Remainder	414775.8	168162.4	61216.6	0.0	644154.9	19079.7	12612.2	4591.2	607871.7
Total Future	1691217.9	641474.4	233539.2	0.0	2566232.1	77796.0	48110.6	17515.4	2422807.8

Period	DEDUCTIONS - \$M					FUTURE NET INCOME BEFORE INCOME TAXES-\$M			
	Operating Costs	Ad Valorem Taxes	Development Costs	Other	Total	Undiscounted		Discounted	
						Annual	Cumulative	@ 10.00	%
12-25	0.0	6117.2	0.0	0.0	6115.9	299744.1	299744.1		286832.2
12-26	0.0	4448.8	0.0	0.0	4448.8	217989.8	517733.9		189388.3
12-27	0.0	3595.4	0.0	0.0	3594.7	176172.4	693906.3		139075.0
12-28	0.0	3044.4	0.0	0.0	3044.5	149174.6	843081.0		107028.1
12-29	0.0	2651.5	0.0	0.0	2651.4	129923.3	973004.2		84726.3
12-30	0.0	2353.4	0.0	0.0	2353.4	115319.0	1088323.2		68357.4
12-31	0.0	2118.0	0.0	0.0	2117.9	103779.9	1192103.2		55919.7
12-32	0.0	1926.4	0.0	0.0	1926.4	94391.5	1286494.7		46233.8
12-33	0.0	1766.8	0.0	0.0	1766.6	86570.8	1373065.5		38546.0
12-34	0.0	1631.2	0.0	0.0	1631.3	79930.7	1452996.2		32352.7
12-35	0.0	1514.3	0.0	0.0	1514.3	74201.0	1527197.3		27302.2
12-36	0.0	1411.7	0.0	0.0	1411.8	69173.6	1596370.9		23137.8
12-37	0.0	1320.3	0.0	0.0	1320.1	64692.6	1661063.6		19671.3
12-38	0.0	1237.7	0.0	0.0	1237.6	60646.5	1721710.1		16764.3
12-39	0.0	1161.8	0.0	0.0	1161.8	56929.9	1778639.9		14306.2
Sub-Total	0.0	36298.7	0.0	0.0	36296.2	1778639.9	1778639.9		1149641.2

Remainder	0.0	12157.4	0.0	0.0	12157.6	595714.1	2374353.9	78743.0
Total Future	0.0	48456.2	0.0	0.0	48453.9	2374353.9	2374353.9	1228384.3

These data are part of a Ryder Scott report and are subject to the conditions in the text of the report.
These data were generated using the ARIES Program.
