



National Oilwell Varco Announces Transactions to Pay Down and Extend Debt Maturities

November 4, 2019

HOUSTON--(BUSINESS WIRE)--Nov. 4, 2019-- National Oilwell Varco, Inc. (NYSE: NOV) (the "Company") today announced that it issued a notice to redeem a portion of its 2.60% senior notes due December 2022; priced a new underwritten public offering of \$500 million of senior unsecured notes due December 2029; and announced the completion of an amendment that includes the extension of the maturity date of its credit agreement.

"We are pleased to announce this series of transactions that extends the maturities on \$500 million of our debt, allows for a near-term paydown of up to \$500 million in debt, demonstrates a commitment to further reduce leverage by \$400 million by December 2022, and ultimately accelerates the timeline in which the Company will reach our stated objective of achieving a gross debt to Adjusted EBITDA leverage ratio of two times or less," commented Clay Williams, Chairman, President and CEO. "The Company's financial condition remains solid. Both S&P and Moody's recently reaffirmed NOV's BBB+ and Baa1 investment grade credit ratings, respectively, with stable outlooks. The actions we are taking serve to better align our capital structure with our ongoing efforts to right-size the organization, improve profitability, and increase returns on invested capital."

Today, the Company priced an underwritten public offering of \$500 million aggregate principal amount of 3.60% senior unsecured notes due 2029 (the "Offering"). The Offering is expected to close on November 14, 2019.

Barclays Capital Inc., J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, ABN AMRO Securities LLC, Citigroup Global Markets Inc., DNB Markets, Inc., HSBC Securities (USA) Inc., Scotia Capital (USA) Inc., Skandinaviska Enskilda Banken AB (publ), Standard Chartered Bank, and UniCredit Capital Markets LLC are acting as joint book-running managers for the offering. In addition, BNP Paribas Securities Corp. and Fifth Third Securities, Inc. are acting as co-managers of the offering. Electronic copies of the prospectus supplement and prospectus relating to the offering may be obtained on the SEC's website at www.sec.gov and from the joint book-running managers at: (1) Barclays Capital Inc., Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by phone at (888) 603-5847 or by email at barclaysprospectus@broadridge.com; (2) J.P. Morgan Securities LLC, Attention: Investment Grade Syndicate Desk, 3rd Floor, 383 Madison Avenue, New York, New York, 10179, or by phone at (212) 834-4533; and (3) Wells Fargo Securities, LLC, Attention: WFS Customer Service, 608 2nd Avenue South, Suite 1000, Minneapolis, MN 55402, by phone at (800) 645-3751 or by emailing wfscustomerservice@wellsfargo.com.

Effective October 30, 2019, the Company amended its Credit Agreement to extend the maturity date to October 30, 2024 and to resize the capacity to \$2,000,000,000 (the "Amendment").

Subsequent to the Amendment and the Offering, the Company announced that it intends to issue a notice of redemption to redeem \$1,000,000,000 of its 2.60% senior notes due December 2022 (the "2022 Notes"). The 2022 Notes will be redeemed on December 4, 2019, at a price equal to par plus a make-whole premium calculated in accordance with the terms of the 2022 Notes and accrued and unpaid interest to, but not including, the redemption date. The Company intends to fund the redemption of the 2022 Notes with proceeds from the Offering, along with cash on hand or borrowings under its revolving credit facility.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This press release is not intended as and shall not constitute a notice of redemption. Any such notice will be given to holders of the Company's outstanding 2.60% notes due December 2022 in a manner prescribed in the indenture governing those notes.

About NOV

National Oilwell Varco (NYSE: NOV) is a leading provider of technology, equipment, and services to the global oil and gas industry that supports customers' full-field drilling, completion, and production needs. Since 1862, NOV has pioneered innovations that improve the cost-effectiveness, efficiency, safety, and environmental impact of oil and gas operations. NOV powers the industry that powers the world.

Visit www.nov.com for more information.

Cautionary Statement for the Purpose of the "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995

Statements made in this press release that are forward-looking in nature are intended to be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and may invoke risks and uncertainties. Such statements include plans, projections and estimates regarding the proposed offering, including the use of proceeds therefrom. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including prevailing market conditions and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. Readers are referred to documents filed by National Oilwell Varco with the SEC, including the Annual Report on Form 10-K, which identify significant risk factors that could cause actual results to differ from those contained in the forward-looking statements.

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