HALLIBURTON

2022 Proxy Statement & 2021 Form 10-K

HALLIBURTON

To Our Valued Shareholders:

April 5, 2022

Dear Fellow Shareholders:

On behalf of our Board of Directors, management team, and more than 40,000 employees, thank you for your investment in Halliburton.

Energy markets in 2021 demonstrated the importance of oil and gas to fueling economic recovery and to sustaining the quality of life for people everywhere. Halliburton's value proposition, core competencies, and service delivery play a vital role in the reliability, affordability, and sustainability of oil and gas for a growing world population. Halliburton also delivered technology to help reduce emissions for ourselves and our customers while enabling future low carbon technology through our cleaner and more affordable energy accelerator, Halliburton Labs.

In 2021, oil and gas demand accelerated, marking the beginning of an energy upcycle. Halliburton's solid strategy execution delivered outperformance in every part of our business – safety, service quality, and financial results. Our clear strategy to deliver profitable international growth, maximize cash flow in North America, deploy new digital and automation technology, increase capital efficiency, and advance a sustainable energy future drove our financial outperformance, and created value for our shareholders.

Our refreshed shareholder outreach efforts made sure we met with and heard from you about Halliburton and our performance. During 2021, we communicated with shareholders collectively representing approximately 60% of our outstanding shares and held face-to-face video calls with shareholders representing about 40% of our shares. Our Compensation Committee Chair, Murry Gerber or Lead Independent Director, Bob Malone attended these calls, along with members of senior management. That outreach also included engagement with the two largest proxy advisors, ISS and Glass Lewis. The information each of you shared with us is integral to the Board's decision-making process and your views help inform our Company's policies, practices, and disclosures.

Your vote is important regardless of how many shares you own. Whether or not you plan to attend our annual meeting on May 18, 2022, at our corporate offices in Houston, Texas, please review the proxy materials and vote as soon as possible. You may do so by phone, online, or if you received a paper proxy, through the mail. See the Notice of Annual Meeting for instructions on how to vote.

On behalf of the Board of Directors, thank you for the confidence you place in Halliburton.

Sincerely,

Jeffrey A. Miller

Jeffrey A. Miller
Chairman, President and CEO

Robert A. Malone

Robert A. Malone
Lead Independent Director

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Notice of Annual Meeting of Shareholders to be held May 18, 2022

April 5, 2022

Halliburton Company, a Delaware corporation, will hold its Annual Meeting of Shareholders on Wednesday, May 18, 2022, at 9:00 a.m. Central Daylight Time at its corporate office at 3000 N. Sam Houston Parkway East, Life Center - Auditorium, Houston, Texas 77032.

At the meeting, the shareholders will be asked to consider and act upon the matters discussed in the attached proxy statement as follows:

1. To elect the eleven nominees named in the attached proxy statement as Directors to serve for the ensuing year and until their successors shall be elected and shall qualify.
2. To consider and act upon a proposal to ratify the appointment of KPMG LLP as principal independent public accountants to examine the financial statements and books and records of Halliburton for the year ending December 31, 2022.
3. To consider and act upon advisory approval of our executive compensation.
4. To transact any other business that properly comes before the meeting or any adjournment or adjournments of the meeting.

These items are fully described in the following pages, which are made a part of this Notice. The Board of Directors has set the close of business on March 21, 2022, as the record date for the determination of shareholders entitled to notice of and to vote at the meeting and at any adjournment of the meeting.

Internet Availability of Proxy Materials

On or about April 5, 2022, we mailed our shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2022 proxy statement and 2021 Annual Report on Form 10-K and how to vote online. The notice also provides instruction on how you can request a paper copy of these documents if you desire. If you received your Annual Meeting materials via e-mail, the e-mail contains voting instructions and links to the proxy statement and Form 10-K on the Internet.

If You Plan to Attend

Attendance at the meeting is limited to shareholders and one guest each. Admission will be on a first-come, first-served basis. Registration will begin at 8:00 a.m., and the meeting will begin at 9:00 a.m. Each shareholder holding stock in a brokerage account will need to bring a copy of a brokerage statement reflecting stock ownership as of the record date. Please note that you will be asked to present valid picture identification, such as a driver's license or passport.

By order of the Board of Directors

Van H Beckwith

Van H. Beckwith
Executive Vice President, Secretary and Chief Legal Officer

You can vote by any of the following methods:

INTERNET **www.proxyvote.com** **until 11:59 p.m.** Eastern Daylight Time on May 17, 2022	**BY TELEPHONE** **until 11:59 p.m.** Eastern Daylight Time on May 17, 2022	**BY MAIL** Completing, signing, and returning your proxy or voting instruction card **before May 18, 2022**	**IN PERSON** at the annual meeting

The following voting matters are described in this proxy statement.

	Board Vote Recommendation	Page Reference
Election of Directors	**FOR** Each Nominee	15
Ratification of Selection of Principal Independent Public Accountants	**FOR**	27
Advisory Approval of Executive Compensation	**FOR**	30

Proxy Statement **Summary**

This summary highlights information contained elsewhere in this proxy statement or as otherwise noted. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. Page references are supplied to help you find further information in this proxy statement.

2021 Strategic Priorities

As we began 2021, we identified the following focus areas in our 2020 Form 10-K:

- **International:** We are stronger technically, geographically, and organizationally; we see an unfolding activity recovery and are well positioned to drive profitable growth internationally.
- **North America:** As operators increase their activity levels to achieve maintenance level production, the operating leverage we have created in North America should allow us to increase our operating profits and cash flows.
- **Digital:** We are positioned to accelerate the deployment and integration of digitally enabled technologies, both internally and for our customers.
- **Capital efficiency:** We plan to advance technologies and make strategic choices that lower our capital expenditure profile.
- **Sustainable energy:** We will play an active role in advancing cleaner, affordable energy solutions.

2021 Performance Overview (pages 38-39)

So how did we do? Our employees delivered solid execution across every part of our business in 2021 – safety, service quality, and financial results. Despite the challenges of working during a pandemic and global energy demand complexity, they again outperformed and delivered what the world requires – affordable and reliable energy provided by oil and gas – in a safe, efficient, and ethical manner – while minimizing our environmental impact. Here are the highlights for 2021:

- **Financial:** Internationally we delivered profitable growth with revenue and operating income increasing every quarter in 2021. In North America, strong operating leverage allowed us to maximize the value of our business as U.S. land activity rebounded. Overall, our Completion and Production and Drilling and Evaluation operating segments finished the year with 15% and 12% operating margins, respectively, and generated strong cash flows from operations.
- **Digital:** Our accelerated deployment and integration of digitally enabled technologies created technical differentiation in the market and contributed to our higher margins.
- **Capital efficiency:** We advanced technologies and made strategic choices that kept our capital expenditures to 5.2% of revenue, which is in the range of our 5-6% of revenue target.
- **Sustainable energy:** We announced our science-based emission reduction targets, added eleven new participating companies to Halliburton Labs, our clean energy accelerator, and were named to the Dow Jones Sustainability Index North America for Energy Equipment and Services, which highlights the top 10% most sustainable North America companies in identified industries as determined by S&P Global through their Corporate Sustainability Assessment.

Our 2022 Board Nominees (pages 17-20)

Name	Age	Occupation
Abdulaziz F. Al Khayyal	68	Retired director and Senior Vice President of Industrial Relations of Saudi Aramco
William E. Albrecht	70	President of Moncrief Energy, LLC
M. Katherine Banks	62	President, Texas A&M University
Alan M. Bennett	71	Retired President and Chief Executive Officer of H&R Block, Inc.
Milton Carroll	71	Retired Executive Chairman of the Board of CenterPoint Energy, Inc.
Earl M. Cummings	57	Managing Partner of MCM Houston Properties, LLC and Chief Executive Officer of BTS Team, Inc.
Murry S. Gerber	69	Retired Executive Chairman of the Board of EQT Corporation
Robert A. Malone	70	Executive Chairman, President and Chief Executive Officer of First Sonora Bancshares, Inc.
Jeffrey A. Miller	58	Chairman of the Board, President and Chief Executive Officer of Halliburton
Bhavesh V. (Bob) Patel	55	Chief Executive Officer of W. R. Grace
Tobi M. Edwards Young	46	Senior Vice President, Global Privacy, Government Affairs, and Chief Regulatory Attorney of Cognizant Technology Solutions

Size of Board to be Elected	Independent Director Nominees	Ethnically Diverse Nominees
11	**91%**	**5**
Gender Diverse Nominees	**Average Age of Director Nominees**	**Average Director Nominee Tenure**
2	**63**	**6.8**

Director Experience

Energy Industry	10
Technology/Engineering	11
International Business	10
Accounting/Finance	11
Strategic Planning	11
Health, Safety & Environment and Sustainability	10

Our 2021 Named Executive Officers (page 40)

Name	Age	Occupation
Jeffrey A. Miller	58	Chairman, President and Chief Executive Officer
Lance Loeffler	45	Executive Vice President and Chief Financial Officer
Eric J. Carre	56	Executive Vice President – Global Business Lines
Joe D. Rainey	65	President – Eastern Hemisphere
Mark J. Richard	60	President – Western Hemisphere

Our Executive Compensation Program (pages 31-63)

Objectives (page 40)

Our executive compensation program is composed of base salary, a short-term incentive, and long-term incentives and is designed to achieve the following objectives:

- Provide a clear and direct relationship between executive pay and our performance on both a short-term and long-term basis;
- Target market competitive pay levels with a comparator peer group;
- Emphasize operating performance drivers;
- Link executive pay to measures that drive shareholder returns;
- Support our business strategies; and
- Maximize the return on our human resource investment.

How Our Executive Compensation Program Links to Performance (page 41)

Our executive compensation program emphasizes variable pay that aligns compensation with performance and shareholder value. The mix of compensation elements is heavily weighted toward variable, performance-based compensation to ensure our senior executives continue to deliver the reliable execution, strong cash flow, and industry-leading returns that our shareholders expect.

	Reward Element	Objective	Key Features	How Award Value is Determined	2021 Decisions
FIXED	**Base Salary**	Compensates executives based on their responsibilities, experience, and skillset.	Fixed element of compensation paid in cash.	Benchmarked against a group of comparably sized corporations and industry peers.	Effective January 1, 2021, base salaries were reinstated to pre-reduction January 1, 2020 levels.
AT RISK	**Short-Term (Annual) Incentive**	To motivate and incentivize performance over a one-year period.	Award value and measures are reviewed annually. Targets are set at the beginning of the period.	Performance measured against: • 75% NOPAT • 25% Asset Turns	Award values were targeted at the market median for 2021. Additionally, split year performance goals consisting of two six-month performance periods were established to address the challenge with setting full year performance goals in an uncertain market environment.
AT RISK	**Long-Term Incentives**	To motivate and incentivize sustained performance over the long-term. Aligns interests of our NEOs with long-term shareholders.	Value is delivered: • 70% performance units measured over three years (1/2 in stock; 1/2 in cash) with relative TSR modifier • 30% restricted stock	The 2021 performance units measured against ROCE performance relative to performance peers and includes a relative TSR modifier. Restricted stock grants have time-based vesting and value is driven by our share price.	Award values were targeted at the market median for 2021.

Our Year-round Shareholder Engagement (page 13)

- In 2021, independent Board members offered off-season meetings to 34 of our top shareholders representing 60% of our shares.
- A refreshed shareholder presentation highlighted the latest information about our Board oversight and corporate governance; executive compensation program; health, safety, and environment (HSE) performance and strategies; diversity, equity, and inclusion (DE&I) performance and strategies; and our approach to energy transition.
- Board members and management conducted video conferences with 18 shareholders representing about 40% of our shares and with the two largest proxy advisors, Institutional Services Shareholder (ISS) and Glass Lewis.
- Participants included Murry Gerber, Chair of the Compensation Committee or Bob Malone, Lead Independent Director, and senior management.
- Also, our senior management and Investor Relations team participated in 13 sell-side conferences, three non-deal roadshows, and approximately 300 investor meetings that are all part of our ongoing shareholder outreach cadence.
- Our senior management and directors presented shareholder feedback to the full Board of Directors for discussion. As a result of these engagements and Board consideration of investor feedback, we enhanced Board governance and included ESG-related metrics in our annual incentive plan effective January 1, 2022.

Corporate Governance

Corporate Governance Guidelines and Committee Charters

Our Board has long maintained a formal statement of its responsibilities and guidelines to ensure effective governance in all areas of its responsibilities. Our Corporate Governance Guidelines are available on our website at *www.halliburton.com* by clicking on the tabs "Investors", "Company Information", and then the "Corporate Governance" link. The guidelines are reviewed periodically and revised as appropriate to reflect the dynamic and evolving processes relating to corporate governance, including the operation of the Board.

Our current Board structure and governance practices, as specified in those Guidelines and our By-laws, Code of Business Conduct, and policies and business practices, include the following:

Annual Election of Directors	**Yes**	Shareholder Called Special Meetings	**Yes**
Mandatory Retirement Age	**75**	Poison Pill	**No**
Majority Voting in Director Elections	**Yes**	Code of Conduct for Directors, Officers, and Employees	**Yes**
Lead Independent Director	**Yes**	Stock Ownership Guidelines for Directors/Officers	**Yes**
Related Persons Transactions Policy	**Yes**	Anti-Hedging and Pledging Policy	**Yes**
Supermajority Voting Threshold for Mergers	**No**	Compensation Recoupment Policy	**Yes**
Proxy Access	**Yes**	Corporate Political Contributions	**No**
Shareholder Action by Written Consent	**Yes**		

In order for our shareholders to understand how the Board conducts its affairs in all areas of its responsibility, the full text of the charters of our Audit; Compensation; Health, Safety and Environment; and Nominating and Corporate Governance Committees and for our Lead Independent Director are also available on our website.

Except to the extent expressly stated otherwise, information contained on or accessible from our website or any other website is not incorporated by reference into and should not be considered part of this proxy statement.

Code of Business Conduct

Our Code of Business Conduct, which applies to all of our Directors and employees and serves as the code of ethics for our principal executive officer, principal financial officer, principal accounting officer or controller, and other persons performing similar functions, is available on our website. Any waivers to our Code of Business Conduct for our Directors or executive officers can only be made by our Audit Committee. There were no waivers of the Code of Business Conduct in 2021.

Related Persons Transactions Policy

Our Board has adopted a written policy governing related persons transactions as part of the Board's commitment to good governance and independent oversight. The policy covers transactions involving any of our Directors, executive officers, nominees for Director, greater than 5% shareholders, or any of their immediate family members, among others.

The types of transactions covered by this policy are transactions, arrangements, or relationships, or any series of similar transactions, arrangements, or relationships, including any indebtedness or guarantee of indebtedness, in which (i) we or any of our subsidiaries were or will be a participant, (ii) the aggregate amount involved exceeds $120,000 in any calendar year, and (iii) any related person had, has, or will have a direct or indirect material interest.

Under the policy, we generally only enter into or ratify related persons transactions when the Audit Committee determines such transactions are in our best interests and the best interests of our shareholders. In determining whether to approve or ratify a related persons transaction, the Audit Committee will consider the following factors and other factors it deems appropriate:

- whether the related persons transaction is on terms comparable to terms generally available with an unaffiliated third party under the same or similar circumstances;
- the benefits of the transaction to us;
- the extent of the related person's interest in the transaction; and
- whether there are alternative sources for the subject matter of the transaction.

The Board of Directors and Standing Committees of Directors

The Board has standing Audit; Compensation; Health, Safety and Environment; and Nominating and Corporate Governance Committees. Each standing Committee is comprised of Directors who, in the business judgment of the Board, are independent, after considering all relevant facts and circumstances, including the independence standards set forth in our Corporate Governance Guidelines.

Our independence standards meet New York Stock Exchange, or NYSE, independence requirements. Our independence standards and compliance with those standards are periodically reviewed by the Nominating and Corporate Governance Committee. There were no relevant transactions, arrangements, or relationships not disclosed in this proxy statement that were considered by the Board in making its determination as to the independence of the Directors.

Board Leadership

Our Board believes that it is important to maintain flexibility to determine the appropriate leadership of the Board and whether the roles of Chairman and Chief Executive Officer should be combined or separate. Our Corporate Governance Guidelines provide that the Board consider annually whether it is appropriate for the same individual to fill both of those roles. When making that determination, the Board considers issues such as industry and financial expertise, in-depth knowledge of Halliburton and its business, and succession planning. In 2021, the Board decided that a combined leadership role would currently best serve the Company and its shareholders. The Board believes that Jeffrey A. Miller, our Chairman, President and Chief Executive Officer, with his industry expertise, financial expertise, and in-depth knowledge of Halliburton and its business, is the correct person to fill both roles. The Board also believes that Mr. Miller is best suited to lead the Board's discussion and evaluation of the Company's business, financial, and health, safety, environment, and sustainability strategy and performance. With the exception of Mr. Miller, the Board is composed of independent Directors.

Robert A. Malone is our Lead Independent Director. The Lead Independent Director's role and responsibilities are set forth in the Lead Independent Director Charter adopted by the Board. These include the following:

✓ liaises between the independent Directors and the Chairman	✓ participates in shareholder engagement
✓ approves agendas for Board meetings and ensures the agendas provide opportunities for the Board to provide input on the Company's business strategy and management's execution of that strategy	✓ advises management on and approves information sent to the Board and approves schedules for meetings of the Board
✓ presides over meetings and executive sessions of the independent Directors	✓ authorizes the retention of outside advisors and consultants who report directly to the Board
✓ leads the Board's annual evaluation of the Chief Executive Officer	✓ schedules meetings of the independent Directors as appropriate

Our Lead Independent Director Charter is available on our website at *www.halliburton.com.*

Board and Committee Oversight

Enhancements to ESG Oversight

Based on our commitment to provide thorough oversight of ESG risks, opportunities, and strategy, the Halliburton Board of Directors conducted a detailed analysis of our Board structure in 2021. We performed an extensive review of other Board structures and consulted with our shareholders and leading experts. The analysis found that our Board structure and oversight provide a leading model for good governance. Through the review, we also identified an opportunity for Halliburton to dedicate a committee to oversee ESG and elevated the Nominating and Corporate Governance Committee for oversight of these issues. Although the Nominating and Corporate Governance Committee oversees ESG, each committee is responsible for different aspects of ESG, as outlined in each respective charter. The Board sharpened its overall ESG oversight of the Company by focusing more time on these matters in both committee and full Board meetings, as well as in our engagements with Halliburton's shareholders. By engaging regularly with shareholders and other outside experts to discuss sustainability topics, the Board can more effectively prioritize relevant ESG issues within our overall corporate strategy. During outreach, our shareholders endorsed this oversight structure and other governance enhancements.

Below are the primary oversight responsibilities of our Board's committees, with newly expanded or clarified responsibilities bolded:

Board of Directors

Nominating and Corporate Governance Committee	Audit Committee	Health, Safety and Environment Committee	Compensation Committee
• **Overall oversight of ESG** • Corporate Governance Guidelines • Director self-evaluation process and performance reviews • Proposing candidates for the Board • Monitoring the Board's mix of skills, characteristics, experience, and expertise • Director compensation • Management succession planning • **Political and lobbying spending**	• Oversight and evaluation of the principal independent public accountants • Internal Assurance Services and the Ethics and Compliance group • Reviewing our financial statements and our accounting systems and controls • Enterprise risk, **including information security and cybersecurity*** • **Control structure for externally reported non-financial metrics**	• Oversight of health, safety, environmental, and sustainable development • HSE legal compliance • HSE risk-management processes • **The Company's environmental impact, including climate issues**	• Oversight of overall executive compensation program • Monitoring the effectiveness of our compensation program in attracting, retaining, and motivating Section 16 officers • **Incorporating ESG into pay and incentive plans**

* *The Board also enhanced its oversight of cybersecurity to include a quarterly update to the full Board of Directors.*

The Board believes that it has a strong governance structure in place to ensure independent oversight on behalf of all shareholders. All standing Committees of the Board are comprised solely of independent Directors. Below is a discussion of some of these areas of oversight.

Political and Lobbying Spending

The Nominating and Corporate Governance Committee is responsible for oversight of political expenditures, payments to trade associations, and lobbying activity. In 2021, we published a comprehensive report (*Halliburton Policies for Political Engagement*) on our annual political activity. The report is available on our website at www.halliburton.com.

Notable highlights from this report include:

- Zero corporate contributions made directly to political parties or candidates
- Zero corporate contributions used to support ballot measures
- Prohibitions against using corporate funds to contribute to 527 and 501(c)(4) organizations
- Board oversight of the Company's strategy for political engagement

For our efforts, in 2021 we scored an 80% on the CPA-Zicklin index. Developed by the Wharton School of Business, Zicklin Center for Business Ethics Research, this index scores corporations on the transparency and accountability demonstrated within their political engagement policies. The index uses 24 scoring elements focused on political contributions, trade associations, and political action committee (PAC) activities to calculate a raw score. Halliburton's raw score of 56 points places us within the top 20% of all companies.

Enterprise Risk Management

We have implemented an Enterprise Risk Management (ERM) program to identify and analyze enterprise-level risks and their potential impact on our business. The objectives of our ERM program are to:

- increase the probability of achieving higher returns on capital and reducing cash flow volatility by identifying:
  - current and developing risks; and
  - significant controls and potential gaps related to identified risks;
- ensure that our key risks are being effectively managed; and
- assess whether our compensation policies are reasonably likely to have a materially adverse effect on us.

Our internal processes to identify and manage risks include our Code of Business Conduct; extensive policies and business practices; financial controls; Internal Assurance Services audits of our internal controls and health, safety, environment, and sustainability; the activities of the Ethics and Compliance group of the Law Department; and our ERM program.

The Audit Committee receives an annual ERM report on risk assessment and risk management in which risks are identified and assigned a significance rating based on potential consequences of the risk and the likelihood of occurrence.

Our Chief Executive Officer, who is primarily responsible for managing our day-to-day business, is ultimately responsible to the Board for all risk categories. Our executive officers are assigned responsibility for the various risk categories. The Board has delegated to its Committees the responsibility to monitor certain risks and receive regular updates on those risks.

Cybersecurity

The frequency and sophistication of global attacks on corporate IT systems containing sensitive information have increased. Halliburton takes each threat seriously and dedicates significant resources to protect our IT systems and data, in alignment with industry security standards, such as the International Organization for Standardization (ISO) 27001 and the National Institute of Standards and Technology (NIST) 800-53. In response, our Board of Directors now receives quarterly updates on cybersecurity matters, and our Audit Committee receives an annual, in-depth review.

Climate Initiatives

The Health, Safety and Environment Committee is responsible for oversight of our environmental impact, including climate matters. In 2021, under its guidance, we continued our steady march forward in meeting the goals of our science-based targets to reduce Scope 1 and Scope 2 emissions by 40% by 2035 from our baseline year of 2018. We quantified and executed on opportunities to reduce emissions, and we are on track to meet our reduction targets. We also completed our climate scenario analysis, aligned with the Task Force on Climate-Related Financial Disclosure (TCFD). For more information on our approach to climate change and our emissions reduction targets, please visit our Climate Change Statement on our website at *www.halliburton.com.*

ESG Elements of Pay and Incentive Plans

As a result of our Listen and Respond shareholder outreach effort, and with the endorsement of our shareholders, the Compensation Committee decided, effective January 1, 2022, to include ESG-related metrics focused on greenhouse gas (GHG) emissions and DE&I — two of our main areas of focus — in our annual incentive plan. ESG-related metrics will comprise 20% of the total award, with achievement of specific financial goals comprising 80% of the total award.

Members of the Committees of Our Board of Directors

Name	Audit Committee	Compensation Committee	Health, Safety and Environment Committee	Nominating and Corporate Governance Committee
Abdulaziz F. Al Khayyal			✓	✓
William E. Albrecht		✓	☆	
M. Katherine Banks	✓		✓	
Alan M. Bennett	☆			✓
Milton Carroll		✓		☆
Earl M. Cummings#				
Murry S. Gerber	✓	☆		
Patricia Hemingway Hall*		✓		✓
Robert A. Malone		✓		✓
Jeffrey A. Miller				
Bhavesh V. Patel	✓		✓	
Tobi M. Edwards Young#				

☆ *Chair* ✓ *Member*

* *Ms. Hemingway Hall has decided not to stand for re-election to the Board, due solely to a personal decision related to health and travel issues associated with the continuing COVID-19 pandemic and endemic, and will continue as a Director until her term ends on May 18, 2022.*

\# *Ms. Young and Mr. Cummings both joined the Board in February 2022 and will be appointed to Committees of the Board in May 2022.*

The Board has determined that all members of the Audit Committee are independent under our Corporate Governance Guidelines. The Board has determined that Alan M. Bennett, Murry S. Gerber, and Bhavesh V. Patel are “audit committee financial experts” as defined by the Securities and Exchange Commission, or SEC.

Board Attendance

During 2021, the Board held 7 meetings and met in executive session of the independent Directors, without management present, on 4 occasions. Committee meetings were held as follows:

Audit Committee	8
Compensation Committee	5
Health, Safety and Environment Committee	4
Nominating and Corporate Governance Committee	4

All members of the Board attended at least 93% of the total number of meetings of the Board and the Committees on which he or she served during the last fiscal year.

All of our Directors attended the 2021 Annual Meeting, as required by our Corporate Governance Guidelines.

Evaluation of Board and Director Performance

The Board believes that a rigorous evaluation process is an essential component of strong corporate governance practices. The Nominating and Corporate Governance Committee annually conducts a four-part evaluation process to evaluate Board effectiveness and aid in succession planning.

PROCESS REVIEW

The Nominating and Corporate Governance Committee reviews and approves the process to evaluate the performance of the Board, its four standing Committees (Audit; Compensation; Health, Safety and Environment; and Nominating and Corporate Governance), and each individual Director. The Committee also approves a Director qualifications and experience survey. The Committee annually reviews, updates, and modifies, and then approves the evaluation process and the qualifications and experience survey.

Questionnaires and the survey are distributed through a web-based platform. This process encourages candid responses from our Directors and promotes productive discussions.

EVALUATION

Each Director completes written questionnaires designed to gather suggestions to improve Board, Committee, and Director performance and effectiveness and to identify opportunities for change. The questionnaires solicit feedback on a range of issues, including:

- Board operations
- Succession planning
- Committee composition, processes, and responsibilities
- Information sharing with and from management
- Overall Board dynamics
- Director preparation, participation, and contribution
- Alignment of skills and characteristics to business needs and strategy
- Leadership
- Agenda topics

The qualifications and experience survey identifies individual skills and expertise of each non-management Director.

ANALYSIS

The Chair of the Nominating and Corporate Governance Committee analyzes completed questionnaires and provides a summary to the Board. We then update our qualifications and experience matrix based on the survey responses and feedback, with a focus on optimizing the range and depth of perspectives and experiences necessary to oversee the relevant opportunities, strategies, and risks of the Company.

ACTIONS TAKEN

The Nominating and Corporate Governance Chair reports to the Board on results of the entire process. This year, the Board process concluded that the Board received thorough and appropriate meeting materials, engaged in candid, relevant, and efficient discussions, new Board members added value to the Board's thought processes and consideration, and the process continues to evolve and update as necessary to remain relevant and effective. Further, by analyzing the completed qualifications and experience matrix, the Board has information available to understand those skills and expertise desirable for future Director candidates. Finally, the Chair of the Nominating and Corporate Governance Committee or the Lead Independent Director engage in discussions, as warranted, with individual Board members about their performance.

Shareholder Nominations of Directors

Our By-laws provide that shareholders may nominate persons for election to the Board at a meeting of shareholders.

Shareholder nominations require written notice to the Corporate Secretary at the address of our principal executive offices set forth on page 65 of this proxy statement, and for the Annual Meeting of Shareholders in 2023, must be received not less than 90 days nor more than 120 days prior to the anniversary date of the 2022 Annual Meeting of Shareholders, or no later than February 17, 2023, and no earlier than January 18, 2023. The shareholder notice must contain, among other things, certain information relating to the shareholder and the proposed nominee as described in our By-laws. In addition, the proposed nominee may be required to furnish other information as we may reasonably require to determine the eligibility of the proposed nominee to serve as a Director.

Our By-laws also provide for proxy access for shareholder nominations of Directors. The provision permits up to 20 shareholders owning 3% or more of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials for a meeting of shareholders up to two directors or 20% of the Board, whichever is greater, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the By-laws.

Our By-laws further provide that if a shareholder owning at least 1% of our issued and outstanding common stock continuously for at least one year as of the date the written notice of the nomination is submitted to us proposes a nominee not submitted under the proxy access provision, our Corporate Secretary will (i) obtain from such nominee any additional relevant information the nominee wishes to provide in consideration of his or her nomination, (ii) report on each such nominee to the Nominating and Corporate Governance Committee, and (iii) facilitate having each such nominee meet with the Nominating and Corporate Governance Committee as the Committee deems appropriate.

Qualifications of Directors

Candidates nominated for election or re-election to the Board should possess the following qualifications:

- Personal characteristics:
  - high personal and professional ethics, integrity, and values;
  - an inquiring and independent mind; and
  - practical wisdom and mature judgment;
- Broad training and experience at the policy-making level in business, government, education, or technology;
- Expertise that is useful to us and complementary to the background and experience of other Board members, so that an optimum balance of experience and expertise of members of the Board can be achieved and maintained;
- Willingness to devote the required amount of time to carry out the duties and responsibilities of Board membership;
- Commitment to serve on the Board for several years to develop knowledge about our business;
- Willingness to represent the best interests of all of our shareholders and objectively evaluate management performance; and
- Involvement only in activities or interests that do not create a conflict with the Director's responsibilities to us and our shareholders.

The Nominating and Corporate Governance Committee is responsible for assessing the appropriate mix of skills and characteristics required of Board members and periodically reviews and updates the criteria. In selecting Director nominees, the Board considers the personal characteristics, experience, and other criteria as set forth in our Corporate Governance Guidelines, as well as our specific needs and the needs of our Board at the time.

Board Refreshment

The Board is responsible for filling vacancies on the Board and ensuring regular refreshment of the Board. Our Corporate Governance Guidelines provide that each non-management Director shall retire from the Board immediately prior to the annual meeting of shareholders following his or her seventy-fifth (75th) birthday. The Board has delegated to the Nominating and Corporate Governance Committee the duty of selecting and recommending candidates to the Board for approval.

IDENTIFICATION OF QUALIFIED CANDIDATES	DUE DILIGENCE SCREENING	MEETINGS WITH SHORTLISTED CANDIDATES	DECISION AND NOMINATION
Nominating and Corporate Governance Committee considers candidates for Board membership recommended by Board members, management, and shareholders	Review of qualifications using the Board's criteria for board membership, which includes a candidate's experience, expertise, diversity, and other factors to determine if candidate will contribute desired skills and expertise	Committee members, other Board members, and management interview the shortlisted candidates	Selection of Director nominees with needed complementary skills and expertise and best qualified to serve the interests of Halliburton shareholders

5
New Directors added since 2019 bringing fresh perspectives to the Board

2019
- M. Katherine Banks
- Patricia Hemingway Hall

2021
- Bhavesh V. Patel

2022
- Tobi M. Edwards Young
- Earl M. Cummings

The Nominating and Corporate Governance Committee will consider candidates for Board membership recommended by Board members, our management, and shareholders. The Committee may also retain an independent executive search firm to identify candidates for consideration and to gather additional information about the candidate's background, experience, and reputation. Ms. Young was identified as a potential Director candidate by an executive officer. Mr. Cummings was identified as a potential Director candidate by a non-management Director. A shareholder who wishes to recommend a candidate should notify our Corporate Secretary.

This process resulted in enhancement of our Board over the last several years with the addition of three female Directors, one of which is ethnically diverse, and two ethnically diverse male Directors. Ms. Young and Mr. Cummings joined the Board in 2022. Ms. Young contributes technology, governance, policy making, and regulatory experience. Mr. Cummings contributes leadership in technology solutions and entrepreneurship. Mr. Patel joined the Board in 2021. His chemical industry experience benefits us greatly as we expand our chemicals business. Dr. Banks and Ms. Hemingway Hall joined the Board in 2019. Dr. Banks contributes extensive experience in engineering and technology to the Board as well as her perspective as the President of a major research university. While she decided not to stand for re-election to the Board, due solely to a personal decision related to health and travel issues associated with the continuing COVID-19 pandemic and endemic, Ms. Hemingway Hall contributed substantial public company and corporate governance experience.

Shareholder Engagement

Halliburton values ongoing, open shareholder dialogue to ensure that the Board and management have a regular pulse on investors' views. This dialogue also provides valuable feedback on how we can continue to improve.

Following our 2021 Annual Meeting, the Board recommitted to more active shareholder engagement. We enhanced shareholder communications, refreshed our shareholder presentation, opened additional availability for director video calls, and listened and responded to shareholders about possible changes to governance and executive compensation.

In 2021, independent Board members offered and held off-season meetings with representatives from our top shareholders to gain a better understanding of their priorities and concerns prior to the proxy voting season. We offered these meetings to 34 shareholders representing approximately 60% of our shares. Each received the opportunity to meet with Board members by video conference. For those unable to attend, we sent our refreshed shareholder presentation to each and offered follow-up. The updated materials highlighted the latest information about our Board oversight and corporate governance; executive compensation program; health, safety, and environment (HSE) performance and strategies; diversity, equity, and inclusion (DE&I) performance and strategies; and our approach to energy transition. After receiving these new materials, additional shareholders accepted the offer to meet.

During off-season engagement, Board members and management conducted video conferences with 18 shareholders representing about 40% of our shares and with the two largest proxy advisors, Institutional Shareholder Services (ISS) and Glass Lewis. These included video conferences with Murry Gerber, Chair of the Compensation Committee or Robert Malone, Lead Independent Director, and senior management.

This off-season investor engagement program was in addition to routine solicitation of shareholder feedback coincident with annual and quarterly reporting, earnings conference calls, and investor meetings. Also, our senior management and Investor Relations team regularly hold meetings and conference calls with analysts, institutional investors, and ESG rating firms, among others. In 2021, Halliburton participated in 13 sell-side conferences, three non-deal roadshows, and approximately 300 investor meetings that are all part of our ongoing shareholder outreach cadence.

Our senior management and directors presented shareholder feedback to the full Board of Directors for discussion. As a result of these engagements and Board consideration of investor feedback, we refreshed Board governance and made changes to our 2022 annual executive incentive plan.

Communication to the Board

To foster better communication from our shareholders and other interested persons, we maintain a process for shareholders and others to communicate with the Audit Committee and the Board. The process has been approved by both the Audit Committee and the Board and meets the requirements of the NYSE and SEC. The methods of communication with the Board include telephone, mail, and e-mail.

888.312.2692
or
770.613.6348

Board of Directors
c/o Code of Business Conduct
Halliburton Company
P.O. Box 2625
Houston, TX 77252-2625
USA

BoardofDirectors@halliburton.com

Our Director of Business Conduct, an employee, reviews all communications directed to the Audit Committee and the Board. The Audit Committee is promptly notified of any substantive communication involving accounting, internal accounting controls, or auditing matters. The Lead Independent Director is promptly notified of any other significant communication, and any Board-related matters which are addressed to a named Director are promptly sent to that Director. Copies of all communications are available for review by any Director. Communications may be made anonymously or confidentially. Confidentiality shall be maintained unless disclosure is:

- required or advisable in connection with any governmental investigation or report;
- in the interests of Halliburton, consistent with the goals of our Code of Business Conduct; or
- required or advisable in our legal defense of a matter.

Information regarding these methods of communication is also on our website at *www.halliburton.com*.

Proposal No. 1 Election of Directors

In considering whether a current Director should be nominated for election as a Director, the Nominating and Corporate Governance Committee and the Board considered, among other matters, the expertise and experience of the Director, the annual performance evaluation of the Director, the Director's attendance at, preparation for, and engagement in Board and Committee meetings, the diversity of the Board, the tenure of the Director, and the overall distribution of tenure among Directors to ensure sufficient experience with the Company's operations, performance, and technology, and the cycles of the industry. A summary of the qualifications and experience of our non-management Directors is provided under Information about Nominees for Director.

AFTER CONSULTATION WITH THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE, THE BOARD OF DIRECTORS RECOMMENDS A **VOTE FOR** THE ELECTION OF EACH OF THE DIRECTOR NOMINEES LISTED UNDER INFORMATION ABOUT NOMINEES FOR DIRECTOR.

The eleven nominees are all current Directors. If any nominee is unwilling or unable to serve, favorable and uninstructed proxies will be voted for a substitute nominee designated by the Board. If a suitable substitute is not available, the Board will reduce the number of Directors to be elected. Each nominee has indicated approval of his or her nomination and his or her willingness to serve if elected. The Directors elected will serve for the ensuing year and until their successors are elected and qualify.

NON-MANAGEMENT DIRECTOR QUALIFICATIONS AND EXPERIENCE

	A. F. Al Khayyal	W. E. Albrecht	M. K. Banks	A. M. Bennett	M. Carroll	E. M. Cummings	M. S. Gerber	R. A. Malone	B.V. Patel	T. Young
TENURE										
Year Elected	2014	2016	2019	2006	2006	2022	2012	2009	2021	2022
INDEPENDENCE AND EXPERIENCE										
Independence	●	●	●	●	●	●	●	●	●	●
Board or Board Committee Leadership	●	●	●	●	●	●	●	●	●	●
Public Company Experience	●	●	●	●	●	●	●	●	●	●
Private Company Experience	●	●	●	●	●	●	●	●	●	●
Not-for-Profit Experience	●	●	●	●	●	●	●	●	●	●
Government Experience			●		●	●		●		●
Academia			●	●	●	●			●	●
Community Leadership/Philanthropic	●	●	●	●	●	●	●	●	●	●
DECISION-MAKING OR OTHER SUBSTANTIAL EXPERIENCE										
Energy Industry	A	A	A	B	B	B	A	A	A	
Accounting/Finance	B	A	B	A	B	A	A	A	A	A
Technology/Engineering	A	B	A	A	B	A	A	A	A	A
Legal/Compliance	B	B	B	A		B	A	A	A	A
Mergers & Acquisitions	B	A	B	A	A	B	A	A	A	A
Human Resources/Compensation	A	A	A	A	B	A	A	A	A	A
Strategic Planning	A	A	A	A	B	A	A	A	A	A
International Business	A	A	B	A	B		B	A	A	A
Health, Safety & Environment and Sustainability	A	A	A	A		A	A	A	A	A
Public Policy	B	A	A	A	A	B	A	A	A	A
Corporate Governance	A	A	A	A	A	A	A	A	A	A

LEGEND

A **Policy-making experience in business, government, education, or technology**

B **Other substantial experience**

	A. F. Al Khayyal	W. E. Albrecht	M. K. Banks	A. M. Bennett	M. Carroll	E. M. Cummings	M. S. Gerber	R. A. Malone	B.V. Patel	T. Young
DEMOGRAPHICS										
Race/Ethnicity										
Black/African American					●	●				
Indian/South Asian									●	
White/Caucasian		●	●	●			●	●		
Middle Eastern	●									
Native American										●
Gender										
Male	●	●		●	●	●	●	●	●	
Female			●							●

Information about Nominees for Director

ABDULAZIZ F. AL KHAYYAL

Age 68
Director since: **2014**
INDEPENDENT

Professional Experience:
- Retired director and Senior Vice President of Industrial Relations of Saudi Aramco (the world's largest producer of crude oil), where he held multiple senior roles over a career spanning from 1981 to 2014
- Saudi Aramco roles included: member of general management, Vice President of Sales and Marketing, Vice President of Employee Relations and Training, Vice President of Corporate Planning, Senior Vice President of International Operations, and Senior Vice President of Refining, Marketing and International

Skills and Expertise:
The Board determined that Mr. Al Khayyal should be nominated for election as a Director because of his exceptional knowledge of the energy industry, including significant international industry experience, a thorough understanding of the geopolitics of the oil and gas business, and executive experience with the world's largest producer of crude oil.

Other Company Directorships:
- Marathon Petroleum Corporation (since 2016)

Former Directorships in the Past 5 Years:
- None

WILLIAM E. ALBRECHT

Age 70
Director since: **2016**
INDEPENDENT

Professional Experience:
- President of Moncrief Energy, LLC (a private oil and gas operator) since 2021
- Non-Executive Chairman of the Board of California Resources Corporation from 2016 to 2020
- Executive Chairman of the Board of California Resources Corporation from 2014 to 2016
- Vice President of Occidental Petroleum Corporation from 2008 to 2014
- President of Oxy Oil & Gas, Americas from 2012 to 2014

Skills and Expertise:
The Board determined that Mr. Albrecht should be nominated for election as a Director because of his extensive experience in the domestic oil and natural gas industry and executive experience with a public oil and gas exploration and production company and an international offshore drilling company. Additionally, Mr. Albrecht's expertise in the field of engineering gives him technical understanding of Halliburton's business and customers.

Other Company Directorships:
- Chairman of the Board and director of Laredo Petroleum, Inc. (since 2020)

Former Directorships in the Past 5 Years:
- Chairman of the Board and director of Rowan Companies plc (2015-2019)
- California Resources Corporation (2014-2020)
- Lead Independent Director of Valaris Inc. (2019-2021)

M. KATHERINE BANKS

Age 62
Director since: **2019**
INDEPENDENT

Professional Experience:
- President, Texas A&M University (a public research university) since 2021
- Vice Chancellor of National Laboratories and National Security Strategic Initiatives for the Texas A&M University System since 2012
- Vice Chancellor of Engineering and Dean of the College of Engineering at Texas A&M University from 2012 to 2021
- The Bowen Engineering Head for the School of Civil Engineering at Purdue University from 2007 to 2012

Skills and Expertise:
The Board determined that Dr. Banks should be nominated for election as a Director because of her extensive experience in engineering and technology, as an academic and mentor, and also her current role leading a large, public research university, and previous experience as an executive leading one of the largest engineering schools in the country while overseeing the engineering, academic, and research programs at seven universities. Dr. Banks also brings unique expertise in scientific lab management, safety, and nuclear security, as both a director of Triad National Security (which provides lab management, nuclear operations, national security, and scientific research to the National Nuclear Security Administration) and as Vice Chancellor of the Los Alamos National Laboratory. Given Halliburton's focus on developing talent, Dr. Banks' knowledge of the American academic system is also highly valuable to the Board's discussions of talent recruitment, retention, and development. Dr. Banks' oversight of Texas A&M's Sustainability Master Plan also provides unique perspectives and knowledge to the Board's work of overseeing ESG strategy at Halliburton.

Other Company Directorships:
- None

Former Directorships in the Past 5 Years:
- None

ALAN M. BENNETT

Age 71

Director since: **2006**

INDEPENDENT

Professional Experience:

- President and Chief Executive Officer of H&R Block, Inc. (a tax and financial service provider) from 2010 until his retirement in 2011
- Interim Chief Executive Officer of H&R Block, Inc. from 2007 to 2008
- Senior Vice President and Chief Financial Officer of Aetna, Inc. from 2001 to 2007

Skills and Expertise:

The Board determined that Mr. Bennett should be nominated for election as a Director because of his business and financial expertise, ranging from internal audit to corporate controller to chief financial officer of a large, public company. He is a certified public accountant and also has chief executive officer experience. Mr. Bennett has deep experience in overseeing strategic decisions related to mergers and acquisitions, giving him valuable perspectives in Board discussions of strategy and capital allocation.

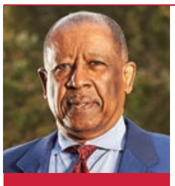
Other Company Directorships:

- Fluor Corporation (since 2011)
- TJX Companies, Inc. (since 2007)

Former Directorships in the Past 5 Years:

- None

MILTON CARROLL



Age 71

Director since: **2006**

INDEPENDENT

Professional Experience:

- Executive Chairman of the Board of CenterPoint Energy, Inc. (a public utility holding company) from 2013 until his retirement in 2021
- Non-Executive Chairman of the Board of CenterPoint Energy, Inc. from 2002 to 2013
- Founder of Instrument Products, Inc, a Houston-based company specializing in manufacturing oil field equipment

Skills and Expertise:

The Board determined that Mr. Carroll should be nominated for election as a Director because of his public company board experience, corporate governance expertise, and deep knowledge of the oil and gas services industry. Mr. Carroll brings widely-regarded public company board expertise across a variety of industries with a particular focus in the power and energy industries.

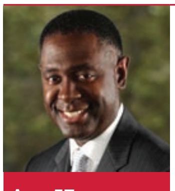
Other Company Directorships:

- Chairman of the Board of Health Care Service Corporation (since 2002)

Former Directorships in the Past 5 Years:

- LyondellBasell Industries (2010-2016)
- Western Gas Holdings, LLC, the general partner of Western Gas Partners, L.P. (2008-2019)
- Western Midstream Partners, LP (February 2019-August 2019)
- CenterPoint Energy, Inc. (1992-2021)

EARL M. CUMMINGS



Age 57

Director since: **2022**

INDEPENDENT

Professional Experience:

- Managing Partner of MCM Houston Properties, LLC (a real estate fund that invests in single family residential properties) since 2012
- Chief Executive Officer of BTS Team, Inc. (an information technology and consulting firm, specializing in network, programming, database, and desktop support services) since 1997
- Chief Executive Officer of BestAssets, Inc. (a private company providing real estate portfolio management and related services) from 2000 to 2010
- Founding Chairman of the Executive Board for C-STEM Robotics from 2002 to 2018; currently Chairman Emeritus

Skills and Expertise:

The Board determined that Mr. Cummings should be nominated for election as a Director because of his technical expertise, extensive leadership in information technology solutions, presence in the government sector, and deep entrepreneurship credentials needed for innovation in an evolving energy economy. In addition, Mr. Cummings brings valuable expertise in business strategy, capital markets, and mergers and acquisitions.

Other Company Directorships:

- CenterPoint Energy, Inc. (since 2020)

Former Directorships in the Past 5 Years:

- None

MURRY S. GERBER

Age 69

Director since: **2012**

INDEPENDENT

Professional Experience:

- Executive Chairman of the Board of EQT Corporation (a leading producer of unconventional natural gas) from 2010 until his retirement in 2011
- Chairman and Chief Executive Officer of EQT Corporation from 2000 to 2010
- Chief Executive Officer and President of EQT Corporation from 1998 to 2007
- CEO of Coral Energy (now Shell Trading North America) from 1995 to 1998

Skills and Expertise:

The Board determined that Mr. Gerber should be nominated for election as a Director because of his executive leadership skills and extensive business experience in the energy industry and domestic unconventional oil and natural gas basins. Mr. Gerber's public company board experience spans two decades and multiple sectors, giving him important insights and perspectives on commodity markets and financial markets.

Other Company Directorships:

- BlackRock, Inc. (since 2000)
- United States Steel Corporation (since 2012)

Former Directorships in the Past 5 Years:

- None

ROBERT A. MALONE

Age 70

Director since: **2009**

INDEPENDENT

Professional Experience:

- Executive Chairman, President and Chief Executive Officer of First Sonora Bancshares, Inc. (a private bank holding company) and The First National Bank of Sonora, Texas (a community bank owned by First Sonora Bancshares, Inc.) since 2014
- Executive Vice President of BP p.l.c., and Chairman of the Board and President, BP America Inc. (one of the nation's largest producers of oil and natural gas) from 2006 to 2009
- Chief Executive, BP Shipping Ltd from 2002 to 2006

Skills and Expertise:

The Board determined that Mr. Malone should be nominated for election as a Director because of his energy and natural resources industry expertise and executive leadership experience, including crisis management, safety, and performance. Additionally, Mr. Malone's capital markets expertise is an important input into the Board's discussions of finance and capital allocation decisions.

Other Company Directorships:

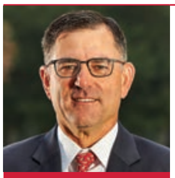
- Non-Executive Chairman of the Board of Peabody Energy Corporation (since 2016) following the Company's emergence from bankruptcy and Director (since 2009)
- Teledyne Technologies Incorporated (since 2015)
- BP Midstream Partners GP LLC, the general partner of BP Midstream (since 2017)[(1)]

Former Directorships in the Past 5 Years:

- None

(1) On December 20, 2021, BP p.l.c. and it affiliates announced an agreement with BP Midstream Partners LP (BPMP) to acquire all outstanding common units of BPMP, which transaction is anticipated to close in the second quarter of 2022, at which time Mr. Malone will resign his position as a director of BP Midstream Partners GP LLC.

JEFFREY A. MILLER



Age 58

Director since: **2014**

CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER

Professional Experience:
- Chairman of the Board, President and Chief Executive Officer of Halliburton since 2019
- Member of the Board of Directors, President and Chief Executive Officer of Halliburton from 2017 to 2018
- Member of the Board of Directors and President of Halliburton from 2014 to 2017
- President and Chief Health, Safety and Environment Officer from 2014 to 2017
- Various regional global leadership positions with Halliburton including in the United Arab Emirates, Indonesia, Venezuela, Angola, and the Gulf of Mexico

Skills and Expertise:

The Board determined that Mr. Miller should be nominated for election as a Director because of his energy industry expertise, executive and business development experience, and in-depth knowledge of Halliburton's strategy, risks, health, safety and environment protocols, human capital management programs, and global operations.

Other Company Directorships:
- None

Former Directorships in the Past 5 Years:
- Atwood Oceanics, Inc. (2013-2017)

BHAVESH V. (BOB) PATEL

Age 55

Director since: **2021**

INDEPENDENT

Professional Experience:
- Chief Executive Officer of W. R. Grace (a global leader in specialty chemicals and materials) since 2022
- Chief Executive Officer of LyondellBasell Industries from 2015 to 2021
- Senior Vice President, Olefins and Polyolefins-Americas and Executive Vice President Olefins and Polyolefins Europe, Asia, International & Technology of LyondellBasell from 2010 to 2015
- General Manager and other roles including process engineering, product development, and corporate planning at Chevron Phillips Chemical Company from 1990 to 2010

Skills and Expertise:

The Board determined that Mr. Patel should be nominated for election as a Director because of his chemical industry experience, global executive leadership skills, public company board experience, and emissions reduction and safety expertise. Mr. Patel's experience in global commodity markets adds insight into the Board's discussions of international operations, strategy, and risk. Additionally, Mr. Patel's experience overseeing LyondellBasell's emissions reduction strategy provides important context for our Board's oversight of Halliburton's ESG strategy.

Other Company Directorships:
- None

Former Directorships in the Past 5 Years:
- Union Pacific Corporation (2017-2021)
- LyondellBasell Industries (2018-2021)

TOBI M. EDWARDS YOUNG

Age 46

Director since: **2022**

INDEPENDENT

Professional Experience:
- Senior Vice President, Global Privacy, Government Affairs, and Chief Regulatory Attorney of Cognizant Technology Solutions (one of the world's leading professional services companies) since 2021 and member of the Board of Directors of Cognizant Foundation, which leads Cognizant's corporate social responsibility efforts
- Vice President, Government Affairs and Legal of Cognizant from 2020 to 2021
- Law Clerk to U.S. Supreme Court Associate Justice Neil M. Gorsuch from 2018 to 2019
- General Counsel and Board Secretary of the George W. Bush Foundation/Office of the Former President from 2009 to 2018
- Associate White House Counsel and Special Assistant to President George W. Bush from 2007 to 2008

Skills and Expertise:

The Board determined that Ms. Young should be nominated for election as a Director because of her extensive experience in policy making, compliance, governance, ESG, legal, and regulatory issues through service in the private and public sectors. Ms. Young also brings valuable knowledge in technology and digital including cybersecurity, data management, data privacy, and artificial intelligence, as well as in corporate social responsibility.

Other Company Directorships:
- None

Former Directorships in the Past 5 Years:
- None

Directors' Compensation

Directors' Fees

All non-management Directors receive an annual retainer of $115,000, which remains unchanged since 2014. The Lead Independent Director receives an additional annual retainer of $30,000, and the chair of each Committee receives an additional annual retainer for serving as chair as follows: Audit - $25,000; Compensation - $20,000; Health, Safety and Environment - $15,000; and Nominating and Corporate Governance - $15,000. Non-management Directors are permitted to defer all or part of their fees under the Directors' Deferred Compensation Plan.

Directors' Equity Awards

All non-management Directors receive an annual equity award with a value of approximately $185,000, which remains unchanged since 2014, consisting of restricted stock units (RSUs), each of which represents the right to receive a share of common stock at a future date. These annual awards are made in December. The actual number of RSUs is determined by dividing $185,000 by the average of the closing price of our common stock on the NYSE on each business day during the month of November. The value of the award may be more or less than $185,000 based on the methodology described above for determining the number of RSUs to be awarded and the closing price of our common stock on the NYSE on the date of the award. Non-management Directors are permitted to defer all of their RSUs under the Directors' Deferred Compensation Plan.

Additionally, when a non-management Director first joins the Board, he or she receives an equity award shortly thereafter of RSUs equal to a prorated value of the annual equity award of $185,000. The factor used to determine the prorated award is the number of whole months of service from the beginning of the month in which Board service begins to the following first of December divided by 12. The number of RSUs awarded is determined by dividing the prorated award amount by the average of the closing price of our common stock on the NYSE on each business day during the month immediately preceding the Director joining the Board.

Directors may not sell, assign, otherwise transfer, or encumber restricted shares (which were previously granted to non-management Directors) or RSUs until the restrictions are removed. Beginning in 2020 and to align our practices with peer companies, restrictions on RSUs lapse entirely on the first anniversary of the grant date with the applicable underlying shares of common stock distributed to the non-management Director unless the Director elected to defer receipt of the shares under the Directors' Deferred Compensation Plan. Restrictions on RSUs granted prior to 2020 lapse 25% a year over four years. If a non-management Director has a separation of service from the Board before completing the specified number of service years from the applicable award date, any unvested RSUs would be forfeited, unless the Board determines to accelerate vesting. Restrictions on restricted shares and RSUs lapse following termination of Board service only under specified circumstances, which include death or disability, retirement under the Director mandatory retirement policy, or early retirement after at least four years of service.

During the restriction period, Directors have the right to (i) vote restricted shares, but not shares underlying RSUs, and (ii) receive dividends or dividend equivalents in cash on restricted shares and RSUs that have not been deferred. RSUs that have been deferred receive dividend equivalents under the Directors' Deferred Compensation Plan.

Directors' Deferred Compensation Plan

The Directors' Deferred Compensation Plan is a nonqualified deferred compensation plan and participation is completely voluntary. Under the plan, non-management Directors are permitted to defer all or part of their retainer fees and all of the shares of common stock underlying their RSUs when they vest. If a non-management Director elects to defer retainer fees under the plan, then the Director may elect to have his or her deferred fees accumulate under an interest-bearing account or translate on a quarterly basis into Halliburton common stock equivalent units (SEUs) under a stock equivalents account. If a non-management Director elects to defer receipt of the shares of common stock underlying his or her RSUs when they vest, then those shares are retained as deferred RSUs under the plan. The interest-bearing account is credited daily with interest at the prime rate of Citibank, N.A. The SEUs and deferred RSUs are credited quarterly with dividend equivalents based on the same dividend rate as Halliburton common stock and those amounts are translated into additional SEUs or RSUs, respectively.

After a Director's retirement, distributions under the plan are made to the Director in a single distribution or in annual installments over a 5- or 10-year period as elected by the Director. Distributions under the interest-bearing account are made in cash, while distributions of SEUs under the stock equivalents account and deferred RSUs are made in shares of Halliburton common stock. Ms. Dicciani and Messrs. Al Khayyal, Bennett, Carroll, and Patel have deferred retainer fees under the plan. Dr. Banks, Mses. Dicciani and Hemingway Hall, and Messrs. Al Khayyal, Albrecht, Bennett, Carroll, and Patel have deferred RSUs under the plan.

Directors' Stock Ownership Requirements

We have stock ownership requirements for all non-management Directors to further align their interests with our shareholders. As a result, all non-management Directors are required to own Halliburton common stock in an amount equal to or in excess of the greater of (i) the annual base retainer in effect on the date the non-management Director is first elected to the Board multiplied by five or (ii) $500,000. The Nominating and Corporate Governance Committee reviews the holdings of all non-management Directors, which include restricted shares, other Halliburton common stock, and RSUs owned by the Director, at each May meeting. Each non-management Director has five years to meet the requirements, measured from the date he or she is first elected to the Board. Each non-management Director currently meets the stock ownership requirements or is on track to do so within the requisite five-year period.

Director Clawback Policy

We have a clawback policy under which we will seek, in all appropriate cases, to recoup incentive compensation paid to, awarded to, or credited for the benefit of a Director, if and to the extent that:

- it is determined that, in connection with the performance of that Director's duties, he or she breached his or her fiduciary duty by knowingly or recklessly engaging in a material violation of a U.S. federal or state law, or recklessly disregarded his or her duty to exercise reasonable oversight; or
- the Director is named as a defendant in a law enforcement proceeding for having breached his or her fiduciary duty by knowingly or recklessly engaging in a material violation of a U.S. federal or state law, the Director disagrees with the allegations relating to the proceeding, and either (i) we initiate a review and determine that the alleged action is not indemnifiable or (ii) the Director does not prevail at trial, enters into a plea arrangement, agrees to the entry of a final administrative or judicial order imposing sanctions, or otherwise admits to the violation in a legal proceeding.

The disinterested members of the Board and the disinterested members of the Compensation Committee and the Nominating and Corporate Governance Committee may be involved in reviewing, considering, and making determinations regarding the Director's alleged conduct, whether recoupment is appropriate or required, and the type and amount of incentive compensation to be recouped from the Director.

The policy also provides that, to the extent permitted by applicable law and not previously disclosed in a filing with the SEC, we will disclose in our proxy statement the circumstances of any recoupment arising under the policy or that there has not been any recoupment pursuant to the policy for the prior calendar year. There was no recoupment under the policy in 2021.

Matching Programs

To further our support for charities, Directors may participate in the Halliburton Foundation's matching gift programs for educational institutions, not-for-profit hospitals, and medical foundations. For each eligible contribution, the Halliburton Foundation makes a contribution of 2.25 times the amount contributed by the Director, subject to approval by its Trustees. The maximum aggregate of all contributions each calendar year by a Director eligible for matching is $50,000, resulting in a maximum aggregate amount contributed annually by the Halliburton Foundation in the form of matching gifts of $112,500 for any Director who participates in the programs. Neither the Halliburton Foundation nor we have made a charitable contribution, within the preceding three years, to any charitable organization in which a Director serves as an executive officer that exceeds in any single year the greater of $1 million or 2% of such charitable organization's consolidated gross revenues.

The Halliburton Political Action Committee, or HALPAC, allows Directors to donate to political candidates and participate in the political process. We match the Directors' donations to HALPAC dollar-for-dollar to a 501(c)(3) status nonprofit organization of the contributor's choice.

2021 Director Compensation

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Abdulaziz F. Al Khayyal	115,000	186,728	0	10,414	312,142
William E. Albrecht	124,231	186,728	0	6,492	317,451
M. Katherine Banks	115,000	186,728	0	45,341	347,069
Alan M. Bennett	140,000	186,728	0	88,756	415,484
Milton Carroll	130,000	186,728	0	22,899	339,627
Nance K. Dicciani(1)	50,000	0	0	121,174	171,174
Murry S. Gerber	135,000	186,728	0	116,316	438,044
Patricia Hemingway Hall	115,000	186,728	0	116,062	417,790
Robert A. Malone	145,000	186,728	0	118,627	450,355
Bhavesh V. Patel(2)	99,986	367,187	0	114,318	581,491

(1) Ms. Dicciani retired from the Board on May 19, 2021.

(2) Mr. Patel joined the Board on February 17, 2021. The Stock Awards for Mr. Patel involve a prorated award when he joined the Board and the grant in December received by all of the non-management Directors.

Fees Earned or Paid In Cash. The amounts in this column represent retainer fees earned in fiscal year 2021, but not necessarily paid in 2021. Refer to the section Directors' Fees for information on annual retainer fees.

Stock Awards. The amounts in the Stock Awards column reflect the grant date fair value of RSUs awarded in 2021. We calculate the fair value of equity awards by multiplying the number of RSUs granted by the closing stock price as of the award's grant date.

The number of restricted shares, RSUs, and SEUs held at December 31, 2021, by non-management Directors are:

Name	Restricted Shares	RSUs	SEUs
Abdulaziz F. Al Khayyal	0	50,758	2,701
William E. Albrecht	0	43,238	0
M. Katherine Banks	0	13,387	0
Alan M. Bennett	25,236	61,471	320
Milton Carroll	20,271	61,471	6,277
Nance K. Dicciani	0	23,319	125
Murry S. Gerber	2,000	12,919	0
Patricia Hemingway Hall	0	25,837	0
Robert A. Malone	14,843	12,919	0
Bhavesh V. Patel	0	15,692	4,480

Change in Pension Value and Nonqualified Deferred Compensation Earnings. None of the Directors had a change in pension value or nonqualified deferred compensation earnings that represented above market earnings in 2021.

All Other Compensation. This column includes compensation related to the matching gift programs under the Halliburton Foundation and for HALPAC, the Accidental Death and Dismemberment program, dividends or dividend equivalents on restricted shares or RSUs, and dividend equivalents associated with the Directors' Deferred Compensation Plan.

Directors who participated in the matching gift program and the corresponding match provided by the Halliburton Foundation in 2021 are: Dr. Banks - $42,345; Mr. Bennett - $67,500; Ms. Dicciani - $112,500; Mr. Gerber - $112,500; Ms. Hemingway Hall - $112,500; Mr. Malone - $112,500; and Mr. Patel - $112,500.

Halliburton Political Action Committee matching contributions are: Mr. Albrecht - $5,000; Mr. Bennett - $5,000; and Mr. Malone - $5,000.

Non-management Directors are provided an Accidental Death and Dismemberment benefit, the annual premium for which is $155.

Directors who received dividends or dividend equivalents on restricted shares or RSUs held on Halliburton record dates are: Dr. Banks - $2,841; Mr. Bennett - $4,542; Mr. Carroll - $3,649; Ms. Dicciani - $1,636; Mr. Gerber - $3,661; Ms. Hemingway Hall - $1,177; and Mr. Malone - $5,972.

Directors who received dividend equivalents attributable to their stock equivalents account under the Directors' Deferred Compensation Plan are: Mr. Al Khayyal - $2,575; Mr. Bennett - $6,956; Mr. Carroll - $9,493; Ms. Dicciani - $2,707; and Mr. Patel - $259.

Directors who received dividend equivalents attributable to their deferred RSUs under the Directors' Deferred Compensation Plan are: Mr. Al Khayyal - $7,684; Mr. Albrecht - $6,337; Mr. Bennett - $9,602; Mr. Carroll - $9,602; Ms. Dicciani - $4,176; Ms. Hemingway Hall - $2,229; and Mr. Patel - $1,404.

Stock Ownership Information

Delinquent Section 16(a) Reports

The Company believes, based on our records and review of filings with the SEC, that during the fiscal year ended December 31, 2021, our Directors and executive officers complied with the filing requirements of Section 16(a) of the Securities Exchange Act of 1934.

Stock Ownership of Certain Beneficial Owners and Management

The following table sets forth beneficial ownership information about persons or groups that own or have the right to acquire more than 5% of our common stock, based on information contained in Schedules 13G filed with the SEC.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc. 55 East 52nd Street, New York, NY 10055	67,462,484(1)	7.5%
Capital World Investors 333 South Hope Street, 55th Fl, Los Angeles, CA 90071	60,696,925(2)	6.8%
State Street Corporation 1 Lincoln Street, Boston, MA 02111	57,670,159(3)	6.4%
The Vanguard Group 100 Vanguard Blvd, Malvern, PA 19355	100,669,815(4)	11.3%

(1) BlackRock, Inc. is deemed to be the beneficial owner of 67,462,484 shares. BlackRock has sole power to vote or to direct the vote of 58,035,658 shares and has sole power to dispose or to direct the disposition of 67,462,484 shares.

(2) Capital World Investors is deemed to be the beneficial owner of 60,696,925 shares. Capital World Investors has sole power to vote or to direct the vote of 60,696,925 shares and has sole power to dispose or to direct the disposition of 60,696,925 shares.

(3) State Street Corporation is deemed to be the beneficial owner of 57,670,159 shares. State Street Corporation has shared power to vote or to direct the vote of 52,257,277 shares and has shared power to dispose or to direct the disposition of 57,475,992 shares.

(4) The Vanguard Group is deemed to be the beneficial owner of 100,669,815 shares. The Vanguard Group has sole power to dispose or to direct the disposition of 97,163,522 shares. The Vanguard Group has shared power to vote or to direct the vote of 1,379,149 shares and has shared power to dispose or to direct the disposition of 3,506,293 shares.

The following table sets forth information, as of March 16, 2022, regarding the beneficial ownership of our common stock by each Director, each Named Executive Officer, and by all Directors and executive officers as a group.

Name of Beneficial Owner or Number of Persons in Group	Amount and Nature of Beneficial Ownership		
	Sole Voting and Investment Power(1)	Shared Voting or Investment Power	Percent of Class
Abdulaziz F. Al Khayyal	0		*
William E. Albrecht	16,000		*
M. Katherine Banks	18,618		*
Alan M. Bennett	27,236		*
Eric J. Carre	292,199		*
Milton Carroll	20,271		*
Earl M. Cummings	5,600		*
Murry S. Gerber	551,911		*
Patricia Hemingway Hall	6,299		*
Lance Loeffler	216,281		*
Robert A. Malone	58,718		*
Jeffrey A. Miller	1,547,128		*
Bhavesh V. Patel	10,000		*
Joe D. Rainey	687,799		*
Mark J. Richard	410,085		*
Tobi M. Edwards Young	0		*
Shares owned by all current Directors and executive officers as a group (22 persons)	5,166,173		*

* *Less than 1% of shares outstanding.*

(1) *The table includes shares of common stock eligible for purchase pursuant to outstanding stock options within 60 days of March 16, 2022, for the following: Mr. Carre – 157,209; Mr. Loeffler – 80,600; Mr. Miller – 639,200; Mr. Rainey – 316,500; Mr. Richard – 150,273; and six unnamed executive officers – 500,405. Until the options are exercised, these individuals will not have voting or investment power over the underlying shares of common stock, but will only have the right to acquire beneficial ownership of the shares through exercise of their respective options. The table also includes restricted shares of common stock over which the individuals have voting power but no investment power.*

Proposal No. 2 Ratification of Selection of Principal Independent Public Accountants

The Audit Committee is responsible for the appointment, compensation, retention, oversight of the work, and evaluation of the principal independent public accountants retained to audit our financial statements. The Audit Committee and Board have approved the selection of KPMG LLP as our principal independent public accountants to examine our financial statements and books and records for the year ended December 31, 2022, and a resolution will be presented at the Annual Meeting to ratify this selection. The Audit Committee and Board believe that the continued retention of KPMG to serve as our principal independent public accountants for the year ended December 31, 2022, is in the best interests of Halliburton and our shareholders. Representatives of KPMG are expected to be present at the Annual Meeting and be available to respond to appropriate questions from shareholders.

KPMG began serving as our principal independent public accountants for the year ended December 31, 2002. The Audit Committee routinely reviews the performance and retention of our independent public accountants, including an evaluation of service quality, the nature and extent of non-audit services, and other factors required to be considered when assessing independence from Halliburton and its management. The Audit Committee also periodically considers whether there should be a rotation of the principal independent public accountants and is involved in the selection of the Principal Independent Public Accountants' lead engagement partner and the mandated rotation process of such partner.

The affirmative vote of the holders of a majority of the shares of our common stock represented at the Annual Meeting and entitled to vote on the matter is needed to approve the proposal.

If the shareholders do not ratify the selection of KPMG, the Board will reconsider the selection of independent public accountants.

THE BOARD OF DIRECTORS RECOMMENDS A **VOTE FOR** RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS PRINCIPAL INDEPENDENT PUBLIC ACCOUNTANTS TO EXAMINE OUR FINANCIAL STATEMENTS AND BOOKS AND RECORDS FOR THE YEAR ENDING DECEMBER 31, 2022.

Audit Committee Report

We operate under a written charter, a copy of which is available on Halliburton's website at *www.halliburton.com*. As required by the charter, we review and reassess the charter annually and recommend any changes to the Board for approval. We are also mindful of the observations provided in the Securities and Exchange Commission's Statement on Role of Audit Committees in Financial Reporting and Key Reminders Regarding Oversight Responsibilities.

Halliburton's management is responsible for preparing Halliburton's financial statements and the principal independent public accountants are responsible for auditing those financial statements. The Audit Committee's role is to provide oversight of management in carrying out management's responsibility and to appoint, compensate, retain, oversee the work of, and evaluate the principal independent public accountants. The Audit Committee is not providing any expert or special assurance as to Halliburton's financial statements or any professional certification as to the principal independent public accountants' work.

In fulfilling our oversight role for the year ended December 31, 2021, we:

- reviewed and discussed Halliburton's audited financial statements with management;
- discussed with KPMG LLP, Halliburton's principal independent public accountants, the matters required by Auditing Standard 1301 relating to the conduct of the audit;
- received from KPMG the written disclosures and the letter required by the Public Company Accounting Oversight Board regarding KPMG's independence;
- evaluated KPMG's service quality; and
- discussed with KPMG its independence and reviewed other matters required to be considered under Securities and Exchange Commission rules regarding KPMG's independence.

Based on the foregoing, we recommended to the Board that the audited financial statements be included in Halliburton's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

M. Katherine Banks
Alan M. Bennett
Murry S. Gerber
Bhavesh V. Patel

Fees Paid to KPMG LLP

During 2020 and 2021, we incurred the following fees for services performed by KPMG LLP.

	2020 (In millions)	2021 (In millions)
Audit fees	$ 10.7	$ 9.3
Audit-related fees	0.2	0.5
Tax fees	0.6	0.6
All other fees	—	0.4
TOTAL	**$ 11.5**	**$ 10.8**

Audit Fees

Audit fees represent the aggregate fees for professional services rendered by KPMG for the integrated audit of our annual financial statements for the fiscal years ended December 31, 2020, and December 31, 2021. Audit fees also include the audits of many of our subsidiaries in regards to compliance with statutory requirements in foreign countries and reviews of our financial statements included in the Forms 10-Q we filed during fiscal years 2020 and 2021.

Audit-Related Fees

Audit-related fees were incurred for assurance and related services that are traditionally performed by the independent public accountants. These services primarily include attestation engagements required by contractual or regulatory provisions.

Tax Fees

The aggregate fees for tax services primarily consisted of international tax compliance and tax return services related to our expatriate employees. In 2020, tax compliance and preparation fees total $0.2 million and tax advisory fees total $0.4 million, and in 2021, tax compliance and preparation fees total $0.2 million and tax advisory fees total $0.4 million.

All Other Fees

All other fees are comprised of professional services rendered by KPMG related to nonrecurring miscellaneous services.

Fee Approval Policies and Procedures

The Audit Committee has established a written policy that requires the approval by the Audit Committee of all services provided by KPMG as the principal independent public accountants that examine our financial statements and books and records and of all audit services provided by other independent public accountants. Prior to engaging KPMG for the annual audit, the Audit Committee reviews a Principal Independent Public Accountants Auditor Services Plan. KPMG then performs services throughout the year as approved by the Committee. KPMG reviews with the Committee, at least quarterly, a projection of KPMG's fees for the year. Periodically, the Audit Committee approves revisions to the plan if the Committee determines changes are warranted. Our Audit Committee also considered whether KPMG's provision of tax services as reported above were compatible with maintaining KPMG's independence as our principal independent public accountants. All of the fees described above for services provided by KPMG were approved in accordance with the policy.

Proposal No. 3 Advisory Approval of Executive Compensation

Pursuant to Section 14A of the Securities Exchange Act of 1934, our shareholders are being presented with the opportunity to vote to approve, on an advisory basis, the compensation of our Named Executive Officers (NEOs) as disclosed in this proxy statement. As reaffirmed by our shareholders at the 2017 Annual Meeting of Shareholders, consistent with our Board's recommendation, we are submitting this proposal for a non-binding vote on an annual basis.

As described in detail under Compensation Discussion and Analysis, our executive compensation program is designed to attract, motivate, and retain our NEOs, who are critical to our success. Under the program, our NEOs are rewarded for the achievement of specific annual, long-term, and strategic goals, corporate goals, and the realization of increased shareholder returns. Please read Compensation Discussion and Analysis for additional details about our executive compensation program, including information about the fiscal year 2021 compensation of our NEOs and our Board's ongoing commitment to ensure that our program aligns with our long-term strategy and shareholder value creation.

The Compensation Committee continually reviews the compensation program for our NEOs to ensure the program achieves the desired goals of aligning our executive compensation structure with our shareholders' interests and current market practices. We believe our executive compensation program achieves the following objectives identified under Compensation Discussion and Analysis:

- Provide a clear and direct relationship between executive pay and our performance on both a short-term and long-term basis;
- Target market competitive pay levels with a comparator peer group;
- Emphasize operating performance drivers;
- Link executive pay to measures that drive shareholder returns;
- Support our business strategies; and
- Maximize the return on our human resource investment.

We are asking our shareholders to indicate their support for our NEOs' compensation as described in this proxy statement and vote "FOR" the following resolution at the Annual Meeting: "RESOLVED, that the compensation paid to Halliburton's Named Executive Officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion, is hereby approved."

Our Board and our Compensation Committee value the opinions of our shareholders. The say-on-pay vote is advisory and, therefore, not binding on us, our Board, or our Compensation Committee. However, the Compensation Committee considers shareholder feedback in its ongoing review of our executive compensation program.

THE BOARD OF DIRECTORS RECOMMENDS A **VOTE FOR** THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

Compensation Committee Report

We have reviewed and discussed the Compensation Discussion and Analysis with Company management and, based on such review and discussion, we recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION COMMITTEE

William E. Albrecht
Milton Carroll
Murry S. Gerber
Patricia Hemingway Hall
Robert A. Malone

Compensation Discussion and Analysis

To Our Valued Shareholders:

April 5, 2022

At Halliburton, we listen and respond. It is the Board's priority to ensure that we hear your concerns, answer your questions, and respond to your feedback on all aspects of our business. This includes our executive compensation program, which has been a key area of focus for the last several years.

Our primary goal as a Compensation Committee is simple: to put forth a strongly supported executive compensation program that aligns the interests of our shareholders and executives and that's well understood. In recent years, the valuable feedback we've received from you, as well as from the proxy advisory firms and independent consultants, has resulted in substantial changes and meaningful progress toward this goal. But after last year's say-on-pay advisory vote result, and what we learned from a year of intense shareholder outreach and engagement efforts (described in detail on page 32), we know we can do better.

> ***"Our executive compensation program has evolved dramatically over the last few years. With your feedback, we have built a solid and responsible compensation platform to support a stable, high-performing executive leadership team committed to creating long-term shareholder value and driving sustainable, safe, and reliable energy solutions through any market conditions."***
>
> **Murry S. Gerber**
> Chair of the Compensation Committee

In 2021, we initiated a heightened, Board-driven shareholder outreach and engagement campaign. Through this intensified effort, we learned that most of our largest shareholders understand the methodology behind our program and strongly support the changes implemented in 2019 and 2020. We welcomed suggestions for increased emphasis on ESG-related metrics and additional progress on our communications. But this two-year transition period still left some with questions and confusion around the shift in our performance award structure and the presentation in the Summary Compensation Table. To help clarify this complicated issue, we spent significant time on this topic in our investor presentation materials and during our face-to-face video conferences, especially since we are faced with this issue for one more year as described in this proxy statement.

This proxy statement has been updated with the aim to clearly and accurately describe our program so that all our investors can cast their say-on-pay advisory votes based on an informed analysis. We also want you to have a complete view of how your feedback has influenced — and driven — the design of our program over the years, including two key changes we've approved for 2022: implementing ESG metrics in our Annual Performance Pay Plan and aligning the timing of restricted stock and performance unit grants for long-term incentives. On pages 33-34, Murry S. Gerber, the Chair of our Compensation Committee, addresses recent questions we've received from our shareholders to provide additional clarity around the rationale for our approach to executive pay. And, on pages 35-36, we offer a closer look at CEO pay and share key content from the investor presentation materials we used during our 2021 engagement campaign to address the complexities in our Summary Compensation Table.

We appreciate the care you will take in reading this year's Compensation Discussion and Analysis (CD&A). We are confident it will demonstrate that our program is designed to align the interests of our executives with our long-term shareholders, is dutifully governed, and well-positioned to continue to attract, engage, and retain the high-caliber leadership talent needed to lead Halliburton through today's demands for energy and well into the future.

Sincerely,

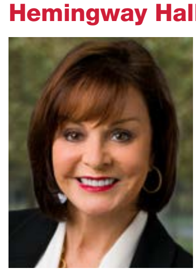
The Compensation Committee of the Board of Directors

William E. Albrecht

Milton Carroll

Murry S. Gerber

Patricia Hemingway Hall



Robert A. Malone

Enhancing Our Shareholder Outreach and Board Activity

Halliburton prioritizes open communications with its shareholders. Our ongoing, open dialogue helps ensure that the Board and management have a regular pulse on investors' views and also provides valuable feedback on how we can continue to improve.

After the 2021 Annual Meeting, the Board recognized the need to take its shareholder engagement activity to a new level. We actively engaged with the majority of Halliburton's shareholders, including many that hadn't been reached in the past. They were invited to join the Chair of the Compensation Committee or our Lead Independent Director, and members of senior management, in face-to-face video conferences. Prior to each conference, we provided materials highlighting the latest information on our executive compensation program; Board oversight and governance; health, safety and the environment; diversity, equity and inclusion; and our approach to energy transition with Halliburton Labs. We also shared these materials with the shareholders that declined our invitation to meet with us. By the end of 2021, we communicated with shareholders collectively representing approximately 60% of our outstanding shares and had video call engagements with shareholders representing about 40% of our shares. These efforts were in addition to the 13 sell-side investor conferences, 3 roadshows, and about 300 investor meetings that are all part of our regular shareholder outreach cadence.

At the same time, the Board initiated an extensive internal review of the executive compensation program, with support from its independent compensation consultant, to determine if further program adjustments were needed. With the significant changes made in 2019 and 2020, along with validation of these changes from wide-ranging shareholder dialogues, the Compensation Committee determined that the overall structure of the redesigned program is sound, responsible, and fairly aligns the interests of both our shareholders and executives. However, there was opportunity for improvements, including aligning the timing of restricted stock and performance unit grants for long-term incentives and adding ESG-related metrics in measuring annual performance, both of which have been implemented for 2022. Moreover, we recognized the need to better describe the key components of our program, the changes we have made, and how these changes are reflected in the Summary Compensation Table.

Below is a summary of what we've heard from shareholders as part of our engagement activities over the last few years, and the actions we've taken regarding NEO compensation, as we considered and addressed the feedback.

Shareholders were seeking:

- Increased emphasis on free cash flow and capital discipline
- Additional long-term performance component directly linked to stock price
- More emphasis on performance-based long-term incentives
- A balance between cash and equity for PUP awards
- Increased emphasis on ESG-related metrics
- Clarity on timing of long-term incentive award grants
- Rationale for long-term incentive awards based on 100% relative performance and allowing for maximum payouts when returns are negative

Plan Design Changes & Other Actions

2019	2020	2022
✓ Eliminated stock grants for internal promotions ✓ Implemented double-trigger vesting provision upon change-of-control ✓ Eliminated executive perquisites including: • Country club membership dues • Financial planning • Executive physicals • Tax gross ups for personal use of corporate aircraft	✓ Eliminated stock options that were previously 15% of long-term incentives and reduced weight of time-based restricted stock from 35% to 30%. Increased weight of performance units from 50% to 70% ✓ Changed performance unit mix from 100% cash to 50% cash and 50% performance shares ✓ Added relative TSR modifier metric for determining long-term performance-based awards ✓ Modified short-term incentive metrics to increase emphasis on free cash flow and capital discipline	✓ Introduced sustainability and Diversity, Equity & Inclusion (DE&I) metrics under the Annual Performance Pay Plan • 20% of total award (weighted equally) ✓ Moved grants of restricted stock from December to January to align with grants of performance units ✓ Added to this CD&A answers to representative shareholder questions from Murry S. Gerber, the Chair of our Compensation Committee, to provide additional clarity around the rationale for our approach to executive pay (see pages 33-34) ✓ Added disclosure to explain increase in CEO Summary Compensation Table compensation resulting from the 2020 changes to our long-term incentive program (see page 36)

Straight from the Boardroom: Talking with Murry S. Gerber

Over the last few years, robust discussions with investors have led to meaningful and well-received changes to our executive compensation program. After the May 2021 say-on-pay advisory vote results, we reinvested in and refreshed our investor outreach efforts. Through direct shareholder engagement, we received excellent questions and feedback about aspects of our program. Below are the answers to representative shareholder questions from Murry S. Gerber, Chair of our Compensation Committee:

Q What steps did you take to enhance your shareholder outreach and engagement efforts?

A During 2021, our Board directed a complete review and renewal of our approach to shareholder outreach and engagement. Our goal was to have substantive discussions with as many of our shareholders as possible, both active and passive, about all aspects of our program, and bring that feedback to our full Board. With a fresh approach and new outside input, we thoroughly reworked our presentation materials to focus on the most pressing shareholder concerns, primarily related to executive compensation and ESG. We also expanded the scope of our one-on-one engagements by adding Bob Malone, our Lead Director, to our outreach team that previously included myself and senior management. To enhance transparency and outreach, we provided our presentation and a commitment to follow up with those shareholders who could not engage directly with us. Several asked for a meeting after reviewing the presentation.

All this effort and these changes resulted in the most expansive shareholder outreach effort in Halliburton's history and gave us a new perspective on important issues for the Board to consider. We will continue this refreshed approach in 2022 and beyond.

Q How is measuring long-term performance using 100% relative Return on Capital Employed (ROCE) — and not a mix of absolute and relative metrics — in the best interests of shareholders?

A At Halliburton, we compete to win. Any company can perform well when markets are favorable, but only the best companies can outperform when market conditions are difficult. Our Board has directed Jeff Miller and his team to execute on strategies that drive superior returns (ROCE) — regardless of market conditions. Simply stated, we expect outperformance from Halliburton in all market scenarios and this expectation drives our thoughtful and disciplined deployment of capital.

Shareholders have historically agreed with this philosophy and supported us in 2015 when we changed long-term incentives from a mix of absolute and relative ROCE metrics to an exclusively relative ROCE metric.

Q Why does your Performance Unit Plan (PUP) allow for maximum pay-outs when returns are negative? Why don't you "cap" pay-outs?

A The Board believes a cap on long-term incentive awards in a highly volatile business like ours is a significant disincentive. Extreme stock price volatility driven by factors beyond management's control is a consistent theme in our industry. We must balance this reality with our goal to keep senior management focused on driving superior performance against our Performance Peer Group, especially through business down cycles, so we remain strongly positioned when the markets rebound.

Q Is it appropriate that the PUP has paid out at maximum?

A Our incentive plans work together to help ensure that our executives' target incentive opportunities are reasonable across economic cycles and that the actual incentive pay-outs deliver appropriate levels of value based on a mix of absolute and relative performance results. That's why when the Board assesses pay, we reflect on the sum of annual and long-term incentives.

Our PUP plan is designed to ensure long-term superior relative ROCE versus a specific energy peer group and the Board expects senior management to maintain those strong relative returns. Recently, our relative ROCE has consistently been in the top quartile of our Performance Peer Group, resulting in strong pay-outs in those PUP cycles. But our Annual Performance Plan is affected by difficult-to-predict market price and demand variations, which can lead to less consistent award pay-outs. Taken together, the sum of pay-outs to management from the incentive plans has provided competitive pay.

Q Why is Mr. Miller's 2020 and 2021 reported pay so much higher than his 2019 reported pay?

A This question has provoked more confusion than we thought it would. I am sorry about that. I assure you the Board's intentions are in alignment with shareholder feedback and the strong support we received for the new design of our program. The confusion comes in two parts:

First, Jeff Miller's pay increased from 2019 due to his promotion to CEO.

Second, in 2020, the Board decided (supported by shareholder feedback) to restructure the PUP to significantly reduce the cash part of any award. The new plan pays awards, if any, using a mix of stock (50%) and cash (50%). The prior plan paid entirely in cash.

This change, which shareholders overwhelmingly supported, created a reporting challenge. Specifically, the proxy statement rules require cash awards to be booked on receipt, while stock awards are booked on grant date. In simple terms, the proxy statement rules require two cycles of PUP compensation to be reported in one year. Starting on page 36 of the Compensation Discussion and Analysis, we present more information about this issue with illustrations of the transition.

The transition ends with this 2022 proxy statement and will not reappear in the 2023 proxy statement.

Q What was your approach to setting performance targets for the 2021 Annual Performance Pay Plan?

A Given the continuing business challenges driven by the COVID-19 pandemic, the Board decided at the outset of 2021 that it would replace the traditional 12-month performance period with two six-month performance periods: January 1, 2021, through June 30, 2021 (1st performance period); and July 1, 2021, through December 31, 2021 (2nd performance period). Given the economic uncertainty, this half-year plan approach provided the Board the agility mid-year to ensure that the performance goals for the 2nd performance period were appropriately rigorous. Specifically, the Board set the 2nd half performance goals higher than both the maximum performance goals and actual results for the 1st performance period. The approach worked because during these uncertain times had the Board set a 12-month performance goal, it would have been lower than what we set for each of the two six-month periods, which were higher goals.

Q How does ESG influence executive compensation decisions?

A The Board expects our senior executives to lead by example and drive results on both our principal financial and strategic objectives. Effective January 1, 2022, the Annual Performance Pay Plan includes ESG-related metrics focused on sustainability and DE&I, two of our main strategic priorities. ESG-related metrics will comprise 20% of the total award (weighted equally), while 80% of the total award will continue to focus on the achievement of NOPAT and Asset Turns performance goals. As part of adding ESG-related metrics, we also listened to shareholder feedback and set objective metrics that are clearly measurable and directly linked to our overall strategy.

2021 CEO Compensation Overview

Target vs. Realized Pay

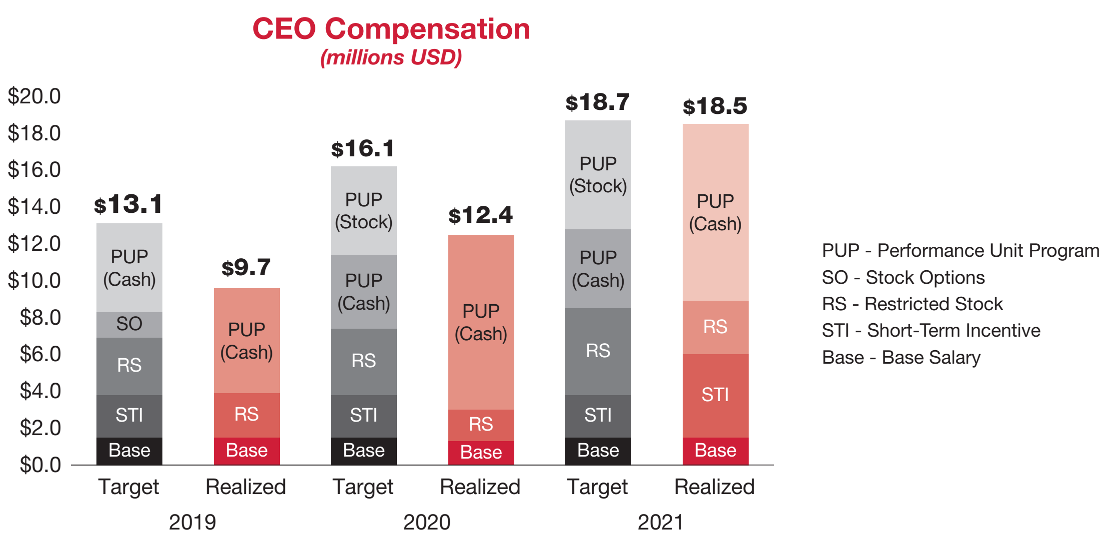
The Compensation Committee looks at CEO compensation through various lenses to ensure that it is setting appropriate and competitive total target compensation opportunities and approving actual compensation outcomes that are aligned with actual performance results and shareholder expectations. This type of analysis is important to study, especially when plan designs are transitioning from one approach to a new approach — like shifting from all cash awards to a mix of cash and equity.

Total target compensation is structured to target market competitive pay levels in base salary and short- and long-term incentive opportunities. An emphasis is placed on variable pay at risk, which enables the compensation structure to position actual pay above or below the 50th percentile of our Comparator Peer Group depending on performance. Total target compensation opportunities are set by the Compensation Committee at the beginning of each performance period and are intended to be forward looking. Since 2018, Mr. Miller's first full year as CEO, his target compensation has increased commensurate with the market and is appropriately aligned with his role and responsibilities as CEO, as well as his individual performance.

Realized pay represents the amount of compensation actually paid during the year, as opposed to amounts that may or may not be paid in the future. Realized pay incorporates the amounts actually received during the year upon the vesting of restricted stock and the exercise of stock options. Evaluating realized pay provides the Compensation Committee with an additional measure to assess the robustness of our pay for performance. Realized pay demonstrates the positive correlation between high cash and equity payouts in years of strong performance and low cash and equity payouts in years of weak performance. In the illustration below, total realized pay consisted of the following:

- base salary paid;
- cash incentive payouts under the Halliburton Annual Performance Pay Plan;
- value realized upon exercise of stock options;
- value of restricted stock vested during the year; and
- incentive payouts under the Performance Unit Program.

From 2019 to 2021, Mr. Miller's realized pay was consistently lower than total target compensation, demonstrating the "at-risk" nature of a substantial portion of his compensation and our program's pay-for-performance design. Our compensation programs are designed to closely align our executives' interests to those of our shareholders and to the long-term performance of the Company. A significant portion of executive pay is delivered in the form of long-term incentives with strong alignment to the stock price returns our shareholders' experience. As shown in the below chart, our CEO's average three-year realized pay has declined by a greater extent than the Company's TSR, demonstrating this alignment and the Compensation Committee's commitment to pay-for-performance.



CEO Realized Compensation vs. 3-year TSR

3 year Total Shareholder Return:	-9.0%	
2019-2021 Average Target Compensation:	$16.0	-15.6% Less
2019-2021 Average Realized Compensation:	$13.5	

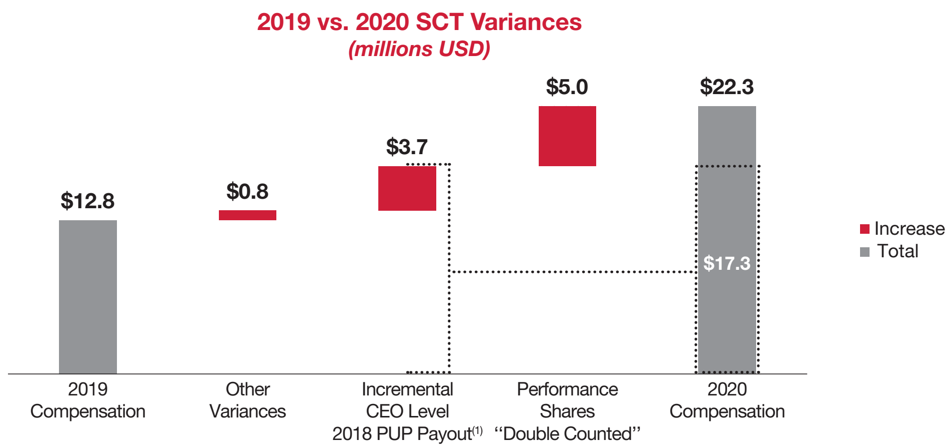
A Closer Look at the Summary Compensation Table

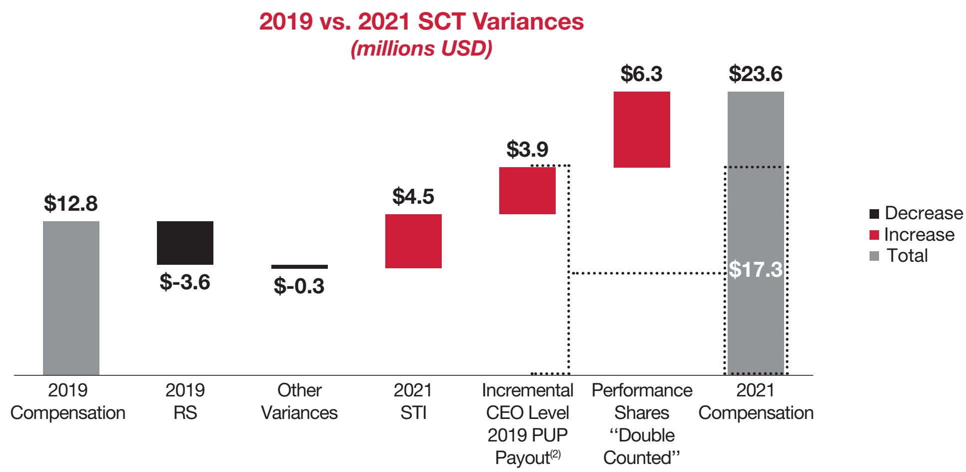
To understand the increase in CEO Summary Compensation Table compensation for 2021, there were two key factors to consider:

- Mr. Miller's promotion to CEO, which increased his target market competitive pay levels, primarily impacting the amount earned under the Performance Unit Program (PUP) in 2020 and 2021 as compared to 2019; and
- Based on shareholder feedback, we fundamentally changed the structure of our long-term incentives. As a result, we are required to report two cycles of the performance awards for 2020 and 2021 in the 2021 and 2022 proxy statements, respectively. Because we are required to show for each year the cash awards actually earned and the performance-based equity awards granted, though not yet earned, the total compensation presented in our Summary Compensation Table appears "inflated" or "double counted" for 2020 and 2021 – when cash awards under our old performance structure were earned and equity awards under our revised structure were granted even though the equity cannot be earned until future years, if at all. Had we maintained our old performance award structure and the PUP continued to be awarded 100% in cash, the awards would be reflected in the Summary Compensation Table only at the time they are earned and this issue would not occur.

As an example, in the 2021 proxy statement the Summary Compensation Table included both the cash earned in 2020 for the 2018 PUP cycle and target level equity granted for the 2020 PUP cycle, resulting in an additional $5M reported in the Stock Awards column of the Summary Compensation Table that remained subject to performance vesting. And in the 2022 proxy statement the Summary Compensation Table includes both the cash earned for the 2019 PUP cycle and target level equity granted for the 2021 PUP cycle, resulting in an additional $6.3M reported in the Stock Awards column of the Summary Compensation Table that remained subject to performance vesting. Following the 2021 plan year and the 2022 proxy statement, this "double counting" issue of the compensation reported in the Summary Compensation Table will no longer occur.

The $17.3M reflected in both tables is aligned with the total compensation for Mr. Miller as determined by the Compensation Committee when setting his compensation.





(1) *Amount reflects the change in the 2018 cycle PUP award payout as compared to the 2017 cycle of the PUP. This increase in target compensation for the 2018 PUP was commensurate with Mr. Miller's promotion from COO to CEO.*

(2) *Amount reflects the change in the 2019 cycle PUP award payout as compared to the 2017 cycle of the PUP. This increase in target compensation for the 2019 PUP was commensurate with Mr. Miller's promotion from COO to CEO.*

Individual Performance Highlights

The following summarizes Mr. Miller's individual performance highlights for 2021:

LEADERSHIP AND VISION

- Led the organization through a transitional year as the industry began an uneven recovery from the global COVID-19 pandemic
- Prioritized stakeholder communication and maintained high visibility with employees, shareholders, and customers
- Facilitated the addition of one new Board member

INTEGRITY

- Stressed and upheld Halliburton's Code of Business Conduct (COBC) as non-negotiable at all levels throughout the organization
- Continued to prioritize and advocate for the Local Ethics Officer (LEO) program, which continues to be at the cutting edge of compliance initiatives
- Led efforts and underscored the importance of making significant progress on increasing gender and ethnic/racial diversity, inclusion, and respect, all core elements of our COBC and imperative to the culture within Halliburton

KEEPING THE BOARD INFORMED

- Communicated regularly with the Board, providing updates on business issues and providing unfettered access to management and subject matter experts
- Led the Board in sharpening its focus on ESG oversight

PERFORMANCE OF THE BUSINESS

- Consistently strengthened our balance sheet, reducing gross debt by $1.2 billion during the pandemic
- Generated over $1.3 billion of free cash flow in 2021, demonstrating our ability to generate strong free cash flow in different business environments
- Outperformed primary competitors on ROCE
- Maintained unwavering commitment to our Health, Safety and Environment program

DEVELOP AND IMPLEMENT INITIATIVES THAT PROVIDE LONG-TERM ECONOMIC BENEFITS

- Continued Company focus on evolving market trends and advancing digitalization and automation
- Continued to institutionalize Continuous Improvement which drives profitability, capacity, and greater flexibility
- Executed key steps to increase environmental, social, and governance focus

ACCOMPLISHMENT OF STRATEGIC OBJECTIVES

- Deployed key future technologies demonstrating focus on structural capital efficiency
- Delivered the industry's first full electric completion operation providing unprecedented operational control and precision
- Advanced a sustainable energy future through published science-based emission reduction targets; the addition of eleven new companies to Halliburton Labs which are focused on energy generation, storage, conservation, and industrial decarbonization; and Halliburton's being named to the Dow Jones Sustainability Index highlighting the top 10% most sustainable companies in each industry

DEVELOPMENT OF MANAGEMENT

- Increased management exposure to the Board via spotlight presentations, continued commitment to our robust succession management process, and remained focused on talent development with an emphasis on diversity, equity, inclusion, and respect initiatives

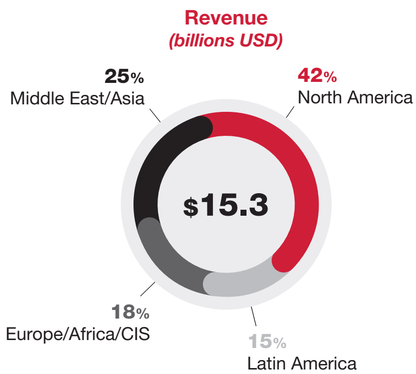
2021 Performance Overview

Business Highlights

Our employees delivered solid execution across every part of our business in 2021 – safety, service quality, and financial results. Despite the challenges of working during a pandemic and global energy demand complexity, they again outperformed and delivered what the world needs – affordable and reliable energy provided by oil and gas – in a safe, efficient, and ethical manner – while minimizing our environmental impact. Here are the highlights for 2021:

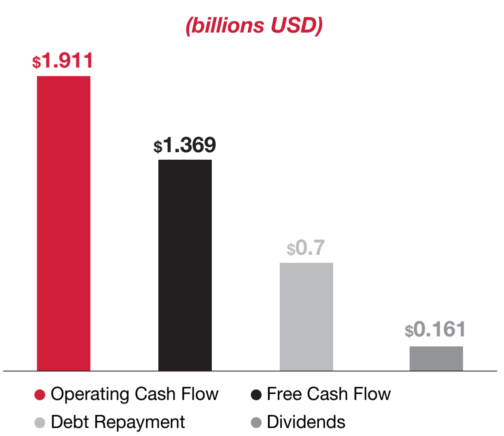
- **Financial:** Internationally we delivered profitable growth with revenue and operating income increasing every quarter in 2021. In North America, strong operating leverage allowed us to maximize the value of our business as U.S. land activity rebounded. Overall, our Completion and Production and Drilling and Evaluation operating segments finished the year with 15% and 12% operating margins, respectively, and generated strong cash flows from operations.
- **Digital:** Our accelerated deployment and integration of digitally enabled technologies created technical differentiation in the market and contributed to our higher margins.
- **Capital efficiency:** We advanced technologies and made strategic choices that kept our capital expenditures to 5.2% of revenue, which is in the range of our 5-6% of revenue target.
- **Sustainable energy:** We announced our science-based emission reduction targets, added eleven new participating companies to Halliburton Labs, our clean energy accelerator, and were named to the Dow Jones Sustainability Index North America for Energy Equipment and Services, which highlights the top 10% most sustainable North America companies in identified industries as determined by S&P Global through their Corporate Sustainability Assessment.

Geographic Revenue Diversity



In 2021, Halliburton earned the majority of our revenue internationally. We reset our earnings power and improved margins in several key end markets.

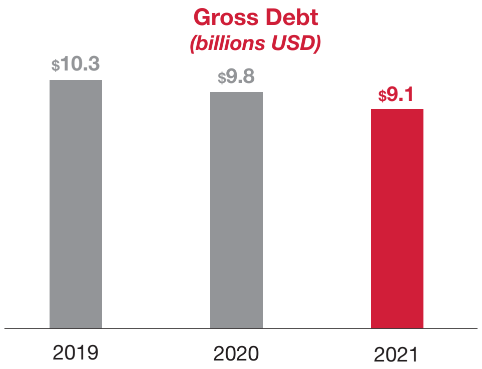
Cash Flow Execution



During 2021, we generated $1.9 billion of operating cash flow and had $799 million of capital expenditures and $257 million of proceeds from sales of property, plant, and equipment, resulting in over $1.3 billion of free cash flow. This demonstrates our ability to generate strong free cash flow in different business environments. We additionally returned $161 million to shareholders through dividends and repaid $700 million of debt.

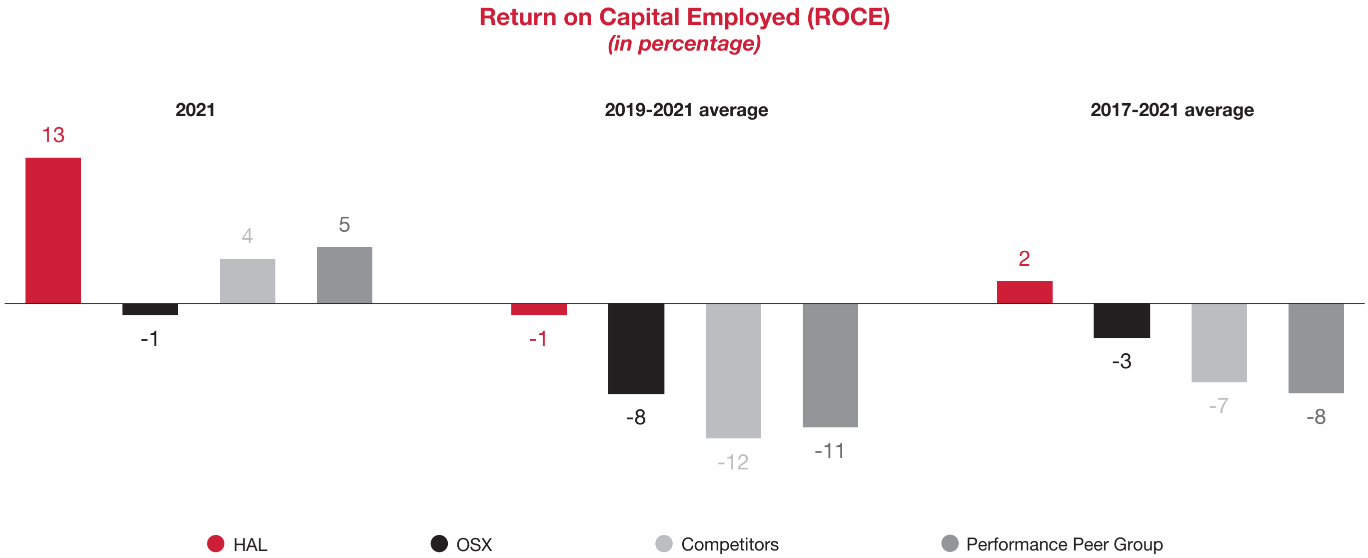
** Management believes that free cash flow, defined as "operating cash flow" less "capital expenditures" plus "proceeds from sale of property, plant, and equipment" is an important liquidity measure that is useful to investors and management for assessing the business's ability to generate cash.*

Debt Reduction Progress



Halliburton has strengthened our balance sheet, reducing gross debt by $1.2 billion during the pandemic, with another $600 million reduction in the first quarter of 2022.

We delivered superior ROCE performance over the one-, three-, and five-year periods ending December 31, 2021, relative to the Oilfield Services Index (OSX), our two largest competitors, and our Performance Peer Group. The details are depicted in the chart below:



The Foundation of Our Executive Compensation Program

2021 Named Executive Officers

Name	Age	Occupation
Jeffrey A. Miller	58	Chairman, President and Chief Executive Officer
Lance Loeffler	45	Executive Vice President and Chief Financial Officer
Eric J. Carre	56	Executive Vice President – Global Business Lines
Joe D. Rainey	65	President – Eastern Hemisphere
Mark J. Richard	60	President – Western Hemisphere

Our Executive Compensation Program Objectives

Our executive compensation program is designed to achieve the following objectives:

- Provide a clear and direct relationship between executive pay and our performance on both a short-term and long-term basis;
- Target market competitive pay levels with a comparator peer group;
- Emphasize operating performance drivers;
- Link executive pay to measures that drive shareholder returns;
- Support our business strategies; and
- Maximize the return on our human resource investment.

Good Compensation Governance Practices At-A-Glance

What We Do	What We Don't Do
Use mix of relative and absolute financial metrics	No repricing of underwater stock options
The majority of total direct compensation opportunity is performance-based, at-risk, and long-term	No excessive perquisites
Deliver rewards that are based on the achievement of long-term objectives and the creation of shareholder value	No guaranteed bonuses or uncapped incentives
Maintain a clawback policy in the event of a material financial restatement or fraud	No single trigger vesting upon a change of control (applicable to awards to NEOs for 2019 forward)
Maintain robust executive and Director stock ownership requirements	No excise tax gross-ups
Use an independent, external compensation consultant	No hedging or pledging of company securities by executives and Directors
Benchmark against a relevant group of peer companies	No buyout or exchange of underwater options
Rigorous oversight of incentive metrics, goals, and pay-for-performance relationship	No special or one-time stock grants for internal promotions
Hold an annual say-on-pay vote	No liberal share counting or recycling

Elements of our Executive Compensation Program for 2021

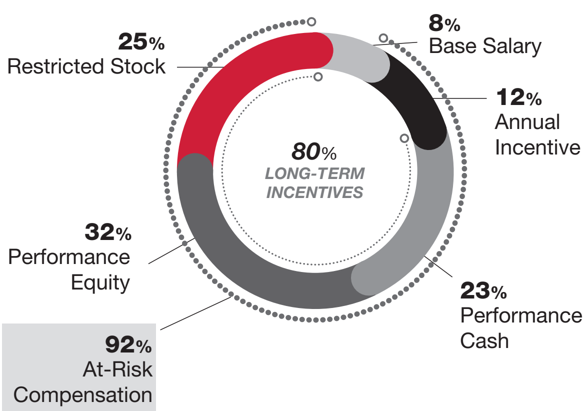
Halliburton's executive compensation program for the 2021 plan year was composed of base salary, a short-term incentive, and long-term incentives as described below:

	Reward Element	Objective	Key Features	How Award Value is Determined	2021 Decisions
FIXED	**Base Salary**	Compensates executives based on their responsibilities, experience, and skillset.	Fixed element of compensation paid in cash.	Benchmarked against a group of comparably sized corporations and industry peers.	Effective January 1, 2021, base salaries were reinstated to pre-reduction January 1, 2020, levels.
AT RISK	**Short-Term (Annual) Incentive**	To motivate and incentivize performance over a one-year period.	Award value and measures are reviewed annually. Targets are set at the beginning of the period.	Performance measured against: • 75% NOPAT • 25% Asset Turns	Award values were targeted at the market median for 2021. Additionally, split year performance goals consisting of two six-month performance periods were established to address the challenge with setting full year performance goals in an uncertain market environment.
AT RISK	**Long-Term Incentives**	To motivate and incentivize sustained performance over the long-term. Aligns interests of our NEOs with long-term shareholders.	Value is delivered: • 70% performance units measured over three years (1/2 in stock; 1/2 in cash) with relative TSR modifier • 30% restricted stock	The 2021 performance units measured against ROCE performance relative to performance peers and includes a relative TSR modifier. Restricted stock grants have time-based vesting and value is driven by our share price.	Award values were targeted at the market median for 2021.

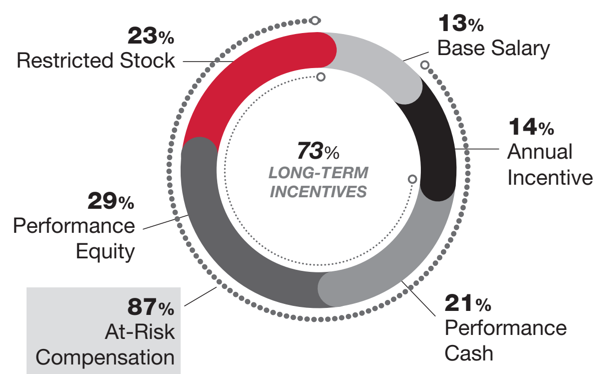
Compensation Mix

As illustrated below, the majority of our CEO's and NEOs' total direct compensation opportunity is performance-based, at-risk, and long-term. The graphs depict the mix of total target direct compensation set for our CEO and NEOs for the 2021 plan year. As part of its process, the Compensation Committee makes decisions about target long-term incentive award opportunities for the following year during its regular December meeting. For the 2021 plan year, the Compensation Committee approved restricted stock grants in December 2020.

2021 CEO Compensation Mix



2021 Other NEO Compensation Mix



Setting Executive Compensation

Role of the Compensation Committee

The Compensation Committee oversees the executive compensation program and has overall responsibility for making final decisions about total compensation for all of the NEOs, except for the CEO, which is set by the entire Board of Directors. As part of its annual process, the Compensation Committee works closely with senior management (as appropriate) and the Compensation Committee's independent compensation consultant. This process ensures consistency from year to year and adherence to the responsibilities listed in the Committee's Charter, which is available on our website.

The CEO does not provide recommendations concerning his own compensation, nor is he present when his compensation is discussed by the Compensation Committee. The Compensation Committee, with input from its independent compensation consultant, discusses the elements of his compensation in executive session and makes a recommendation to all the non-management Directors for discussion and final approval. At the Compensation Committee's request, a member of management attends the executive session to answer questions.

The CEO, with input from the Compensation Committee's independent compensation consultant, assists the Compensation Committee in setting compensation for the other NEOs.

Use of Independent Consultants and Advisors

The Compensation Committee engaged Pearl Meyer as its independent compensation consultant during 2021. Pearl Meyer does not provide any other services to us. The primary responsibilities of the independent compensation consultant are to:

- Provide independent and objective market data;
- Conduct compensation analysis;
- Recommend potential changes to the Comparator Peer Group and performance peer group;
- Recommend plan design changes;
- Advise on risks associated with compensation plans; and
- Review and advise on pay programs and pay levels.

These services are provided as requested by the Compensation Committee throughout the year. Based on their review of our executive compensation program, Pearl Meyer concluded that our compensation plans do not appear to present any material risks to the Company or its shareholders in the design, metrics, interaction between, or administration of the incentive plans.

Comparator and Performance Peer Companies

The Compensation Committee uses various market data to examine and set target compensation opportunities for the NEOs, as well as determine actual award payouts, to ensure that it provides competitive compensation opportunities and approves actual compensation outcomes that are aligned with shareholder expectations. The following provides context for the different peer groups used to support the Compensation Committee's process:

- Comparator Peer Group — used to determine market levels of total compensation for the 2021 plan year.
- Performance Peer Group — used to assess relative ROCE performance over a three-year performance period for determining Performance Unit Program (PUP) payouts.
- Oilfield Services Index (OSX) — used to assess relative TSR performance and adds a long-term performance component to the PUP directly linked to stock price (modifier imposes an award penalty for bottom quartile performance and provides an incentive for top quartile performance).

2021 Comparator Peer Group

The Compensation Committee regularly assesses the market competitiveness of the Company's executive compensation program based on data from a comparator peer group. The companies comprising the Comparator Peer Group are selected based on the following considerations:

- Market capitalization;
- Revenue and number of employees;
- Global impact and reach; and
- Industry affiliation.

Industry affiliation includes companies that are involved in the oil and natural gas and energy services industries. With data provided by the independent compensation consultant, the Compensation Committee reviews the Comparator Peer Group annually to ensure relevance.

Given the market uncertainty and business disruptions during 2020, the Compensation Committee determined, with input from its independent compensation consultant, that annual benchmarking data would be insufficient for annual compensation decisions. The Compensation Committee used data from the 2020 Comparator Peer Group of the following peer companies within the energy industry and selected companies representing general industry to determine market levels of total compensation for the 2021 plan year:

3M Company	Hess Corporation
Anadarko Petroleum Corporation	Honeywell International Inc.
Apache Corporation	Johnson Controls International plc
Baker Hughes	National Oilwell Varco, Inc.
Caterpillar Inc.	Occidental Petroleum Corporation
ConocoPhillips	Raytheon Company
Deere and Company	Schlumberger Limited
Emerson Electric Co.	Transocean Ltd.
Fluor Corporation	Weatherford International plc

Because of variances in market capitalization and revenue size among the companies comprising our Comparator Peer Group, the market data is size adjusted by revenue as necessary so that it is comparable with our trailing 12 months revenue. These adjusted values are used to compare our executives' compensation to those of the Comparator Peer Group.

Total compensation for each NEO is structured to target market competitive pay levels in base salary and short- and long-term incentive opportunities. We also place an emphasis on variable pay at risk, which enables this compensation structure to position actual pay above or below the 50th percentile of our Comparator Peer Group depending on performance.

A consistent pre-tax, present value methodology is used in assessing stock-based and other long-term incentive awards.

The independent compensation consultant gathers and performs an analysis of market data for each NEO, comparing each of their individual components of compensation and total compensation to that of the Comparator Peer Group. This competitive analysis consists of comparing the market data of each of the pay elements and total compensation at the 25th, 50th, and 75th percentiles of the Comparator Peer Group to current compensation for each NEO.

When determining target total compensation for the CEO, the Compensation Committee takes into consideration competitive market pay levels for the CEOs in the Comparator Peer Group. The Compensation Committee also considers the CEO's performance and accomplishments in the areas of business development and expansion, management succession, development and retention of management, ethical leadership, and the achievement of financial and operational objectives. Each year, our CEO and the members of the Board agree upon a set of objectives addressing the following areas:

- Leadership and vision;
- Integrity;
- Keeping the Board informed on matters affecting Halliburton;
- Performance of the business;

- Development and implementation of initiatives that provide long-term economic benefits;
- Accomplishment of strategic objectives; and
- Development of management.

See Individual Performance Highlights for the objectives set for Mr. Miller and his performance against those objectives.

Other NEO compensation is determined similarly by evaluating each NEO's performance and considering the market competitive pay levels of the Comparator Peer Group for the NEO's position. The Compensation Committee also considers the importance of keeping our management team focused and stable, especially given that other oilfield services companies have aggressively recruited our NEOs and other executives in the past. In fact, over thirty of our former executives have departed to become CEOs and/or senior executives of other oilfield services companies.

2021 Performance Peer Group

For determining PUP award payouts, the Compensation Committee measures ROCE on a relative basis over three years to the results of a performance peer group it selects. The Performance Peer Group used for the PUP is comprised of oilfield equipment and services companies and domestic and international exploration and production companies. This peer group is used for the PUP because these companies represent the timing, cyclicality, and volatility of the oil and natural gas industry and provide an appropriate industry group for measuring our relative performance.

For the 2021 cycle, the Compensation Committee set the performance measures on a 100% relative ROCE basis with relative performance to be measured as of the three-year period ending December 31, 2023.

The Performance Peer Group used for the 2021 PUP consists of the following companies:

Apache Corporation	Nabors Industries Ltd.
Baker Hughes	National Oilwell Varco, Inc.
Chesapeake Energy Corporation	Schlumberger Limited
Devon Energy Corporation	TechnipFMC
Hess Corporation	Transocean Ltd.
Marathon Oil Corporation	Weatherford International plc
Murphy Oil Corporation	The Williams Companies, Inc.

OSX

In addition to relative ROCE, the PUP also uses a relative TSR modifier that compares three-year performance against the OSX and can increase or decrease the incentive opportunity payout by 25%. The OSX is comprised of companies that are engaged in the same industry as we are. These are also the same companies with whom we compete for investors' dollars.

2021 Executive Compensation Outcomes in Detail

Base Salary

The Compensation Committee generally targets base salaries at the median of the Comparator Peer Group. The Compensation Committee also considers the following factors when setting base salary:

- Level of responsibility;
- Experience in current role and equitable compensation relationships among internal peers;
- Performance and leadership; and
- External factors involving competitive positioning, general economic conditions, and marketplace compensation trends.

No specific formula is applied to determine the weight of each factor.

Salary reviews are conducted annually to evaluate each executive. Individual salaries are not necessarily adjusted each year.

In response to the substantial decline in global demand for oil caused by the COVID-19 pandemic, as well as the impact of the pandemic on the broader economic environment and our business, Mr. Miller and the other NEOs voluntarily reduced their base salaries by 20% and 10%, respectively, effective May 1, 2020.

At its regular December 2020 meeting, the Compensation Committee determined that base salaries for our NEOs would be reinstated to their pre-reduction January 1, 2020, levels on January 1, 2021.

Short-Term (Annual) Incentive

The Annual Performance Pay Plan is designed to provide executives and other key members of management the opportunity to earn an annual cash bonus based on the annual performance of the Company. The Annual Performance Pay Plan places a significant percentage of each NEO's annual cash compensation at risk and aligns the interests of executives and shareholders. It is administered in accordance with the terms of the Stock and Incentive Plan.

Impact of the Macroeconomic Environment and COVID-19 on Our Approach to Annual Incentives

Given the market uncertainty and continuing business challenges driven by the COVID-19 pandemic, the Compensation Committee decided at the onset of 2021 that it would replace its traditional 12-month performance period with two, six-month performance periods that would run from January 1, 2021, through June 30, 2021 (1^{st} performance period), and July 1, 2021, through December 31, 2021 (2^{nd} performance period). Given the economic uncertainty, this split plan-year approach provided the Committee the agility mid-year to ensure that the performance goals for the 2^{nd} performance period were appropriately rigorous. This resulted in more challenging performance goals for the 2^{nd} half of the year than for the 1^{st} half of the year. Specifically, the threshold performance goals for the 2^{nd} performance period the Committee set were higher than both the maximum performance goals and actual results for the 1^{st} performance period. The aggregate performance goals would have been lower if established for a 12-month performance period.

2021 Target Award Opportunities

Individual incentive award opportunities are established as a percentage of base salary at the beginning of the plan year based on market competitive targets. The maximum award a NEO can receive is limited to two times the target opportunity level. The level of achievement of annual performance determines the dollar amount of incentive compensation payable to participants following completion of the plan year. The Compensation Committee set incentive award opportunities under the plan for 2021 as follows:

NEO	Threshold	Target	Maximum
Mr. Miller	60%	150%	300%
Mr. Loeffler	40%	100%	200%
Mr. Carre	40%	100%	200%
Mr. Rainey	44%	110%	220%
Mr. Richard	44%	110%	220%

Threshold, Target, and Maximum opportunity dollar amounts can be found in the Grants of Plan-Based Awards in Fiscal 2021 table.

2021 Financial Performance Metrics and Results

For 2021, as discussed above, performance under the Annual Performance Pay Plan was based on the achievement of pre-established performance metrics: Net Operating Profit After-Taxes (NOPAT) and Asset Turns. The Compensation Committee selected these metrics because they are key financial measures upon which we set our performance expectations for the year and place an increased emphasis on free cash flow and capital discipline.

NOPAT = Net Operating Profit After Taxes

	OPERATING INCOME
+	Interest Income
+	Foreign Currency Gains (Losses)
+	Other Nonoperating Income (Expense), Net
=	**NET OPERATING PROFIT**
−	Income Taxes
=	**NET OPERATING PROFIT AFTER TAXES**

ASSET TURNS = Revenue/Net Invested Capital

	Average Net Assets(1)
−	Average Net Liabilities(2)
=	**NET INVESTED CAPITAL**

(1) Average Net Assets excludes cash and marketable investments, and current and non-current deferred income tax assets.

(2) Average Net Liabilities excludes current and long-term debt, which includes finance lease liabilities, and non-current deferred income tax liability.

Adjustments in the calculation of NOPAT and Asset Turns may, at times, be approved by the Compensation Committee and can include the treatment of unusual items that may have impacted our actual results.

At the beginning of each plan year, the Compensation Committee approves an incentive award schedule that equates levels of performance with cash reward opportunities. The performance goals range from “Threshold” to “Target” to “Maximum”. Threshold reflects the minimum performance level which must be achieved for an award to be earned and Maximum reflects the maximum awards that can be earned.

Traditionally, the performance goals are based on our annual operating plan, as reviewed and approved by our Board, and are set at levels to meet or exceed shareholder expectations of our performance, as well as expectations of the relative performance to our competitors. Given the cyclical nature of our business, our performance goals vary from year to year, which can similarly impact the difficulty in achieving the goals. The Compensation Committee may also consider other business performance factors that are important to our investors, including health, safety, environment, and service quality, in determining the final payout amounts under the Annual Performance Pay Plan.

For both performance periods, the Compensation Committee set performance goals for our NEOs based on Company-wide consolidated NOPAT results. Threshold NOPAT was based on 90% of planned Operating Income, Target NOPAT on 100% of planned Operating Income, and Maximum NOPAT on 110% of planned Operating Income. Threshold Asset Turns was based on 98% of planned Revenues, Target Asset Turns on 100% of planned Revenues, and Maximum Asset Turns on 102% of planned Revenues. Net Invested Capital was based on 100% of our operating plan in all performance range scenarios.

The Compensation Committee set the 2021 award levels, targeted to the market median, for our NEOs based on the Company-wide consolidated NOPAT and Asset Turns results.

The performance goals for both performance periods are noted in the table below:

Performance Period	Metrics	Weighting	Performance Range Threshold	Target	Maximum	Actual
January 1, 2021, through June 30, 2021 (1st performance period)	NOPAT Asset Turns	75% 25%	\$448 M 0.647	\$501 M 0.660	\$554 M 0.673	\$609 M 0.686
July 1, 2021, through December 31, 2021 (2nd performance period)	NOPAT Asset Turns	75% 25%	\$662 M 0.731	\$739 M 0.746	\$817 M 0.761	\$1,444 M 0.789

Because actual 2021 Asset Turns and NOPAT results for both of the 1st and 2nd performance periods exceeded the maximum performance goals, our NEOs received an overall payout of 200% of target for the Annual Performance Pay Plan. As evidence of the Compensation Committee's commitment to setting robust targets, over the past ten years, the Annual Performance Pay Plan achieved Maximum performance levels four times, Target performance levels two times, and fell short of the Threshold performance level four times, resulting in no payout.

Long-Term Incentives

The Stock and Incentive Plan is designed to reward consistent achievement of value creation and operating performance goals, align management with shareholder interests, and encourage long-term perspective and commitment. Long-term incentives represent the largest component of total executive compensation opportunity.

Using a mix of incentive vehicles allows us to provide a diversified yet balanced long-term incentive program that effectively addresses volatility in our industry and in the stock market, in addition to maintaining an incentive to meet performance goals. For the 2021 plan year, the Compensation Committee used the following combination of equity vehicles for long-term incentive grants:

Vehicle	Weighting	Purpose
Performance Units	70% of Award	Rewards achievement of specific financial goals measured over a three-year performance period
Restricted Stock(1)	30% of Award	Supports leadership retention/stability objectives; five-year vesting period

(1) Restricted stock grants are generally subject to a graded vesting schedule of 20% per year over five years. However, different vesting schedules may be utilized at the discretion of the Compensation Committee. Shares of restricted stock receive dividend or dividend equivalent payments.

Individual Incentive Opportunities

In determining the size of long-term incentive awards, the Compensation Committee first considers market data for comparable positions and then may adjust the awards upwards or downwards based on the Compensation Committee's review of internal equity. This can result in positions of similar magnitude and pay receiving awards of varying size. Awards are targeted to the market median.

As part of its process, the Compensation Committee makes decisions about target long-term incentive award opportunities for the following year during its regular December meeting. For the 2021 plan year, the Compensation Committee approved restricted stock grants in December 2020.

Individual incentive opportunities are established based on market references and the NEO's role within the organization. In the Grants of Plan-Based Awards in Fiscal 2021 table, the Threshold, Target, and Maximum columns under the heading Estimated Future Payouts Under Non-Equity Incentive Plan Awards indicate the potential cash payout for each NEO under the Performance Unit Program (PUP) for the 2021 cycle and the Threshold, Target, and Maximum columns under the heading Estimated Future Payouts Under Equity Incentive Plan Awards indicate the Target potential shares that can be earned by each NEO under the PUP for the 2021 cycle. The potential payouts are performance driven and completely at risk. Actual payouts and shares vesting, if any, will not be determined until the three-year cycle closes on December 31, 2023.

A Closer Look at the Performance Unit Program

The PUP provides NEOs and other selected executives with incentive opportunities based on our consolidated ROCE during a three-year performance period. This program reinforces our objectives for sustained long-term performance and value creation. It also reinforces strategic planning processes and balances short- and long-term decision making.

The program measures ROCE on a relative basis to the results of a performance peer group over three years. The Performance Peer Group used for the PUP is comprised of oilfield equipment and services companies and domestic and international exploration and production companies. This peer group is used for the PUP because these companies represent the timing, cyclicality, and volatility of the oil and natural gas industry and provide an appropriate industry group for measuring our relative performance. The 2021 Performance Peer Group is listed on page 44 of this CD&A.

The three-year performance period aligns this measurement with our and our Performance Peer Group's business cycles. ROCE indicates the efficiency and profitability of our capital investments and is determined based on the ratio of earnings divided by average capital employed. The calculation is as follows:

$$\text{ROCE} = \frac{\text{Net income} + \text{After-tax interest expense}}{\text{Shareholders' equity (average of beginning and end of period)} + \text{Debt (average of beginning and end of period)}}$$

Why ROCE?

- Highly correlated to stock price performance over the long-term, applying drivers that management can directly influence.
- Aligned with our strategy of delivering industry-leading returns across the business cycle.
- Reinforces the Company's objective for sustained long-term performance and value creation.
- Overwhelmingly supported by our shareholders.
- Eliminates the subjectivity inherent in setting long-term absolute targets in a cyclical industry.
- Provides our management team with clear line of sight to long-term financial results.

Consistent with our executive compensation objectives and strategy to deliver leading returns in our industry, over the past 10 years we delivered superior ROCE performance relative to the Oilfield Services Index (OSX), our two largest competitors, and our Performance Peer Group. We believe that this long-term focus on generating superior returns within our industry also correlates with our industry TSR outperformance over the same period of time.

2021 Cycle PUP

2021 Cycle – Performance Matrix

At the end of the three-year award cycle, the average ROCE of Halliburton and the Performance Peer Group will be calculated, and performance percentiles will be determined. If Halliburton's relative performance ranking is between the 25th and 75th percentiles, the payout will be interpolated accordingly. If Halliburton's relative performance ranking is below the 25th percentile, there will not be a payout.

The PUP also uses a relative TSR modifier that compares three-year performance against the OSX and can increase or decrease the incentive opportunity payout by 25%. The modifier imposes an award penalty for bottom quartile performance and an incentive for top quartile performance as follows:

			Relative TSR Modifier		
			Lower Quartile Performance ≤25th percentile	**2nd/3rd Quartile Performance >25th percentile & <75th percentile**	**Upper Quartile[2] Performance ≥75th percentile**
		Unadjusted Incentive Opportunity[1]		**MULTIPLIER**	
			75%	**100%**	**125%**
HAL ROCE Ranking vs. Performance Peer Group	**Below Threshold** <25th percentile	0%	0% *(0% x 75%)*	0% *(0% x 100%)*	0% *(0% x 125%)*
	Threshold 25th percentile	25%	18.75% *(25% x 75%)*	25% *(25% x 100%)*	31.25% *(25% x 125%)*
	Plan 50th percentile	100%	75% *(100% x 75%)*	100% *(100% x 100%)*	125% *(100% x 125%)*
	Challenge ≥75th percentile	200%	150% *(200% x 75%)*	200% *(200% x 100%)*	250% *(200% x 125%)*

(1) If Halliburton's relative ROCE performance ranking is between the 25th and 75th percentiles, the payout will be interpolated accordingly.

(2) If TSR is in the upper quartile but negative, the TSR Modifier will not apply.

Any awards earned at the end of the 2021 cycle will be issued 50% in stock and 50% in cash.

2019 Cycle PUP

The table below shows the incentive opportunity based on Halliburton's ROCE performance relative to that of our Performance Peer Group for the 2019 cycle of the PUP that ended on December 31, 2021. We achieved ROCE of -1.0% which was above the 75th percentile of our Performance Peer Group's ROCE of -2.9% and yielded an award paid at 200% of the target opportunity level. The 2019 PUP Cycle is the last cycle that will be paid 100% in cash. Future cycles will be awarded 50% in cash and 50% in stock.

2019 Cycle – Performance Matrix

Halliburton Ranking vs. Performance Peer Group	Threshold 25th Percentile	Target 50th Percentile	Maximum 75th Percentile
Incentive Opportunity as a % of Target	25%	100%	200%

The NEOs received payments as set forth in the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table. The program allows for rewards to be paid in cash, stock, or a combination of cash and stock.

Other Executive Benefits and Policies

Retirement and Savings Plan

All NEOs may participate in the Halliburton Retirement and Savings Plan, which is the defined contribution benefit plan available to all eligible U.S. employees. The matching contribution amounts we contributed on behalf of each NEO are included in the Supplemental Table: All Other Compensation.

Supplemental Executive Retirement Plan

The objective of the Supplemental Executive Retirement Plan, or SERP, is to provide a competitive level of pay replacement upon retirement. The current pay replacement target is 75% of base salary at age 65 with 25 years of service, using the highest annual salary during the last three years of employment.

The material factors and guidelines considered in making an allocation include: (i) retirement benefits provided, both qualified and nonqualified; (ii) current compensation; (iii) length of service; and (iv) years of service to normal retirement.

The calculation takes into account the following variables: (i) base salary; (ii) years of service; (iii) age; (iv) employer portion of qualified plan savings; (v) age 65 value of any defined benefit plan; and (vi) existing nonqualified plan balances and any other retirement plans.

Several assumptions are made annually and include a base salary increase percentage, qualified and nonqualified plan contributions and investment earnings, and an annuity rate. These factors are reviewed and approved annually by the Compensation Committee in advance of calculating any awards.

To determine the annual benefit, external actuaries calculate the total lump sum retirement benefit needed at age 65 from all company retirement sources to produce an annual retirement benefit of 75% of the highest annual salary during the last three years of employment. Company retirement sources include any Company contributions to qualified benefit plans and contributions to nonqualified benefit plans. If the combination of these two sources does not yield a total retirement balance that will meet the 75% objective, then contributions may be made annually through the SERP to bring the total benefit up to the targeted level.

To illustrate, assume $10 million is needed at age 65 to produce an annual retirement benefit equal to 75% of base salary. The participant is projected to have $3 million in the qualified benefit plans resulting from Company contributions at retirement and $4 million in the nonqualified retirement plans resulting from Company contributions at retirement. Since the total of these two sources is $7 million, a shortfall of $3 million results. This is the amount needed to achieve the 75% pay replacement objective. This shortfall may be offset through annual contributions to the SERP.

Participation in the SERP is limited to the direct reports of the CEO and other selected executives as recommended by the CEO and approved at the discretion of the Compensation Committee. However, participation one year does not guarantee future participation. In 2021, the Compensation Committee authorized retirement allocations under the SERP to all NEOs as listed in the Supplemental Table: All Other Compensation and the 2021 Nonqualified Deferred Compensation table.

All of the NEOs, except Mr. Loeffler, are fully vested in their respective account balances. Balances for active and terminated participants earn interest at an annual rate of 5% and 10%, respectively.

Elective Deferral Plan

All NEOs may participate in the Halliburton Elective Deferral Plan, which was established to provide highly compensated employees with an opportunity to defer earned base salary and incentive compensation to help meet retirement and other future income needs.

Participants may elect to defer up to 75% of their annual base salary and up to 75% of their incentive compensation into the plan. Deferral elections must be made on an annual basis, including the type and timing of distribution. Plan earnings are based on the NEO's choice of up to 12 investment options with varying degrees of risk, including the risk of loss. Investment options may be changed by the NEO daily.

In 2021, none of our NEOs participated in this plan. Messrs. Rainey and Richard have account balances from participation in the plan in prior years. Messrs. Miller, Loeffler, and Carre are not participants in the plan. Further details can be found in the 2021 Nonqualified Deferred Compensation table.

Benefit Restoration Plan

The Halliburton Company Benefit Restoration Plan provides a vehicle to restore qualified plan benefits which are reduced as a result of limitations on contributions imposed under the Internal Revenue Code (IRC) or due to participation in other plans we sponsor and to defer compensation that would otherwise be treated as excessive remuneration within the meaning of IRC Section 162(m). Awards are made annually to those who meet these criteria and earn interest at an annual rate as defined by the plan document. Awards and corresponding interest balances are 100% vested and distributed upon separation.

In accordance with the plan document, participants earn monthly interest at the 120% AFR rate, provided the interest rate shall be no less than 6% per annum or greater than 10% per annum. Because the 120% AFR rate was below the 6% minimum interest threshold, plan participants earned interest at an annual rate of 6% in 2021.

In 2021, all NEOs received awards under this plan in the amounts included in the Supplemental Table: All Other Compensation and the 2021 Nonqualified Deferred Compensation table.

Perquisites

Effective January 1, 2019, we eliminated several perquisites including tax gross ups for personal use of corporate aircraft, executive physical examinations, and financial planning reimbursements. We also eliminated reimbursements for country club dues for all our NEOs.

We do not provide cars to our NEOs. However, a car and part-time driver is available for Mr. Miller's limited use as needed for security purposes and so that he can work while in transit to meet customers or attend business-related functions.

We provided security at the personal residences of Mr. Miller during 2021.

As a result of the recommendations provided by an independent, third-party security consultant, the Board has determined that Mr. Miller must use company aircraft for all travel. The security study also recommends that his spouse and children use company-provided aircraft.

Mr. Rainey is an expatriate under our long-term expatriate business practice. A differential is commonly paid to expatriates in assignment locations where the cost of goods and services is greater than the cost for the same goods and services in the expatriate's home country. Differentials are determined by AIRINC, a third-party consultant. Mr. Rainey receives certain assignment allowances, including a goods and services differential and host country housing and utilities. He also participates in our tax equalization program, which neutralizes the tax effect of the international assignment and approximates the tax obligation the expatriate would pay in his home country. Mr. Rainey's expatriate benefits package is commensurate with benefits offered to all other Halliburton expatriates.

Specific amounts for the above-mentioned perquisites are detailed for each NEO in the Supplemental Table: All Other Compensation.

Clawback Policy

We have a clawback policy under which we will seek to recoup incentive compensation in all appropriate cases paid to, awarded, or credited for the benefit of any of our executive officers, which includes all NEOs, if and to the extent that:

- The amount of incentive compensation was calculated based on the achievement of financial results that were subsequently reduced due to a restatement of our financial results;
- The officer engaged in fraudulent conduct that caused the need for the restatement; and
- The amount of incentive compensation that would have been paid to, awarded to, or credited for the benefit of the officer, had our financial results been properly reported, would have been lower than the amount actually paid, awarded, or credited.

The policy also provides that we will seek to recoup incentive compensation in all appropriate cases paid to, awarded to, or credited for the benefit of any of our executive officers, which includes all NEOs, and certain other senior officers, if and to the extent that:

- It is determined that, in connection with the performance of that officer's duties, he or she breached his or her fiduciary duty by knowingly or recklessly engaging in a material violation of a U.S. federal or state law, or failed to supervise an employee who substantially participated in such a violation; or
- The officer is named as a defendant in a law enforcement proceeding for having breached his or her fiduciary duty by knowingly or recklessly engaging in a material violation of a U.S. federal or state law, the officer disagrees with the allegations relating to the proceeding, and either (i) we initiate a review and determine that the alleged action is not indemnifiable or (ii) the officer does not prevail at trial, enters into a plea arrangement, agrees to the entry of a final administrative or judicial order imposing sanctions, or otherwise admits to the violation in a legal proceeding.

The disinterested members of the Board and the disinterested members of the Compensation Committee and the Nominating and Corporate Governance Committee may be involved in reviewing, considering, and making determinations regarding the officer's alleged conduct, whether recoupment is appropriate or required, and the type and amount of incentive compensation to be recouped from the officer.

The policy also provides that, to the extent permitted by applicable law and not previously disclosed in a filing with the SEC, we will disclose in our proxy statement the circumstances of any recoupment arising under the policy or that there has not been any recoupment pursuant to the policy for the prior calendar year. There was no recoupment under the policy in 2021.

Stock Ownership Requirements

We have stock ownership requirements for our executive officers, which include all NEOs, to further align their interests with our shareholders.

Our CEO is required to own Halliburton common stock in an amount equal to or in excess of six times his annual base salary. Executive officers that report directly to the CEO are required to own an amount of Halliburton common stock equal to or in excess of three times their annual base salary, and all other executive officers are required to own an amount of Halliburton common stock equal to or in excess of two times their annual base salary. The Compensation Committee reviews their holdings, which include restricted shares and all other Halliburton common stock owned by the officer, at each December meeting. Each executive officer has five years to meet the requirements, measured from the date the officer becomes subject to the ownership level for the applicable office.

After the five-year stock ownership period described above, executive officers who have not met their minimum ownership requirement must retain 100% of the net shares acquired upon restricted stock vesting until they achieve their required ownership level. Also, any stock option exercise must be an exercise and hold.

As of December 31, 2021, all NEOs met the requirements.

Hedging and Pledging Policy

We have a policy under which our Directors and executive officers, which includes all NEOs, and certain senior officers are prohibited from:

- hedging activities related to Halliburton securities; and
- the pledging of Halliburton securities.

The policy defines hedging activities as the use of any financial instrument designed to hedge or offset a change in the market value of any Halliburton security and defines pledging as the use of a Halliburton security or any related derivative security as collateral for any form of indebtedness.

Additionally, the policy:

- discourages all employees and Directors from speculative activities in Halliburton securities and related derivative securities, such as puts or call options;
- applies to all Halliburton securities, including restricted stock, restricted stock units, options, and debt securities, which are issued by any Halliburton entity, and any other security directly or indirectly exercisable for or convertible or exchangeable into any Halliburton security; and
- applies regardless of whether or not the securities were acquired from our equity compensation plans.

Elements of Post-Termination Compensation and Benefits

Termination events that trigger payments and benefits include normal or early retirement, cause, death, disability, and voluntary termination. Post-termination or change-in-control payments may include severance, accelerated vesting of restricted stock and stock options, payments under cash-based short- and long-term incentive plans, share vesting under the long-term incentive plan, payout of nonqualified account balances, and health benefits, among others. The impact of various events on each element of compensation for the NEOs is detailed in the Post-Termination or Change-In-Control Payment table.

Impact of Regulatory Requirements on Compensation

IRC Section 162(m) generally disallows a tax deduction to public companies for compensation paid to the CEO, CFO, or any of the three other most highly compensated officers to the extent the compensation exceeds $1 million in any year. Effective for tax years beginning after December 31, 2017, Section 162(m) has been revised to eliminate the performance-based compensation exception.

Although the tax deductibility of compensation is a consideration evaluated by our Compensation Committee, the Committee believes that the elimination of the deduction on compensation payable in excess of the $1 million limitation for our NEOs is not material relative to the benefit of being able to attract and retain talented management. Accordingly, our Compensation Committee will continue to pay compensation that is not deductible.

Executive Compensation Tables

Summary Compensation Table

The following tables set forth information regarding our CEO, CFO, and our three other most highly compensated executive officers for the fiscal year ended December 31, 2021.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change In Pension Value and NQDC Earnings ($)	All Other Compensation ($)	Total ($)
Jeffrey A. Miller	2021	1,500,000	0	6,300,070	0	14,131,664	242,327	1,417,921	23,591,982
Chairman, President and Chief Executive	2020	1,300,000	0	9,687,697	0	9,456,914	252,566	1,622,208	22,319,385
Officer	2019	1,500,000	0	3,584,073	0	5,730,380	139,300	1,799,861	12,753,614
Lance Loeffler	2021	760,000	0	1,765,560	0	4,398,952	28,146	480,841	7,433,499
Executive Vice President and Chief	2020	709,333	0	2,554,478	0	0	19,725	504,508	3,788,044
Financial Officer	2019	650,000	0	888,858	0	0	4,656	465,091	2,008,605
Eric J. Carre	2021	800,000	0	1,710,830	0	4,417,392	90,828	608,429	7,627,479
Executive Vice President – Global	2020	746,667	0	2,455,778	0	2,534,094	89,513	697,483	6,523,535
Business Lines	2019	800,000	0	848,065	0	2,485,124	45,466	737,503	4,916,158
Joe D. Rainey	2021	910,000	0	2,258,133	0	5,760,776	541,642	2,200,075	11,670,626
President – Eastern Hemisphere	2020	849,333	0	3,256,812	0	3,378,792	490,397	4,868,394	12,843,728
	2019	910,000	0	1,129,322	0	3,307,924	409,467	2,368,494	8,125,207
Mark J. Richard	2021	810,000	0	2,217,592	0	5,540,776	205,693	1,321,497	10,095,558
President – Western Hemisphere	2020	756,000	0	3,226,875	0	2,000,000	123,041	1,337,580	7,443,496
	2019	716,678	0	1,129,322	0	1,656,000	88,574	1,321,431	4,912,005

Note: Some shareholders asked that we show the impact of the change in our performance award structure on the 2021 total compensation reflected above for Mr. Miller. The total compensation amount includes, in the Non-Equity Incentive Plan Compensation column above, $9,631,664, which is a cash award from the 2019 PUP cycle earned in 2021. It also includes in the Stock Awards column $6,300,070 for a performance shares award granted in 2021 (even though the performance shares award has not yet been earned and if earned, will not be determined until the cycle concludes at the end of 2023). If the performance shares award had been made as a cash award under our old performance award structure, the $6,300,070 would not appear in the 2021 compensation table.

Salary. The amounts in the Salary column reflect the salary earned by each NEO.

Stock Awards. The amounts in the Stock Awards column reflect the grant date fair value of the performance shares awarded in 2021. The amount reflects an accounting expense and does not correspond to actual value that may be realized by a NEO in the future. We use a Monte Carlo simulation that uses a probabilistic approach and was performed by an actuary to determine grant date fair value. The NEOs may never realize any value from these performance shares and, to the extent that they do, the amounts realized may have no correlation to the amounts reported above.

Non-Equity Incentive Plan Compensation. The Non-Equity Incentive Plan Compensation column reflects amounts earned in 2021 for the 2021 Halliburton Annual Performance Pay Plan and the 2019 cycle Performance Unit Program.

The 2021 Halliburton Annual Performance Pay Plan amounts paid to each NEO are: $4,500,000 for Mr. Miller; $1,520,000 for Mr. Loeffler; $1,600,000 for Mr. Carre; $2,002,000 for Mr. Rainey; and $1,782,000 for Mr. Richard.

The 2019 cycle Performance Unit Program amounts paid to each NEO are: $9,631,664 for Mr. Miller; $2,878,952 for Mr. Loeffler; $2,817,392 for Mr. Carre; $3,758,776 for Mr. Rainey; and $3,758,776 for Mr. Richard. The amounts paid to the NEOs for the 2019 cycle Performance Unit Program differ from what is shown in the Grants of Plan-Based Awards in Fiscal Year 2021 table under Estimated Future Payments Under Non-Equity Incentive Plan Awards. That table indicates the potential award amounts payable in cash under the 2021 cycle Performance Unit Program, which will close on December 31, 2023.

Change in Pension Value and NQDC Earnings. The amounts in the Change in Pension Value and NQDC Earnings column are attributable to the above-market earnings for various nonqualified plans. The methodology for determining what constitutes above-market earnings is the difference between the interest rate as stated in the applicable nonqualified plan document and the Internal Revenue Service Long-Term 120% AFR rate as of December 31, 2021. The 120% AFR rate used for determining above-market earnings in 2021 was 2.28%.

Supplemental Executive Retirement Plan Above-Market Earnings. The current interest rate for active participant accounts in the Supplemental Executive Retirement Plan is 5% as defined by the plan document. The above-market earnings for active participants equaled 2.72% (5% (plan interest) minus 2.28%) for 2021.

NEOs earned above-market earnings for their balances associated with the plan as follows: $217,130 for Mr. Miller; $25,455 for Mr. Loeffler; $79,267 for Mr. Carre; $215,486 for Mr. Rainey; and $64,860 for Mr. Richard.

Benefit Restoration Plan Above-Market Earnings. In accordance with the plan document, participants earn monthly interest at the 120% AFR rate, provided the interest rate shall be no less than 6% per annum or greater than 10% per annum. Because the 120% AFR rate was below the 6% minimum interest threshold, the above-market earnings associated with this plan were 3.72% (6% (plan interest) minus 2.28%) for 2021.

NEOs earned above-market earnings for their balances associated with the plan as follows: $25,197 for Mr. Miller; $2,691 for Mr. Loeffler; $11,561 for Mr. Carre; $22,360 for Mr. Rainey; and $7,610 for Mr. Richard.

Elective Deferral Plan Above-Market Earnings. The average NEO earnings for the balances associated with the Elective Deferral Plan were 9.60% for 2021. The above-market earnings associated with this plan equaled 7.32% (9.60% minus 2.28%) for 2021.

NEOs earned above-market earnings for balances associated with the plan as follows: $303,796 for Mr. Rainey; and $133,223 for Mr. Richard. Messrs. Miller, Loeffler, and Carre are not participants in and do not have any prior balances in the Elective Deferral Plan.

The amounts shown in this column differ from the amounts shown for the Supplemental Executive Retirement Plan, the Benefit Restoration Plan, and the Elective Deferral Plan in the 2021 Nonqualified Deferred Compensation table under the Aggregate Earnings in Last Fiscal Year column because that table includes all earnings and losses, and the Summary Compensation Table shows above-market earnings only.

All Other Compensation. Detailed information for amounts included in the All Other Compensation column can be found in the Supplemental Table: All Other Compensation.

Supplemental Table: All Other Compensation

The following table details the components of the All Other Compensation column of the Summary Compensation Table for 2021.

Name	Halliburton Foundation ($)	Halliburton Giving Choices ($)	HALPAC ($)	Restricted Stock Dividends ($)	HRSP Employer Match ($)	HRSP Basic ($)	Benefit Restoration Plan ($)	SERP ($)	Expatriate Assignment ($)	All Other ($)	Total ($)
Jeffrey A. Miller	112,500	0	5,000	110,957	13,000	5,800	84,700	1,034,000	0	51,964	1,417,921
Lance Loeffler	24,255	600	5,000	22,098	12,188	5,800	32,900	378,000	0	0	480,841
Eric J. Carre	0	0	0	24,179	13,750	5,800	35,700	529,000	0	0	608,429
Joe D. Rainey	0	0	0	0	13,000	5,800	43,400	0	2,137,875	0	2,200,075
Mark J. Richard	45,000	480	5,000	27,317	14,500	5,800	36,400	1,187,000	0	0	1,321,497

Halliburton Foundation. The Halliburton Foundation allows NEOs and other employees to donate to approved universities, medical hospitals, and primary schools of their choice. In 2021, the Halliburton Foundation matched donations up to $20,000 on a 2.25 for 1 basis. Mr. Miller participated in the Halliburton Foundation's matching program for Directors, which allowed his 2021 contributions up to $50,000 to qualified organizations to be matched on a 2.25 for 1 basis.

Halliburton Giving Choices. The Halliburton Giving Choices Program allows NEOs and other employees to donate to approved not-for-profit charities of their choice. We match donations by contributing ten cents for every dollar contributed by employees. The amounts shown represent the match amounts the program donated to charities on behalf of the NEOs in 2021.

Halliburton Political Action Committee. The Halliburton Political Action Committee, or HALPAC, allows NEOs and other eligible employees to donate to political candidates and participate in the political process. We match the NEOs' and other employees' donations to HALPAC dollar-for-dollar to a 501(c)(3) status nonprofit organization of the contributor's choice. The amounts shown represent the match amounts donated to charities on behalf of the NEOs in 2021.

Restricted Stock Dividends. This is the amount of dividends paid on restricted stock held by NEOs in 2021. Restricted stock units granted to employees do not receive dividend payments. Except where there is a distinction to make between the two types of awards, this proxy statement refers to both restricted stock and restricted stock units as "restricted stock".

Retirement and Savings Plan Employer Match. This is the contribution we made on behalf of each NEO to the Halliburton Retirement and Savings Plan, our defined contribution plan. We match employee contributions up to 5% of each employee's eligible base salary up to the 401(a)(17) compensation limit of $290,000 in 2021.

Retirement and Savings Plan Basic Contribution. This is the contribution we made on behalf of each NEO to the Retirement and Savings Plan. If actively employed on December 31, 2021, or if they meet retirement eligibility requirements of the plan as of their separation date, each employee receives a contribution equal to 2% of their eligible base pay up to the 401(a)(17) compensation limit of $290,000 in 2021.

Benefit Restoration Plan. This is the award earned under the Benefit Restoration Plan in 2021 as discussed in the Benefit Restoration Plan section of Compensation Discussion and Analysis. Associated interest, awards, and beginning and ending balances for the Benefit Restoration Plan are included in the 2021 Nonqualified Deferred Compensation table.

Supplemental Executive Retirement Plan. This is the award approved under the Supplemental Executive Retirement Plan in 2021 as discussed in the Supplemental Executive Retirement Plan section of Compensation Discussion and Analysis. Associated interest, awards, and beginning and ending balances for the Supplemental Executive Retirement Plan are included in the 2021 Nonqualified Deferred Compensation table.

Expatriate Assignment. In 2021, Mr. Rainey received compensation associated with his expatriate assignment similar in type to that received by other expatriates on comparable assignments. He received $78,968 for cost of living adjustment; $91,000 for mobility premium; $1,832,837 for tax equalization; $102,330 for imputed housing allowance; $19,670 for tax preparation; and $13,070 for auto imputed allowance.

All Other.

- *Aircraft Usage.* As a result of the recommendations provided by an independent, third-party security consultant, the Board has determined that Mr. Miller must use company aircraft for all travel. The security study also recommends that his spouse and children use company-provided aircraft. For 2021, the incremental cost to us for this personal use of our aircraft was $41,487 for Mr. Miller. For total compensation purposes in 2021, we valued the incremental cost of the personal use of aircraft using a method that takes into account: landing, parking, hanger, flight planning services, and dead-head costs; crew travel expenses; supplies and catering; aircraft fuel and oil expenses per hour of flight; any customs, foreign permit, and similar fees; and passenger ground transportation. NEOs are not reimbursed for the tax impact of any imputed income resulting from aircraft usage.
- *Home Security.* We provide security for residences based on risk assessments. In 2021, home security costs were $4,224 for Mr. Miller.
- *Car/Driver.* A car and part-time driver is available for Mr. Miller's limited use as needed for security purposes and so that he can work while in transit to meet customers or attend business-related functions. In 2021, the cost to us for personal use was $6,253.

Grants of Plan-Based Awards in Fiscal 2021

The following table represents amounts associated with the 2021 cycle Performance Unit Program and the 2021 Annual Performance Pay Plan.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards				
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**All Other Stock Awards: Number of Shares of Stock or Units (#)**	**Grant Date Fair Value of Stock and Options Awards ($)[4]**
Jeffrey A. Miller		1,076,195	4,304,780	10,761,950[1]					
		900,000	2,250,000	4,500,000[2]					
	1/4/2021				77,700	310,800	777,000[3]		6,300,070
Lance Loeffler		301,768	1,207,070	3,017,675[1]					
		304,000	760,000	1,520,000[2]					
	1/4/2021				21,775	87,100	217,750[3]		1,765,560
Eric J. Carre		292,426	1,169,705	2,924,263[1]					
		320,000	800,000	1,600,000[2]					
	1/4/2021				21,100	84,400	211,000[3]		1,710,830
Joe D. Rainey		385,284	1,541,135	3,852,838[1]					
		400,400	1,001,000	2,002,000[2]					
	1/4/2021				27,850	111,400	278,500[3]		2,258,133
Mark J. Richard		378,845	1,515,380	3,788,450[1]					
		356,400	891,000	1,782,000[2]					
	1/4/2021				27,350	109,400	273,500[3]		2,217,592

(1) Cash opportunity levels under the 2021 cycle of the Performance Unit Program.
(2) Cash opportunity levels under the 2021 Halliburton Annual Performance Pay Plan.
(3) Share opportunity levels under the 2021 cycle of the Performance Unit Program.
(4) This column reflects the grant date fair value at target of the equity based incentive awards under the PUP.

As indicated by footnotes (1) and (3), the cash opportunities for each NEO under the 2021 cycle Performance Unit Program if the Threshold, Target, or Maximum levels are achieved are reflected under Estimated Future Payouts Under Non-Equity Incentive Plan Awards and the share opportunities are reflected under Estimated Future Payouts Under Equity Incentive Plan Awards. The potential payouts are performance driven and completely at risk. For more information on the 2021 cycle Performance Unit Program, refer to Long-term Incentives in Compensation Discussion and Analysis.

As indicated by footnote (2), the opportunities for each NEO under the 2021 Halliburton Annual Performance Pay Plan are also reflected under Estimated Future Payouts Under Non-Equity Incentive Plan Awards. The potential payouts are performance driven and completely at risk. For more information on the 2021 Halliburton Annual Performance Pay Program, refer to Short-term (Annual) Incentive in Compensation Discussion and Analysis.

The performance share grants awarded to the NEOs during 2021 are subject to a three-year performance period. All performance shares are priced at fair market value on the date of grant. Quarterly dividends will not be paid during the performance period but shall be accrued and paid in cash at the time, and to the extent, the underlying shares of Company common stock are delivered.

Outstanding Equity Awards at Fiscal Year End 2021

The following table represents outstanding stock option and restricted stock awards for our NEOs as of December 31, 2021. The market value of shares or units of stock not vested was determined by multiplying the number of unvested restricted shares at year end by the closing price of our common stock on the NYSE of $22.87 on December 31, 2021.

		Option Awards				Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock Not Vested (#)	Market Value of Shares or Units of Stock Not Vested ($)	Equity Incentive Plan Awards: # Unearned Shares Units or Other Rights Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares Units or Other Rights Not Vested ($)
Jeffrey A. Miller[(1)]	12/4/2013	55,700	–	50.62	12/4/2023	–	–	–	–
	12/3/2014	115,100	–	40.75	12/3/2024	–	–	–	–
	12/2/2015	99,200	–	38.95	12/2/2025	–	–	–	–
	12/7/2016	69,500	–	53.54	12/7/2026	–	–	–	–
	6/1/2017	–	–			150,000	3,430,500	–	–
	12/6/2017	128,500	–	43.38	12/6/2027	15,420	352,655	–	–
	12/5/2018	171,200	–	31.44	12/5/2028	39,920	912,970	–	–
	12/4/2019	–	–			100,160	2,290,659	–	–
	1/2/2020	–	–			–	–	194,773	4,454,459
	12/2/2020	–	–			213,120	4,874,054	–	–
	1/4/2021	–	–			–	–	310,800	7,107,996
TOTAL		**639,200**	**–**			**518,620**	**11,860,838**	**505,573**	**11,562,455**
Lance Loeffler[(2)]	1/2/2015	15,594	–	39.49	1/2/2025	–	–	–	–
	1/4/2016	27,912	–	34.48	1/4/2026	–	–	–	–
	1/3/2017	16,678	–	55.68	1/3/2027	1,296	29,640	–	–
	1/2/2018	20,416	–	49.61	1/2/2028	3,064	70,074	–	–
	12/5/2018	51,100	–	31.44	12/5/2028	11,920	272,610	–	–
	12/4/2019	–	–			24,840	568,091	–	–
	1/2/2020	–	–			–	–	48,300	1,104,621
	12/2/2020	–	–			59,760	1,366,711	–	–
	1/4/2021	–	–			–	–	87,100	1,991,977
TOTAL		**131,700**	**–**			**100,880**	**2,307,126**	**135,400**	**3,096,598**

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock Not Vested (#)	Market Value of Shares or Units of Stock Not Vested ($)	Equity Incentive Plan Awards: # Unearned Shares Units or Other Rights Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares Units or Other Rights Not Vested ($)
Eric J. Carre[(3)]	1/2/2014	8,300	–	50.01	1/2/2024	–	–	–	–
	1/2/2015	24,750	–	39.49	1/2/2025	–	–	–	–
	1/4/2016	9,534	–	34.48	1/4/2026	–	–	–	–
	12/7/2016	30,100	–	53.54	12/7/2026	–	–	–	–
	12/6/2017	34,425	–	43.38	12/6/2027	4,140	94,682	–	–
	12/5/2018	50,100	–	31.44	12/5/2028	11,680	267,122	–	–
	12/4/2019	–	–			23,700	542,019	–	–
	1/2/2020	–	–			–	–	46,100	1,054,307
	12/2/2020	–	–			57,840	1,322,801	–	–
	1/4/2021	–	–			–	–	84,400	1,930,228
TOTAL		**157,209**	**–**			**97,360**	**2,226,624**	**130,500**	**2,984,535**
Joe D. Rainey[(4)]	12/5/2012	37,933	–	33.50	12/5/2022	–	–	–	–
	12/4/2013	45,500	–	50.62	12/4/2023	–	–	–	–
	12/3/2014	59,500	–	40.75	12/3/2024	–	–	–	–
	12/2/2015	58,700	–	38.95	12/2/2025	–	–	–	–
	12/7/2016	40,100	–	53.54	12/7/2026	–	–	–	–
	5/17/2017	–	–			54,089	1,237,015	–	–
	12/6/2017	45,900	–	43.38	12/6/2027	5,520	126,242	–	–
	12/5/2018	66,800	–	31.44	12/5/2028	15,560	355,857	–	–
	12/4/2019	–	–			31,560	721,777	–	–
	1/2/2020	–	–			–	–	61,400	1,404,218
	12/2/2020	–	–			76,400	1,747,268	–	–
	1/4/2021	–	–			–	–	111,400	2,547,718
TOTAL		**354,433**	**–**			**183,129**	**4,188,159**	**172,800**	**3,951,936**
Mark J. Richard[(5)]	1/3/2012	6,400	–	34.15	1/3/2022	–	–	–	–
	1/3/2013	13,900	–	36.31	1/3/2023	–	–	–	–
	1/2/2014	7,900	–	50.01	1/2/2024	–	–	–	–
	1/2/2015	14,807	–	39.49	1/2/2025	–	–	–	–
	1/4/2016	28,604	–	34.48	1/4/2026	–	–	–	–
	1/3/2017	17,119	–	55.68	1/3/2027	2,081	47,592	–	–
	1/2/2018	24,019	–	49.61	1/2/2028	5,644	129,078	–	–
	12/20/2018	43,924	–	27.14	12/20/2028	10,316	235,927	–	–
	12/4/2019	–	–			31,560	721,777	–	–
	1/2/2020	–	–			–	–	61,400	1,404,218
	12/2/2020	–	–			75,040	1,716,165	–	–
	1/4/2021	–	–			–	–	109,400	2,501,978
TOTAL		**156,673**	**–**			**124,641**	**2,850,539**	**170,800**	**3,906,196**

(1) Mr. Miller's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule, except for the June 1, 2017, award, which will vest 100% five years from the date of grant.

(2) Mr. Loeffler's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule.

(3) Mr. Carre's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule.

(4) Mr. Rainey's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule, except for the May 17, 2017, award, which will vest 100% five years from the date of grant.

(5) Mr. Richard's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule.

2021 Option Exercises and Stock Vested

The following table represents stock options exercised and restricted shares that vested during fiscal year 2021 for our NEOs.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)**
Jeffrey A. Miller	–	–	130,407	2,890,667
Lance Loeffler	–	–	34,096	735,025
Eric J. Carre	–	–	79,301	1,644,189
Joe D. Rainey	–	–	47,760	1,061,080
Mark J. Richard	–	–	42,683	912,576

The value realized for vested restricted stock awards was determined by multiplying the fair market value of the shares (closing price of our common stock on the NYSE on the vesting date) by the number of shares that vested. Shares vested on various dates throughout the year. The value listed represents the aggregate value of all shares that vested for each NEO in 2021.

2021 Nonqualified Deferred Compensation

The 2021 Nonqualified Deferred Compensation table reflects balances in our nonqualified plans as of January 1, 2021, contributions made by the NEO and us during 2021, earnings (the net of the gains and losses on funds, as applicable), distributions, and the ending balance as of December 31, 2021. The plans are described in Compensation Discussion and Analysis.

Name	**Plan**	**01/01/21 Balance ($)**	**Executive Contributions In Last Fiscal Year ($)**	**Registrant Contributions In Last Fiscal Year ($)**	**Aggregate Earnings In Last Fiscal Year ($)**	**Aggregate Distributions ($)**	**Aggregate Balance At Last Fiscal Year End ($)**
Jeffrey A. Miller	SERP	8,003,214	0	1,034,000	399,603	0	9,436,817
	Benefit Restoration	678,128	0	84,700	40,658	0	803,486
	TOTAL	**8,681,342**	**0**	**1,118,700**	**440,261**	**0**	**10,240,303**
Lance Loeffler	SERP	942,404	0	378,000	46,942	0	1,367,346
	Benefit Restoration	72,656	0	32,900	4,348	0	109,904
	TOTAL	**1,015,060**	**0**	**410,900**	**51,290**	**0**	**1,477,250**
Eric J. Carre	SERP	2,924,086	0	529,000	145,936	0	3,599,022
	Benefit Restoration	311,150	0	35,700	18,655	0	365,505
	TOTAL	**3,235,236**	**0**	**564,700**	**164,591**	**0**	**3,964,527**

Name	Plan	01/01/21 Balance ($)	Executive Contributions In Last Fiscal Year ($)	Registrant Contributions In Last Fiscal Year ($)	Aggregate Earnings In Last Fiscal Year ($)	Aggregate Distributions ($)	Aggregate Balance At Last Fiscal Year End ($)
Joe D. Rainey	SERP	7,938,877	0	0	396,492	0	8,335,369
	Benefit Restoration	601,548	0	43,400	36,075	0	681,023
	Elective Deferral	4,512,346	0	0	406,678	0	4,919,024
	TOTAL	**13,052,771**	**0**	**43,400**	**839,245**	**0**	**13,935,416**
Mark J. Richard	SERP	2,403,596	0	1,187,000	119,663	0	3,710,259
	Benefit Restoration	204,927	0	36,400	12,282	0	253,609
	Elective Deferral	1,461,694	0	0	166,550	240,338	1,387,906
	TOTAL	**4,070,217**	**0**	**1,223,400**	**298,495**	**240,338**	**5,351,774**

Employment Contracts and Change-in-Control Arrangements

Employment Contracts

All of our NEOs have employment agreements with us that contain substantial non-compete and non-solicitation provisions post separation.

The employment agreements provide that if the agreement is terminated by the employee for good reason or by death, disability, or retirement or his employment is terminated by the Company for any reason other than cause or a fiduciary violation, all restrictions on restricted stock and units will lapse. In addition, in the case of a termination by the employee for good reason or termination by the Company for any reason other than cause or a fiduciary violation, the employee will receive a lump sum cash payment equal to two years of his base salary then in effect.

Change-in-Control Arrangements

We do not maintain individual change-in-control agreements or provide for excise tax gross-ups on any payments associated with a change-in-control. Some of our compensation plans, however, contain change-in-control provisions, which could result in payment of specific benefits.

Under the Stock and Incentive Plan, in the event of a change-in-control, awards granted after February 13, 2019, are subject to double-trigger vesting, such that, if a participant is terminated due to involuntary termination without cause, death, disability, good reason (as defined in an employment agreement, or a similar constructive termination event, in each case, only if a severance benefit is payable upon termination of employment due to such event pursuant to an employment agreement), or other event as specified in the participant's award document within the period beginning on the date of the public announcement of a transaction that, if consummated, would constitute a corporate change and ending on the date that is the earlier of the announcement of the termination of the proposed transaction or two years after the consummation of the transaction (a Qualifying Termination), the following will occur automatically:

- any outstanding options and stock appreciation rights shall become immediately vested and fully exercisable for the full term thereof;
- any restrictions on restricted stock awards shall immediately lapse;
- all performance measures upon which an outstanding performance award is contingent are deemed achieved and the holder shall receive a payment equal to the target amount of the award he or she would have been entitled to receive; and
- any outstanding cash awards, including stock value equivalent awards, immediately vest and are paid based on the vested value of the award.

Under the Annual Performance Pay Plan:

- in the event of a change-in-control during a plan year, a participant experiencing a Qualifying Termination will be entitled to payment equal to the target amount of the award he or she would have been entitled to receive, without proration; and
- in the event of a change-in-control after the end of a plan year but before the payment date, a participant will be entitled to an immediate cash payment equal to the incentive earned for the plan year.

Under the Performance Unit Program:

- in the event of a change-in-control during a performance cycle, a participant experiencing a Qualifying Termination will be entitled to both a payment equal to the target amount of the cash award he or she would have been entitled to receive and the vesting of the target amount of performance shares awarded, without proration; and

- in the event of a change-in-control after the end of a performance cycle but before the payment and vesting date, a participant will be entitled to an immediate payment equal to the cash award earned and the vesting of performance shares earned for that performance cycle.

Under the Employee Stock Purchase Plan, in the event of a change-in-control, unless the successor corporation assumes or substitutes new stock purchase rights:

- the purchase date for the outstanding stock purchase rights will be accelerated to a date fixed by the Compensation Committee prior to the effective date of the change-in-control; and
- upon such effective date, any unexercised stock purchase rights will expire and we will refund to each participant the amount of his or her payroll deductions made for purposes of the Employee Stock Purchase Plan that have not yet been used to purchase stock.

Post-Termination or Change-in-Control Payments

The following tables and narratives represent the impact of certain termination events or a change-in-control on each element of compensation for NEOs as of December 31, 2021.

		Termination Event						
Name	**Payments**	**Resignation ($)**	**Early Retirement w/o Approval ($)**	**Early Retirement w/Approval ($)**	**Normal Retirement ($)**	**Term for Cause ($)**	**Term w/o Cause ($)**	**Change-in-Control ($)**
Jeffrey A. Miller	Severance	0	0	0	0	0	3,000,000	0
	Annual Perf. Pay Plan	0	0	0	0	0	0	0
	Restricted Stock	0	0	11,860,839	11,860,839	0	11,860,839	4,696,126
	Stock Options	0	0	0	0	0	0	0
	Performance Cash	0	0	10,242,317	10,242,317	0	0	0
	Performance Shares	0	0	13,347,435	13,347,435	0	0	0
	Nonqualified Plans	10,240,303	10,240,303	10,240,303	10,240,303	10,240,303	10,240,303	0
	Health Benefits	0	12,000	12,000	0	0	0	0
	TOTAL	**10,240,303**	**10,252,303**	**45,702,894**	**45,690,894**	**10,240,303**	**25,101,142**	**4,696,126**
Lance Loeffler	Severance	0	0	0	0	0	1,520,000	0
	Annual Perf. Pay Plan	0	0	0	0	0	0	0
	Restricted Stock	0	0	2,307,126	2,307,126	0	2,307,126	372,324
	Stock Options	0	0	0	0	0	0	0
	Performance Cash	0	0	2,657,809	2,657,809	0	0	0
	Performance Shares	0	0	3,501,008	3,501,008	0	0	0
	Nonqualified Plans	109,904	109,904	109,904	109,904	109,904	109,904	0
	Health Benefits	0	0	0	0	0	0	0
	TOTAL	**109,904**	**109,904**	**8,575,847**	**8,575,847**	**109,904**	**3,937,030**	**372,324**
Eric J. Carre	Severance	0	0	0	0	0	1,600,000	0
	Annual Perf. Pay Plan	0	0	0	0	0	0	0
	Restricted Stock	0	0	2,226,623	2,226,623	0	2,226,623	361,803
	Stock Options	0	0	0	0	0	0	0
	Performance Cash	0	0	2,546,754	2,546,754	0	0	0
	Performance Shares	0	0	3,365,686	3,365,686	0	0	0
	Nonqualified Plans	3,964,527	3,964,527	3,964,527	3,964,527	3,964,527	3,964,527	0
	Health Benefits	0	0	0	0	0	0	0
	TOTAL	**3,964,527**	**3,964,527**	**12,103,590**	**12,103,590**	**3,964,527**	**7,791,150**	**361,803**

Name	Payments	Resignation ($)	Early Retirement w/o Approval ($)	Early Retirement w/Approval ($)	Normal Retirement ($)	Term for Cause ($)	Term w/o Cause ($)	Change-in-Control ($)
		Termination Event						
Joe D. Rainey	Severance	0	0	0	0	0	1,820,000	0
	Annual Perf. Pay Plan	0	0	0	0	0	0	0
	Restricted Stock	0	0	4,188,160	4,188,160	0	4,188,160	1,719,115
	Stock Options	0	0	0	0	0	0	0
	Performance Cash	0	0	3,384,279	3,384,279	0	0	0
	Performance Shares	0	0	4,463,446	4,463,446	0	0	0
	Nonqualified Plans	13,935,416	13,935,416	13,935,416	13,935,416	13,935,416	13,935,416	0
	Health Benefits	0	12,000	12,000	0	0	0	0
	TOTAL	**13,935,416**	**13,947,416**	**25,983,301**	**25,971,301**	**13,935,416**	**19,943,576**	**1,719,115**
Mark J. Richard	Severance	0	0	0	0	0	1,620,000	0
	Annual Perf. Pay Plan	0	0	0	0	0	0	0
	Restricted Stock	0	0	2,850,540	2,850,540	0	2,850,540	412,598
	Stock Options	0	0	0	0	0	0	0
	Performance Cash	0	0	3,362,817	3,362,817	0	0	0
	Performance Shares	0	0	4,425,345	4,425,345	0	0	0
	Nonqualified Plans	5,351,774	5,351,774	5,351,774	5,351,774	5,351,774	5,351,774	0
	Health Benefits	0	12,000	12,000	0	0	0	0
	TOTAL	**5,351,774**	**5,363,774**	**16,002,476**	**15,990,476**	**5,351,774**	**9,822,314**	**412,598**

Resignation. Resignation is defined as leaving employment with us voluntarily, without having attained early or normal retirement status (see the applicable sections below for information on what constitutes these statuses). Upon resignation, the following actions will occur for the NEO's various elements of compensation:

- *Severance Pay.* No severance would be paid to the NEO.
- *Annual Performance Pay Plan*. No payment would be made to the NEO under the Performance Pay Plan.
- *Restricted Stock.* Any restricted stock holdings would be forfeited upon the date of resignation. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2021 table.
- *Stock Options.* The NEO must exercise outstanding, vested options within 30 to 90 days after the NEO's resignation or the options will be forfeited as per the terms of the stock option agreements. Any unvested stock options would be forfeited. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2021 table.
- *Performance Cash.* The NEO would not be eligible to receive payments under the Performance Unit Program.
- *Performance Shares.* The NEO would not be eligible to receive performance shares under the Performance Unit Program.
- *Nonqualified Plans.* The NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2021 Nonqualified Deferred Compensation table. Payments from the Supplemental Executive Retirement Plan and Benefit Restoration Plan are paid out of an irrevocable grantor trust. The principal and income of the trust are treated as our assets and income for federal income tax purposes and are subject to the claims of our general creditors to the extent provided in the plan. The Elective Deferral Plan is unfunded and we make payments from our general assets. Payments from these plans may be paid in a lump sum or in annual installments for a maximum ten-year period.
- *Health Benefits.* The NEO is not eligible for the $12,000 credit to assist in paying for retiree medical costs.

Early Retirement. A NEO becomes eligible for early retirement when the NEO has attained age 55 with ten years of service or when the NEO's age and years of service equals 70 points. Eligibility for early retirement does not guarantee retention of stock awards (lapse of forfeiture restrictions on restricted stock and ability to exercise outstanding options for the remainder of the stated term) or the pro rata distribution of performance awards, if earned. Early retirement eligibility is a condition that must be met before the Compensation Committee will consider retention of stock awards and pro rata participation in performance awards upon separation from employment. For example, if a NEO is eligible for early retirement but is leaving us to go to work for a competitor, then the NEO's stock awards would not be considered for retention.

Early Retirement (Without Approval). The impact on the NEO's various elements of compensation is the same as described under Resignation except as follows:

- *Health Benefits.* A NEO that was age 40 or older as of December 31, 2004, and qualifies for early retirement under our health and welfare plans, which require that the NEO has attained age 55 with ten years of service or that the NEO's age and years of service equals 70 points with a minimum of ten years of service, is eligible for a $12,000 credit toward retiree medical costs incurred prior to age 65. The credit is only applicable if the NEO chooses Halliburton retiree medical coverage. This benefit is amortized as a monthly credit applied to the cost of retiree medical coverage based on the number of months from the time of early retirement to age 65. For example, if a NEO is 10 years or 120 months away from age 65 at the time of the NEO's early retirement, the NEO will receive a monthly credit in the amount of $100 ($12,000/120 months). Should the NEO choose not to elect coverage with Halliburton after the NEO's separation, the NEO would not receive any cash in lieu of the credit.

Early Retirement (With Approval). The following actions will occur for the NEO's various elements of compensation:

- *Severance Pay.* No severance would be paid to the NEO.
- *Annual Performance Pay Plan.* If the NEO retires prior to the end of the plan year for any reason other than death or disability, he would forfeit any payment due under the plan, unless the Compensation Committee determines that the payment should be prorated for the partial plan year.
- *Restricted Stock.* Any stock holdings restrictions would lapse upon the date of retirement. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2021 table.
- *Stock Options.* The NEO will be granted retention of the NEO's option awards. The unvested awards will continue to vest per the vesting schedule outlined in the NEO stock option agreements and any vested options will not expire until 10 years from the grant award date. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2021 table.
- *Performance Cash.* The NEO will participate on a prorated basis for any Performance Unit Program cycles that have not been completed at the time of the NEO's retirement. These payments, if earned, are paid out and the NEO would receive payments at the same time as other participants, which is usually no later than March of the year following the close of the cycle.
- *Performance Shares.* The NEO will participate on a prorated basis for any Performance Unit Program cycles that have not been completed at the time of the NEO's retirement. The shares, if earned, are vested and the NEO would receive the performance shares at the same time as other participants, which is usually no later than March of the year following the close of the cycle.
- *Nonqualified Plans.* The NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2021 Nonqualified Deferred Compensation table. Refer above to Resignation for more information on Nonqualified Plans.
- *Health Benefits.* Same as described under Early Retirement (Without Approval).

Normal Retirement. A NEO would be eligible for normal retirement should the NEO cease employment at age 65 or later. The impact on the NEO's various elements of compensation is the same as described under Early Retirement (With Approval) except as follows:

- *Health Benefits.* The NEO is not eligible for the $12,000 credit to assist in paying for retiree medical costs.

Termination (For Cause). Should we terminate a NEO for cause, such as violating our Code of Business Conduct, the impact on the NEO's various elements of compensation is the same as described under Resignation.

Termination (Without Cause). Should we terminate a NEO without cause, such as termination at our convenience, then the provisions of the NEO's employment agreement related to severance payments and lapsing of stock restrictions would apply. Payments for these items are conditioned on a release agreement being executed by the NEO. The impact on the NEO's various elements of compensation is the same as described under Normal Retirement except as follows:

- *Severance Pay.* Severance is paid according to terms of the applicable employment agreement. Each NEO would receive severance in the amount of two times base salary at the time of termination.
- *Performance Cash.* No payment would be paid to the NEO under the Performance Unit Program.
- *Performance Shares*. No performance shares would be vested under the Performance Unit Program.

Change-in-Control. Should a change-in-control take place, the following actions will occur for the NEO's various elements of compensation:

- *Annual Performance Pay Plan.* A NEO experiencing a Qualifying Termination will be entitled to payment equal to the target amount of the award he or she would have been entitled to receive, without proration.
- *Restricted Stock.* Restricted shares granted under the Stock and Incentive Plan prior to February 13, 2019, are automatically vested. Restricted shares granted on or after February 13, 2019, only vest in the event of a Qualifying Termination. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2021 table.
- *Stock Options.* Any outstanding options granted under the Stock and Incentive Plan prior to February 13, 2019, shall become immediately vested and fully exercisable by the NEO. No stock options were granted to NEOs in 2021. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2021 table.
- *Performance Cash.* For performance cycles beginning prior to 2019, in the event of a change-in-control during a performance cycle, the NEO will be entitled to an immediate cash payment equal to the maximum amount he or she would have been entitled to receive for the performance cycle, prorated through the date of the change-in-control. Beginning with the 2019 performance cycle, a NEO experiencing a Qualifying Termination will be entitled to payment equal to the target amount of the award he or she would have been entitled to receive, without proration.
- *Performance Shares*. As described in Compensation Discussion and Analysis, beginning with the 2020 performance cycle, 50% of a NEO's opportunity was granted in shares. For the 2020 performance cycle and subsequent performance cycles, a NEO experiencing a Qualifying Termination will be entitled to share vesting equal to the target amount of the award he or she would have been entitled to receive, without proration.

Equity Compensation Plan Information

The following table provides certain information, as of December 31, 2021, with respect to our equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	24,173,808	$ 40.42	63,657,436
Equity compensation plans not approved by security holders	—	—	—
TOTAL	**24,173,808**	**$ 40.42**	**63,657,436**

CEO Pay Ratio

For 2021, the annual total compensation of our CEO was 291 times the median of the annual total compensation of all employees, based on annual total compensation of $23,607,166 for the CEO and $81,076 for the median employee. There was no material change in our employee demographics and compensation structure; therefore, the median employee identified in 2020 was utilized in our 2021 analysis. What follows is a description of the methodology used from 2020.

This disclosure is based on an October 1, 2020, employee population of 40,853, of which 11,226 were U.S. employees and 29,627 were non-U.S. employees. We excluded from this employee population 2,020 non-U.S. employees from 47 countries as the total number of employees from these non-U.S. jurisdictions was less than 5% of our total employee population. After applying the exclusion, the total employee population was 38,833.

Non-U.S. Employee Country Exclusions

Country	Headcount	Country	Headcount	Country	Headcount	Country	Headcount
Ecuador	335	Vietnam	58	Spain	14	Equatorial Guinea	2
Kazakhstan	217	New Zealand	57	Mozambique	10	Kenya	2
Congo	134	Germany	56	Côte d'Ivoire	9	South Korea	2
Italy	131	Denmark	50	Philippines	9	Peru	2
Bolivia	129	Guyana	40	Austria	8	Suriname	2
Trinidad and Tobago	106	Ukraine	38	Turkmenistan	7	Switzerland	2
Romania	94	Papua New Guinea	26	Myanmar	5	Turkey	2
Netherlands	81	Bangladesh	24	Cyprus	3	Belgium	1
Pakistan	76	Chile	24	Hungary	3	Israel	1
Panama	69	Poland	24	Yemen	3	South Africa	1
Ghana	63	France	22	Albania	2	Uganda	1
Cameroon	58	Japan	15	Bulgaria	2		

The median employee was identified using base pay, overtime pay, bonuses, allowances, and premiums. We used the total gross wages of all employees as of our determination date of October 1, 2020, as a reasonable estimate of the median total gross wages for the employee population and identified all employees within 1% of the median total gross wages. From this group we selected an employee as a reasonable representative of our median employee. Annual total compensation for both the CEO and the median employee was calculated in accordance with Item 402(c)(2)(x) of Regulation S-K.

The annual total compensation for our CEO includes both the amount reported in the "Total" column of our 2021 Summary Compensation Table, $23,591,982, and the estimated value of our CEO's health and welfare benefits, $15,184. Due to the flexibility afforded in calculating the CEO pay ratio, the ratio may not be comparable to CEO pay ratios presented by other companies.

General Information

We are providing these proxy materials to you in connection with the solicitation by the Board of Directors of Halliburton Company of proxies to be voted at our 2022 Annual Meeting of Shareholders and at any adjournment or postponement of the meeting. By executing and returning the enclosed proxy, by following the enclosed voting instructions, or by voting via the Internet or by telephone, you authorize the persons named in the proxy to represent you and vote your shares on the matters described in the Notice of Annual Meeting.

The Notice of Internet Availability of Proxy Materials is being sent to shareholders on or about April 5, 2022. Our Annual Report on Form 10-K, including financial statements, for the fiscal year ended December 31, 2021, accompanies this proxy statement. The Annual Report on Form 10-K shall not be considered as a part of the proxy solicitation materials or as having been incorporated by reference.

Subject to space availability, all shareholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting and each may be accompanied by one guest. Admission to the Annual Meeting will be on a first-come, first-served basis. Registration will begin at 8:00 a.m. and the Annual Meeting will begin at 9:00 a.m. Please note that we will ask you to present valid picture identification, such as a driver's license or passport, when you check in at the registration desk.

If you hold your shares in "street name" (that is, through a broker or other nominee), you must bring a proxy issued in your name from the record holder to the meeting.

You may not bring cameras, recording equipment, electronic devices, large bags, briefcases, or packages into the Annual Meeting.

If you attend the Annual Meeting, you may vote in person. If you are not present, you can only vote your shares if you have voted via the Internet, by telephone, or returned a properly executed proxy; in these cases, your shares will be voted as you specified. If you return a properly executed proxy and do not specify a vote, your shares will be voted in accordance with the recommendations of the Board. You may revoke the authorization given in your proxy at any time before the shares are voted at the Annual Meeting.

The record date for determination of the shareholders entitled to vote at the Annual Meeting is the close of business on March 21, 2022. Our common stock, par value $2.50 per share, is our only class of capital stock that is outstanding. As of March 21, 2022, there were 900,558,794 shares of our stock outstanding. Each outstanding share of common stock is entitled to one vote on each matter submitted to the shareholders for a vote at the Annual Meeting. We will keep a complete list of shareholders entitled to vote at our principal executive offices for ten days before the meeting and will have the list available at the Annual Meeting. Our principal executive offices are located at 3000 N. Sam Houston Parkway East, Administration Building, Houston, Texas 77032.

Votes cast by proxy or in person at the Annual Meeting will be counted by the persons we appoint to act as election inspectors for the Annual Meeting. Except as set forth below, the affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the subject matter will be the act of the shareholders. Shares for which a shareholder has elected to abstain on a matter will count for purposes of determining the presence of a quorum and, except as set forth below, will have the effect of a vote against the matter.

Each Director shall be elected by the vote of the majority of the votes cast by holders of shares represented in person or by proxy and entitled to vote in the election of Directors, provided that if the number of nominees exceeds the number of Directors to be elected and all shareholder-proposed nominees have not been withdrawn before the tenth (10th) day preceding the day we mail the Notice of Internet Availability of Proxy Materials to shareholders for the Annual Meeting, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the election of Directors. A majority of the votes cast means that the number of shares voted "for" a Director must exceed the number of votes cast "against" that Director; we will not count abstentions. As a condition of being nominated by the Board for continued service as a Director, each Director nominee has signed and delivered to the Board an irrevocable letter of resignation limited to and conditioned on that Director failing to achieve a majority of the votes cast at an election where Directors are elected by majority vote. For any Director nominee who fails to be elected by a majority of votes cast, where Directors are elected by majority vote, his or her irrevocable letter of resignation will be deemed tendered on the date the election results are certified. Such resignation shall only be effective upon acceptance by the Board.

The election inspectors will treat broker non-vote shares, which are shares held in street name that cannot be voted by a broker on specific matters in the absence of instructions from the beneficial owner of the shares, as shares that are present and entitled to vote for purposes of determining the presence of a quorum. In determining the outcome of any matter for which the broker does not have discretionary authority to vote, however, those shares will not have any effect on that matter. A broker may be entitled to vote those shares on other matters.

In accordance with our confidential voting policy, no particular shareholder's vote will be disclosed to our Directors, officers, or employees, except:

- as necessary to meet legal requirements and to assert claims for and defend claims against us;
- when disclosure is voluntarily made or requested by the shareholder;
- when the shareholder writes comments on the proxy card; or
- in the event of a proxy solicitation not approved and recommended by the Board.

The proxy solicitor, the election inspectors, and the tabulators of all proxies, ballots, and voting tabulations are independent and are not our employees.

Additional Information

Involvement in Certain Legal Proceedings

There are no legal proceedings to which any of our Directors, executive officers, or any associate of any of our Directors or executive officers is a party adverse to us or has a material interest adverse to us.

Advance Notice Procedures and Shareholder Proposals

Under our By-laws, no business, including nominations of a person for election as a Director, may be brought before an Annual Meeting unless it is specified in the notice of the Annual Meeting or is otherwise brought before the Annual Meeting by or at the direction of the Board or by a shareholder who meets the requirements specified in our By-laws and has delivered notice to us (containing the information specified in the By-laws). To be timely, a shareholder's notice for matters to be brought before the Annual Meeting of Shareholders in 2023 must be delivered to or mailed and received by our Corporate Secretary at 3000 N. Sam Houston Parkway East, Administration Building, Houston, Texas 77032, not less than 90 days nor more than 120 days prior to the anniversary date of the 2022 Annual Meeting of Shareholders, or no later than February 17, 2023, and no earlier than January 18, 2023. These requirements are separate from and in addition to the SEC's requirements that a shareholder must meet in order to have a shareholder proposal included in our proxy statement.

This advance notice requirement does not preclude discussion by any shareholder of any business properly brought before the Annual Meeting in accordance with these procedures.

Shareholders interested in submitting a proposal for inclusion in the proxy materials for the Annual Meeting of Shareholders in 2023 may do so by following the procedures prescribed in SEC Rule 14a-8. To be eligible for inclusion, shareholder proposals must be received by our Corporate Secretary at 3000 N. Sam Houston Parkway East, Administration Building, Houston, Texas 77032, no later than December 6, 2022. The 2023 Annual Meeting will be held on May 17, 2023.

In addition, to comply with the universal proxy rules (once effective), shareholders who intend to solicit proxies in support of director nominees other than Company nominees must provide notice that sets forth the information required by Rule 14a-19 under the Securities Exchange Act of 1934 no later than March 19, 2023.

Proxy Solicitation Costs

We are soliciting the proxies accompanying this proxy statement and we will bear the cost of soliciting those proxies. We have retained Innisfree M&A Incorporated to aid in the solicitation of proxies. For these services, we will pay Innisfree a fee of $17,500 and reimburse it for out-of-pocket disbursements and expenses. Our officers and employees may solicit proxies personally and by telephone or other electronic communications with some shareholders if proxies are not received promptly. We will, upon request, reimburse banks, brokers, and others for their reasonable expenses in forwarding proxies and proxy materials to beneficial owners of our stock.

Other Matters

As of the date of this proxy statement, we know of no business that will be presented for consideration at the Annual Meeting other than the matters described in this proxy statement. If any other matters should properly come before the Annual Meeting for action by shareholders, it is intended that proxies will be voted on those matters in accordance with the judgment of the person or persons voting the proxies.

By Authority of the Board of Directors

Van H. Beckwith
Executive Vice President, Secretary and Chief Legal Officer
April 5, 2022

Directions to the Halliburton Annual Meeting of Shareholders

The Halliburton North Belt Facility is located on the North Sam Houston Parkway (Beltway 8 Tollway) south feeder between Aldine Westfield and JFK Boulevard.

3000 N. Sam Houston Parkway East
Houston, Texas 77032
281-871-4000

From I-45	From I-69 / US 59 and IAH
• Take the Sam Houston Parkway East • Exit JFK Blvd	• Take the Sam Houston Parkway West • Exit Aldine Westfield • "U-Turn" at Aldine Westfield and proceed east on the Sam Houston Parkway feeder

The main entrance to the North Belt facility will be on your right, about halfway between Aldine Westfield and JFK Blvd.

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

FORM 10-K

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

For the fiscal year ended December 31, 2021

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 001-03492

HALLIBURTON COMPANY

(Exact name of registrant as specified in its charter)

Delaware	75-2677995
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3000 North Sam Houston Parkway East, Houston, Texas	77032
(Address of principal executive offices)	(Zip Code)

(281) 871-2699
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $2.50 per share	HAL	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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
☒ Yes ☐ No

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

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-accelerated Filer	☐	Smaller Reporting Company	☐
		Emerging Growth Company	☐

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. ☒

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 Halliburton Company Common Stock held by non-affiliates on June 30, 2021, determined using the per share closing price on the New York Stock Exchange Composite tape of $23.12 on that date, was approximately $18.2 billion.

As of January 28, 2022, there were 898,571,517 shares of Halliburton Company Common Stock, $2.50 par value per share, outstanding.

Portions of the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) are incorporated by reference into Part III of this report.

HALLIBURTON COMPANY
Index to Form 10-K
For the Year Ended December 31, 2021

PART I

Item 1. Business.

Description of business and strategy

Halliburton Company is one of the world's largest providers of products and services to the energy industry. Its predecessor was established in 1919 and incorporated under the laws of the State of Delaware in 1924. Inspired by the past and leading into the future, what started with a single product from a single location is now a global enterprise. Our value proposition is to collaborate and engineer solutions to maximize asset value for our customers. We strive to achieve strong cash flows and returns for our shareholders by delivering technology and services that improve efficiency, increase recovery, and maximize production for our customers. We are proud of our over 100 years of operation, innovation, collaboration, and execution. Halliburton has fostered a culture of unparalleled service to the world's major, national, and independent oil and gas producers. With over 40,000 employees, representing 130 nationalities in more than 70 countries, we help our customers maximize asset value throughout the lifecycle of the reservoir - from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production throughout the life of the asset.

2021 Highlights

- *Financial*: Internationally we delivered profitable growth with revenue and operating income increasing every quarter in 2021. In North America, strong operating leverage allowed us to maximize the value of our business as U.S. land activity rebounded. Overall, our Completion and Production and Drilling and Evaluation operating segments finished the year with 15% and 12% operating margins, respectively, and generated strong cash flows from operations.
- *Digital*: Our accelerated deployment and integration of digitally enabled technologies created technical differentiation in the market and contributed to our higher margins.
- *Capital efficiency*: We advanced technologies and made strategic choices that kept our capital expenditures to 5.2% of revenue, which is in the range of our 5-6% of revenue target.
- *Sustainable energy*: We announced our science-based emission reduction targets, added eleven new participating companies to Halliburton Labs, our clean energy accelerator, and were named to the Dow Jones Sustainability Index North America for Energy Equipment and Services, which highlights the top 10% most sustainable North America companies in identified industries as determined by S&P Global through their Corporate Sustainability Assessment.

2022 Focus

- *International*: Allocate our capital to the highest return opportunities, continue investing in digital technologies that maximize our asset value to drive profitable growth, and increase our international growth in our specialty chemicals and artificial lift businesses.
- *North America*: Continue to build on the operating leverage we have created, maximize cash flow by utilizing our premium low-emissions equipment, and continue developing differentiated technologies focused around the wellbore.
- *Digital*: Continue to accelerate the deployment and integration of digitalization and automation technologies that create differentiation, both internally and for our customers.
- *Capital efficiency*: Maintain our capital expenditures in the range of 5-6% of revenue while focusing on technological advancements and process changes that reduce our manufacturing and maintenance costs and improve how we move equipment and respond to market opportunities.
- *Sustainable energy*: Leverage the increasing number of participants in and scope of Halliburton Labs to gain insight into developing value chains in the clean energy space and continue to develop and deploy low-carbon solutions to help oil and gas operators lower their current emissions profiles while also using our existing technologies in renewable energy applications.

For further discussion on our business strategies, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Business Environment and Results of Operations-Business Outlook."

Operating segments

We operate under two divisions, which form the basis for the two operating segments we report, the Completion and Production segment and the Drilling and Evaluation segment.

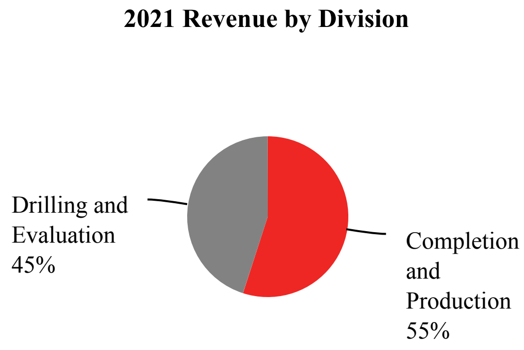
Completion and Production delivers cementing, stimulation, intervention, pressure control, artificial lift, and completion products and services. The segment consists of the following product service lines:

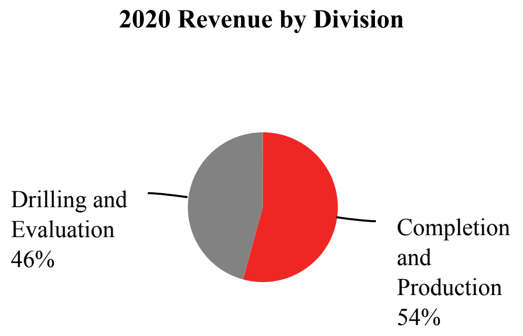
- Production Enhancement: includes stimulation services and sand control services. Stimulation services optimize oil and natural gas reservoir production through a variety of pressure pumping services, and chemical processes, commonly known as hydraulic fracturing and acidizing. Sand control services include fluid and chemical systems for the prevention of formation sand production.
- Cementing: involves bonding the well and well casing while isolating fluid zones and maximizing wellbore stability. Our cementing product service line also provides casing equipment.
- Completion Tools: provides downhole solutions and services to our customers to complete their wells, including well completion products and services, intelligent well completions, liner hanger systems, sand control systems, multilateral systems, and service tools.
- Production Solutions: provides customized well intervention solutions to increase well performance, which includes coiled tubing, hydraulic workover units, downhole tools, pumping services, and nitrogen services.
- Artificial Lift: provides services to maximize reservoir and wellbore recovery by applying lifting technology, intelligent field management solutions, and related services throughout the life of the well, including electrical submersible pumps.
- Pipeline & Process Services: provides a complete range of pre-commissioning, commissioning, maintenance, and decommissioning services to the onshore and offshore pipeline and process plant construction commissioning and maintenance industries.

Drilling and Evaluation provides field and reservoir modeling, drilling, fluids and specialty chemicals, evaluation and precise wellbore placement solutions that enable customers to model, measure, drill, and optimize their well construction activities. The segment consists of the following product service lines:

- Baroid: provides drilling fluid systems, performance additives, completion fluids, solids control, specialized testing equipment, and waste management services for oil and natural gas drilling, completion, and workover operations. It also provides customized specialty oilfield completion, production, and downstream water and process treatment chemicals and services.
- Sperry Drilling: provides drilling systems and services that offer directional control for precise wellbore placement while providing important measurements about the characteristics of the drill string and geological formations while drilling wells. These services include directional and horizontal drilling, measurement-while-drilling, logging-while-drilling, surface data logging, and rig site information systems.
- Wireline and Perforating: provides open-hole logging services that supply information on formation evaluation and reservoir fluid analysis, including formation lithology, rock properties, and reservoir fluid properties. Also offered are cased-hole and slickline services, including perforating, pipe recovery services, through-casing formation evaluation and reservoir monitoring, casing and cement integrity measurements, and well intervention services.
- Drill Bits and Services: provides roller cone rock bits, fixed cutter bits, hole enlargement and related downhole tools and services used in drilling oil and natural gas wells. In addition, coring equipment and services are provided to acquire cores of the formation drilled for evaluation.
- Landmark Software and Services: provides cloud based digital services and artificial intelligence solutions on an open architecture for subsurface insights, integrated well construction, and reservoir and production management for the upstream oil and natural gas industry.
- Testing and Subsea: provides acquisition and analysis of dynamic reservoir information and reservoir optimization solutions to the oil and natural gas industry through a broad portfolio of test tools, data acquisition services, fluid sampling, surface well testing, subsea safety systems, and underbalanced applications.
- Halliburton Project Management: provides integrated solutions to our customers by leveraging the full line of our oilfield services, products, and technologies to solve customer challenges throughout the oilfield lifecycle, including project management and integrated asset management.

The following charts depict our revenue split between our two operating segments for the years ended December 31, 2021 and 2020.





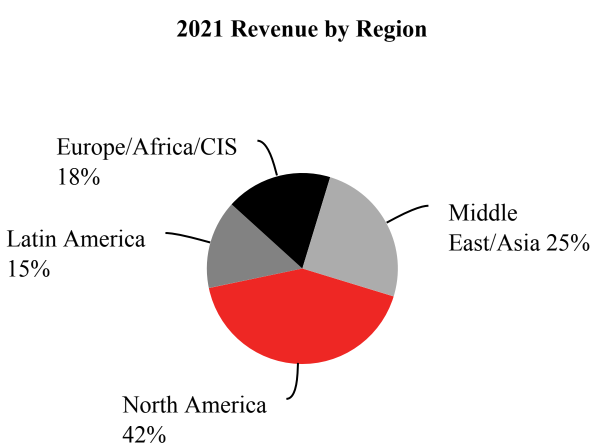
See Note 3 to the consolidated financial statements for further financial information related to each of our business segments.

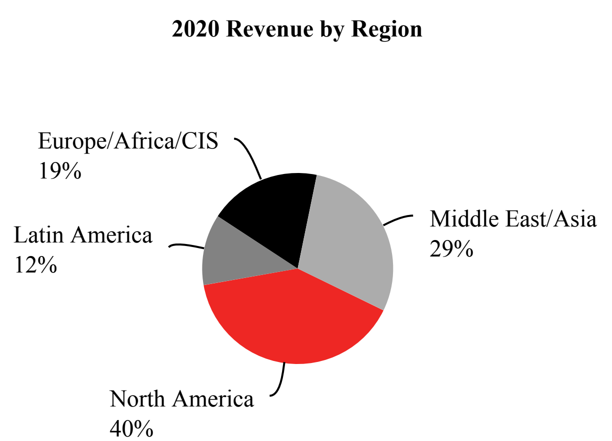
Markets and competition

We are one of the world's largest diversified energy services companies. Our services and products are sold in highly competitive markets throughout the world. Competitive factors impacting sales of our services and products include: price; service delivery; health, safety, and environmental standards and practices; service quality; global talent retention; understanding the geological characteristics of the hydrocarbon reservoir; product quality; warranty; and technical proficiency.

We conduct business worldwide in more than 70 countries. The business operations of our divisions are organized around four primary geographic regions: North America, Latin America, Europe/Africa/CIS, and Middle East/Asia. In 2021, 2020, and 2019, based on the location of services provided and products sold, 40%, 38%, and 51%, respectively, of our consolidated revenue was from the United States. No other country accounted for more than 10% of our consolidated revenue during these periods. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information about our geographic operations. Because the markets for our services and products are vast and cross numerous geographic lines, it is not practicable to provide a meaningful estimate of the total number of our competitors. The industries we serve are highly competitive, and we have many substantial competitors. Most of our services and products are marketed through our service and sales organizations.

The following charts depict our revenue split between our four primary geographic regions for the years ended December 31, 2021 and 2020.





Our operations in some countries may be adversely affected by unsettled political conditions, acts of terrorism, civil unrest, force majeure, war or other armed conflict, health or similar issues, sanctions, expropriation or other governmental actions, inflation, changes in foreign currency exchange rates, foreign currency exchange restrictions and highly inflationary currencies, as well as other geopolitical factors. We believe the geographic diversification of our business activities reduces the risk that an interruption of operations in any one country, other than the United States, would be materially adverse to our business, consolidated results of operations, or consolidated financial condition.

Information regarding our exposure to foreign currency fluctuations, risk concentration, and financial instruments used to minimize risk is included in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Instrument Market Risk" and in Note 15 to the consolidated financial statements.

Customers

Our revenue during the past three years was derived from the sale of services and products to the energy industry. No single customer represented more than 10% of our consolidated revenue in any period presented.

Raw materials

Raw materials essential to our business are normally readily available. Market conditions can trigger constraints in the supply of certain raw materials, such as proppants (primarily sand), hydrochloric acid, and gels. We are always striving to ensure the availability of resources and manage raw material costs. Our procurement department uses our relationships and buying power to enhance our access to key materials at competitive prices.

Patents

We own a large number of patents and have pending a substantial number of patent applications covering various products and processes. We are also licensed to utilize technology covered by patents owned by others, and we license others to utilize technology covered by our patents. We do not consider any particular patent to be material to our business operations.

Seasonality

Weather and natural phenomena can temporarily affect the performance of our services, but the widespread geographical locations of our operations mitigate those effects. Examples of how weather can impact our business include:

- the severity and duration of the winter in North America can have a significant impact on drilling activity and on natural gas storage levels;
- the timing and duration of the spring thaw in Canada directly affects activity levels due to road restrictions;
- typhoons and hurricanes can disrupt coastal and offshore operations; and
- severe weather during the winter normally results in reduced activity levels in the North Sea and Russia.

Additionally, customer spending patterns for completion tools typically result in higher activity in the fourth quarter of the year. We recognize revenue on customer software contract sales predominantly in the first and fourth quarters of the year.

Our workforce

Our workforce is our top asset in enabling us to accomplish innovative, high-quality work for our customers and to address the world's energy challenges. To attract and retain talent, we strive to provide a safe and inclusive working environment along with competitive benefits. As of December 31, 2021, we employed over 40,000 people worldwide representing 130 nationalities, operated in more than 70 countries, and approximately 18% of our employees were subject to collective bargaining agreements. Based upon the geographic diversification of our employees, we do not believe any risk of loss from employee strikes or other collective actions are material to the conduct of our operations taken as a whole.

Recruiting and Turnover

Given the size and geographic scope of our workforce, we have a robust world-wide recruiting apparatus, which includes personnel devoted to recruiting and retention, online job postings, and recruiting programs we have established at academic institutions for internships and entry-level roles. In order to increase the number of diverse employees, we have developed relationships with diversity-focused student organizations, provide professional development sessions to students, engage our Employee Resource Groups (ERGs) to participate in select university events, and participate in outreach efforts through programs supported by our Educational Advisory Board.

Our attrition in 2021 was down significantly compared to 2020 and we were able to rehire more than 2,800 former employees in 2021, despite a tight labor market. We have found that hiring former employees allows us to add needed personnel who are able to apply their experience and contribute quickly.

Diversity, equity, and inclusion

With our large employee base and global breadth, we are one of the world's most diverse companies. Our Code of Business Conduct describes our commitment to diversity, equity, and inclusion, which is supported by our recruitment and employment practices. It is a priority to continue to increase the diversity of our workforce, both in general and in leadership positions. Furthermore, we strive to increase the percentage of local nationals that we employ in each region of operations to better communicate with local customers and other contractors, share knowledge of the culture and values of the local population, improve local economies, and make our workforce more representative of the populations where we provide our services. In 2021, 92% of our workforce and 86% of management was localized. In 2021, 13% of our workforce and 13% of our managers were female.

Leadership

We have more than 8,000 employees in management roles. The ongoing identification and development of leadership talent ensures business continuity and strengthens our competitive advantage, both of which are critical for our short and long-term success. In 2021, we identified approximately 18,000 potential successors for our managers during succession management planning. One of our most significant investments in the development of our future leaders is our executive education programs. In 2021, approximately 25% of the participants in these programs were female and 40 different nationalities were represented, despite travel restrictions impacting many countries.

As part of our commitment to employee engagement, we solicit feedback from employees on their workplace challenges, and empower them to share their perspectives and ideas to improve the overall employee experience, including performance, development, and work-life balance. Notably, according to a survey we conducted in 2021, 87% of our employees felt that Halliburton and their colleagues value their unique traits and ways of working.

Benefits and well-being

We provide our employees around the world with benefits that address the needs of our workforce and their families. We evaluate our benefits package to identify opportunities for improvement and to remain competitive. In 2021, we enhanced healthcare benefits for United States employees to help them better plan for medical expenditures and to obtain additional support in getting second medical opinions and navigating health plans. In response to ongoing mental health concerns related to the COVID-19 pandemic, we expanded our Employee Assistance Program (EAP) from six countries to 43 countries worldwide. By the end of 2021, more than 32,000 employees had access to the EAP compared to approximately 14,500 in 2020.

Safety

Safety in the workplace is one of our highest priorities. We have many safety programs in place, including our Journey to ZERO initiative, to maintain our strong performance and improve proactive identification and management of safety risks. In 2021, we enhanced risk management processes, incident investigations, and training, including options for virtual training when feasible. As a result of our focus on safety, for the years ended December 31, 2021 and December 31, 2020, our recordable incident rates were 0.25% and 0.20%, non-productive times were 0.30% and 0.30%, lost-time incident rates were 0.09% and 0.06%, preventable recordable vehicle incident rates were 0.16% and 0.06%, respectively, and there were no job related fatalities in either year.

Government regulation

We are subject to numerous environmental, legal, and regulatory requirements related to our operations worldwide. For further information related to environmental matters and regulation, see Note 10 to the consolidated financial statements and "Item 1(a). Risk Factors."

Hydraulic fracturing

Hydraulic fracturing is a process that creates fractures extending from the well bore into the rock formation to enable natural gas or oil to move more easily from the rock pores to a production conduit. A significant portion of our Completion and Production segment provides hydraulic fracturing services to customers developing shale natural gas and shale oil. From time to time, questions arise about the scope of our operations in the shale natural gas and shale oil sectors, and the extent to which these operations may affect human health and the environment.

At the direction of our customer, we design and generally implement a hydraulic fracturing operation to stimulate the well's production, once the well has been drilled, cased, and cemented. Our customer is generally responsible for providing the base fluid (usually water) used in the hydraulic fracturing of a well. We frequently supply the proppant (primarily sand) and at least a portion of the additives used in the overall fracturing fluid mixture. In addition, we mix the additives and proppant with the base fluid and pump the mixture down the wellbore to create the desired fractures in the target formation. The customer is responsible for disposing and/or recycling for further use any materials that are subsequently produced or pumped out of the well, including flowback fluids and produced water.

As part of the process of constructing the well, the customer will take a number of steps designed to protect drinking water resources. In particular, the casing and cementing of the well are designed to provide 'zonal isolation' so that the fluids pumped down the wellbore and the oil and natural gas and other materials that are subsequently pumped out of the well will not come into contact with shallow aquifers or other shallow formations through which those materials could potentially migrate to freshwater aquifers or the surface.

The potential environmental impacts of hydraulic fracturing have been studied by numerous government entities and others. In 2004, the United States Environmental Protection Agency (EPA) conducted an extensive study of hydraulic fracturing practices, focusing on coalbed methane wells, and their potential effect on underground sources of drinking water. The EPA's study concluded that hydraulic fracturing of coalbed methane wells poses little or no threat to underground sources of drinking water. In December 2016, the EPA released a final report, "*Hydraulic Fracturing for Oil and Gas: Impacts from the Hydraulic Fracturing Water Cycle on Drinking Water Resources in the United States*" representing the culmination of a six-year study requested by Congress. While the EPA report noted a potential for some impact to drinking water sources caused by hydraulic fracturing, the agency confirmed the overall incidence of impacts is low. Moreover, a number of the areas of potential impact identified in the report involve activities for which we are not generally responsible, such as potential impacts associated with withdrawals of surface water for use as a base fluid and management of wastewater.

We have proactively developed processes to provide our customers with the chemical constituents of our hydraulic fracturing fluids to enable our customers to comply with state laws as well as voluntary standards established by the Chemical Disclosure Registry, www.fracfocus.org. We have invested considerable resources in developing hydraulic fracturing technologies, in both the equipment and chemistry portions of our business, which offer our customers a variety of environment-friendly options related to the use of hydraulic fracturing fluid additives and other aspects of our hydraulic fracturing operations. We created a hydraulic fracturing fluid system comprised of materials sourced entirely from the food industry. In addition, we have engineered a process that uses ultraviolet light to control the growth of bacteria in hydraulic fracturing fluids, allowing customers to minimize the use of chemical biocides. We are committed to the continued development of innovative chemical and mechanical technologies that allow for more economical and environment-friendly development of the world's oil and natural gas reserves, and that reduce noise while complying with Tier 4 lower emission legislation.

In evaluating any environmental risks that may be associated with our hydraulic fracturing services, it is helpful to understand the role that we play in the development of shale natural gas and shale oil. Our principal task generally is to manage the process of injecting fracturing fluids into the borehole to stimulate the well. Thus, based on the provisions in our contracts and applicable law, the primary environmental risks we face are potential pre-injection spills or releases of stored fracturing fluids and potential spills or releases of fuel or other fluids associated with pumps, blenders, conveyors, or other above-ground equipment used in the hydraulic fracturing process.

Although possible concerns have been raised about hydraulic fracturing, the circumstances described above have helped to mitigate those concerns. To date, we have not been obligated to compensate any indemnified party for any environmental liability arising directly from hydraulic fracturing, although there can be no assurance that such obligations or liabilities will not arise in the future. For further information on risks related to hydraulic fracturing, see "Item 1(a). Risk Factors."

Working capital

We fund our business operations through a combination of available cash and equivalents, short-term investments, and cash flow generated from operations. In addition, our revolving credit facility is available for additional working capital needs.

Web site access - www.halliburton.com

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished to the Securities and Exchange Commission (SEC) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available at www.halliburton.com soon thereafter. The SEC website www.sec.gov contains our reports, proxy and information statements and our other SEC filings. Our Code of Business Conduct, which applies to all our employees and Directors and serves as a code of ethics for our principal executive officer, principal financial officer, principal accounting officer, and other persons performing similar functions, can be found at www.halliburton.com. Any amendments to our Code of Business Conduct or any waivers from provisions of our Code of Business Conduct granted to the specified officers above are also disclosed on our web site within four business days after the date of any amendment or waiver pertaining to these officers. There have been no waivers from provisions of our Code of Business Conduct for the years 2021, 2020, or 2019. Except to the extent expressly stated otherwise, information contained on or accessible from our web site or any other web site is not incorporated by reference into this annual report on Form 10-K and should not be considered part of this report.

Executive Officers of the Registrant

The following table indicates the names and ages of the executive officers of Halliburton Company as of February 4, 2022, including all offices and positions held by each in the past five years:

Name and Age	Offices Held and Term of Office
Van H. Beckwith (Age 56)	Executive Vice President, Secretary and Chief Legal Officer of Halliburton Company, since December 2020
	Senior Vice President and General Counsel, January 2020 to December 2020
	Partner, Baker Botts L.L.P., January 1999 to December 2019
Eric J. Carre (Age 55)	Executive Vice President, Global Business Lines of Halliburton Company, since May 2016
Charles E. Geer, Jr. (Age 51)	Senior Vice President and Chief Accounting Officer of Halliburton Company, since December 2019
	Vice President and Corporate Controller of Halliburton Company, January 2015 to December 2019
Myrtle L. Jones (Age 62)	Senior Vice President, Tax of Halliburton Company, since March 2013
Lance Loeffler (Age 44)	Executive Vice President and Chief Financial Officer of Halliburton Company, since November 2018
	Vice President of Investor Relations of Halliburton Company, April 2016 to November 2018
Timothy M. McKeon (Age 49)	Senior Vice President and Treasurer of Halliburton Company, since January 2022
	Vice President and Treasurer of Halliburton Company, January 2014 to December 2021
Jeffrey A. Miller (Age 58)	Chairman of the Board, President and Chief Executive Officer of Halliburton Company, since January 2019
	Member of the Board of Directors, President and Chief Executive Officer of Halliburton Company, June 2017 to December 2018
	Member of the Board of Directors and President of Halliburton Company, August 2014 to May 2017
Lawrence J. Pope (Age 53)	Executive Vice President of Administration and Chief Human Resources Officer of Halliburton Company, since January 2008
Joe D. Rainey (Age 65)	President, Eastern Hemisphere of Halliburton Company, since January 2011
Mark J. Richard (Age 60)	President, Western Hemisphere of Halliburton Company, since February 2019
	Senior Vice President, Northern U.S. Region of Halliburton Company, August 2018 to January 2019
	Senior Vice President, Business Development and Marketing of Halliburton Company, November 2015 to July 2018
Jill D. Sharp (Age 51)	Senior Vice President, Internal Assurance Services of Halliburton Company, since January 2022
	Vice President, Internal Assurance Services of Halliburton Company, September 2021 to December 2021
	Vice President, Finance - Western Hemisphere of Halliburton Company, October 2016 to August 2021

There are no family relationships between the executive officers of the registrant or between any director and any executive officer of the registrant.

Item 1(a). Risk Factors.

When considering an investment in Halliburton Company, all of the risk factors described below and other information included and incorporated by reference in this annual report should be carefully considered. Any of these risk factors could have a significant or material adverse effect on our business, results of operations, financial condition, or cash flows. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also adversely affect our business, financial condition, results of operations, or cash flows.

Industry Environment Related

Trends in oil and natural gas prices affect the level of exploration, development, and production activity of our customers and the demand for our services and products, which could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Demand for our services and products is particularly sensitive to the level of exploration, development, and production activity of, and the corresponding capital spending by, oil and natural gas companies. The level of exploration, development, and production activity is directly affected by trends in oil and natural gas prices, which historically have been volatile and are likely to continue to be volatile. Prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty, and a variety of other economic factors that are beyond our control. Given the long-term nature of many large-scale development projects, even the perception of longer-term lower oil and natural gas prices by oil and natural gas companies can cause them to reduce or defer major expenditures. Any prolonged reductions of commodity prices or expectations of such reductions could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition, and could result in asset impairments and severance costs.

Factors affecting the prices of oil and natural gas include:
- the level of supply and demand for oil and natural gas;
- the ability or willingness of the Organization of Petroleum Exporting Countries and the expanded alliance collectively known as OPEC+ to set and maintain oil production levels;
- the level of oil production in the U.S. and by other non-OPEC+ countries;
- oil refining capacity and shifts in end-customer preferences toward fuel efficiency and the use of natural gas;
- the cost of, and constraints associated with, producing and delivering oil and natural gas;
- governmental regulations, including the policies of governments regarding the exploration for and production and development of their oil and natural gas reserves;
- weather conditions, natural disasters, and health or similar issues, such as pandemics or epidemics;
- worldwide political, military, and economic conditions; and
- increased demand for alternative energy and electric vehicles and increased emphasis on decarbonization, including government initiatives to promote the use of renewable energy sources and public sentiment around alternatives to oil and gas.

Our business is dependent on capital spending by our customers, and reductions in capital spending could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our business is directly affected by changes in capital expenditures by our customers, and reductions in their capital spending could reduce demand for our services and products and have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition. Some of the items that may impact our customer's capital spending include:
- oil and natural gas prices, including volatility of oil and natural gas prices and expectations regarding future prices;
- the inability of our customers to access capital on economically advantageous terms, which may be impacted by, among other things, a decrease of investors' interest in hydrocarbon producers because of environmental and sustainability initiatives;
- changes in customers' capital allocation, including an increased allocation to the production of renewable energy, leading to less focus on oil and natural gas production growth;
- restrictions on our customers' ability to get their produced oil and natural gas to market due to infrastructure limitations;
- the consolidation of our customers;
- customer personnel changes; and
- adverse developments in the business or operations of our customers, including write-downs of oil and natural gas reserves and borrowing base reductions under customers' credit facilities.

Liabilities arising out of our products and services could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Events can occur at sites where our products and equipment are produced or installed, or where we conduct our operations or provide our services, or at chemical blending or manufacturing facilities, including well blowouts and equipment or materials failures, which could result in explosions, fires, personal injuries, property damage (including surface and subsurface damage), pollution, and potential legal responsibility. Generally, we rely on liability insurance coverage and on contractual indemnities, releases, and limitations of liability with our customers to protect us from potential liability related to such occurrences. However, we do not have these contractual provisions in all contracts, and even where we do, it is possible that the respective customer or insurer could seek to avoid or be financially unable to meet its obligations, or a court may decline to enforce such provisions. Damages that are not indemnified or released could greatly exceed available insurance coverage and could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our business could be materially and adversely affected by severe or unseasonable weather where we have operations.

Our business could be materially and adversely affected by severe weather, particularly in Canada, the Gulf of Mexico, Russia, and the North Sea. Many experts believe global climate change could increase the frequency and severity of extreme weather conditions. Repercussions of severe or unseasonable weather conditions may include:

- evacuation of personnel and curtailment of services;
- weather-related damage to offshore drilling rigs resulting in suspension of operations;
- weather-related damage to our facilities and project work sites;
- inability to deliver materials to jobsites in accordance with contract schedules;
- decreases in demand for oil and natural gas during unseasonably warm winters; and
- loss of productivity.

Our failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could materially and adversely affect our competitive position.

We rely on a variety of intellectual property rights that we use in our services and products. We may not be able to successfully preserve these intellectual property rights in the future, and these rights could be invalidated, circumvented, or challenged. In addition, the laws of some foreign countries in which our services and products may be sold do not protect intellectual property rights to the same extent as the laws of the United States. Courts could find that others infringe our patent rights or that our products and services may infringe the intellectual property rights of others. Our failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could materially and adversely affect our competitive position.

If we are not able to design, develop and produce commercially competitive products and to implement commercially competitive services in a timely manner in response to changes in the market, customer requirements, competitive pressures, and technology trends, our business and consolidated results of operations could be materially and adversely affected, and the value of our intellectual property may be reduced.

The market for our services and products is characterized by continual technological developments to provide better and more reliable performance and services. If we are not able to design, develop, and produce commercially competitive products and to implement commercially competitive services in a timely manner in response to changes in the market, customer requirements, competitive pressures, and technology trends, our business and consolidated results of operations could be materially and adversely affected, and the value of our intellectual property may be reduced. Likewise, if our proprietary technologies, equipment, facilities, or work processes become obsolete, we may no longer be competitive, and our business and consolidated results of operations could be materially and adversely affected.

We sometimes provide integrated project management services in the form of long-term, fixed price contracts that may require us to assume additional risks associated with cost over-runs, operating cost inflation, labor availability and productivity, supplier and contractor pricing and performance, and potential claims for liquidated damages.

We sometimes provide integrated project management services outside our normal discrete business in the form of long-term, fixed price contracts. Some of these contracts are required by our customers, primarily national oil companies (NOCs). These services include acting as project managers as well as service providers and may require us to assume additional risks associated with cost over-runs. These customers may provide us with inaccurate information in relation to their reserves, which is a subjective process that involves location and volume estimation, that may result in cost over-runs, delays, and project losses. In addition, NOCs often operate in countries with unsettled political conditions, war, civil unrest, or other types of community issues. These issues may also result in cost over-runs, delays, and project losses.

Providing services on an integrated basis may also require us to assume additional risks associated with operating cost inflation, labor availability and productivity, supplier pricing and performance, and potential claims for liquidated damages. We rely on third-party subcontractors and equipment providers to assist us with the completion of these types of contracts. To the extent that we cannot engage subcontractors or acquire equipment or materials in a timely manner and on reasonable terms, our ability to complete a project in accordance with stated deadlines or at a profit may be impaired. If the amount we are required to pay for these goods and services exceeds the amount we have estimated in bidding for fixed-price work, we could experience losses in the performance of these contracts. These delays and additional costs may be substantial, and we may be required to compensate our customers for these delays. This may reduce the profit to be realized or result in a loss on a project.

Constraints in the supply of, prices for and availability of transportation of raw materials can have a material adverse effect on our business and consolidated results of operations.

Raw materials essential to our business, such as proppants (primarily sand), hydrochloric acid, and gels, including guar gum, are normally readily available. Shortage of raw materials as a result of high levels of demand or loss of suppliers during market challenges can trigger constraints in the supply chain of those raw materials, particularly where we have a relationship with a single supplier for a particular resource. Many of the raw materials essential to our business require the use of rail, storage, and trucking services to transport the materials to our jobsites. These services, particularly during times of high demand, may cause delays in the arrival of or otherwise constrain our supply of raw materials. These constraints could have a material adverse effect on our business and consolidated results of operations. In addition, price increases imposed by our vendors for raw materials and transportation providers used in our business, and the inability to pass these increases through to our customers could have a material adverse effect on our business and consolidated results of operations.

Our ability to operate and our growth potential could be materially and adversely affected if we cannot attract, employ, and retain technical personnel at a competitive cost.

Many of the services that we provide and the products that we sell are complex and highly engineered and often must perform or be performed in harsh conditions. We believe that our success depends upon our ability to attract, employ, and retain technical personnel with the ability to design, utilize, and enhance these services and products. A significant increase in the wages paid by competing employers could result in a reduction of our skilled labor force, increases in the wage rates that we must pay, or both. If either of these events were to occur, our cost structure could increase, our margins could decrease, and any growth potential could be impaired.

Laws and Regulations Related

Our operations outside the United States require us to comply with a number of United States and international regulations, violations of which could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our operations outside the United States require us to comply with a number of United States and international regulations. For example, our operations in countries outside the United States are subject to the United States Foreign Corrupt Practices Act (FCPA), which prohibits United States companies and their agents and employees from providing anything of value to a foreign official for the purposes of influencing any act or decision of these individuals in their official capacity to help obtain or retain business, direct business to any person or corporate entity, or obtain any unfair advantage. Our activities create the risk of unauthorized payments or offers of payments by our employees, agents, or joint venture partners that could be in violation of anti-corruption laws, even though some of these parties are not subject to our control. We have internal control policies and procedures and have implemented training and compliance programs for our employees and agents with respect to the FCPA. However, we cannot assure that our policies, procedures, and programs will always protect us from reckless or criminal acts committed by our employees or agents. We are also subject to the risks that our employees, joint venture partners and agents outside of the United States may fail to comply with other applicable laws. Allegations of violations of applicable anti-corruption laws have resulted and may in the future result in internal, independent, or government investigations. Violations of anti-corruption laws may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which could have a material adverse effect on our business, consolidated results of operations and consolidated financial condition.

In addition, the shipment of goods, services, and technology across international borders subjects us to extensive trade laws and regulations. Our import activities are governed by the unique customs laws and regulations in each of the countries where we operate. Moreover, many countries, including the United States, control the export, re-export, and in-country transfer of certain goods, services, and technology and impose related export recordkeeping and reporting obligations. Governments may also impose economic sanctions against certain countries, persons, and entities that may restrict or prohibit transactions involving such countries, persons, and entities, which may limit or prevent our conduct of business in certain jurisdictions. During 2014, the United States and European Union imposed sectoral sanctions directed at Russia's oil and gas industry. Among other things, these sanctions restrict the provision of U.S. and EU goods, services, and technology in support of exploration or production for deep water, Arctic offshore, or shale projects that have the potential to produce oil in Russia. These sanctions resulted in our winding down and ending work on two projects in Russia in 2014 and have prevented us from pursuing certain other projects in Russia. In 2017 and 2018, the U.S. Government imposed additional sanctions against Russia, Russia's oil and gas industry, and certain Russian companies. In connection with increasing tensions between Russia and the United States regarding Russia's intentions with respect to Ukraine, the United States has threatened to impose aggressive additional sanctions against Russia if Russia invades Ukraine. Our ability to engage in certain future projects in Russia or involving certain Russian customers is dependent upon whether or not our involvement in such projects is restricted under U.S. or EU sanctions laws and the extent to which any of our current or prospective operations in Russia or with certain Russian customers may be subject to those laws. Those laws may change from time to time, and any expansion of sanctions against Russia's oil and gas industry could further hinder our ability to do business in Russia or with certain Russian customers, which could have a material adverse effect on our consolidated results of operations.

The U.S. Government imposed sanctions against Venezuela that have effectively required us to discontinue our operations there. Consequently, in connection with us winding down our operations in Venezuela, we wrote down all of our remaining investment in Venezuela in 2020. As of December 29, 2020, we no longer had any employees in Venezuela, although we continue to maintain our local entity, facilities, and equipment in-country, as permitted under applicable law. We are not currently conducting any other operational activities in Venezuela.

The laws and regulations concerning import activity, export recordkeeping and reporting, export control and economic sanctions are complex and constantly changing. These laws and regulations can cause delays in shipments and unscheduled operational downtime. Moreover, any failure to comply with applicable legal and regulatory trading obligations could result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from governmental contracts, seizure of shipments, and loss of import and export privileges. In addition, investigations by governmental authorities and legal, social, economic, and political issues in these countries could have a material adverse effect on our business, consolidated results of operations and consolidated financial condition.

Changes in, compliance with, or our failure to comply with laws in the countries in which we conduct business may negatively impact our ability to provide services in, make sales of equipment to, and transfer personnel or equipment among some of those countries and could have a material adverse effect on our business and consolidated results of operations.

In the countries in which we conduct business, we are subject to multiple and, at times, inconsistent regulatory regimes, including those that govern our use of radioactive materials, explosives, and chemicals in the course of our operations. Various national and international regulatory regimes govern the shipment of these items. Many countries, but not all, impose special controls upon the export and import of radioactive materials, explosives, and chemicals. Our ability to do business is subject to maintaining required licenses and complying with these multiple regulatory requirements applicable to these special products. In addition, the various laws governing import and export of both products and technology apply to a wide range of services and products we offer. In turn, this can affect our employment practices of hiring people of different nationalities because these laws may prohibit or limit access to some products or technology by employees of various nationalities. Changes in, compliance with, or our failure to comply with these laws may negatively impact our ability to provide services in, make sales of equipment to, and transfer personnel or equipment among some of the countries in which we operate and could have a material adverse effect on our business and consolidated results of operations.

The adoption of any future federal, state, or local laws or implementing regulations imposing reporting obligations on, or limiting or banning, the hydraulic fracturing process could make it more difficult to complete natural gas and oil wells and could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Various federal and state legislative and regulatory initiatives, as well as actions in other countries, have been or could be undertaken that could result in additional requirements or restrictions being imposed on hydraulic fracturing operations. For example, the United States may seek to adopt federal regulations or enact federal laws that would impose additional regulatory requirements on or even prohibit hydraulic fracturing in some areas. Legislation and/or regulations have been adopted in many U.S. states that require additional disclosure regarding chemicals used in the hydraulic fracturing process but that generally include protections for proprietary information. Legislation, regulations, and/or policies have also been adopted at the state level that impose other types of requirements on hydraulic fracturing operations (such as limits on operations in the event of certain levels of seismic activity). Additional legislation and/or regulations have been adopted or are being considered at the state and local level that could impose further chemical disclosure or other regulatory requirements (such as prohibitions on hydraulic fracturing operations in certain areas) that could affect our operations. Four states (New York, Maryland, Vermont, and Washington) have banned the use of high volume hydraulic fracturing, Oregon has adopted a five-year moratorium, and Colorado has enacted legislation providing local governments with regulatory authority over hydraulic fracturing operations. Local jurisdictions in some states have adopted ordinances that restrict or in certain cases prohibit the use of hydraulic fracturing, although many of these ordinances have been challenged and some have been overturned. In addition, governmental authorities in various foreign countries where we have provided or may provide hydraulic fracturing services have imposed or are considering imposing various restrictions or conditions that may affect hydraulic fracturing operations. The adoption of any future federal, state, local, or foreign laws or regulations imposing reporting obligations on, or limiting or banning, the hydraulic fracturing process could make it more difficult to complete natural gas and oil wells and could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Liability for cleanup costs, natural resource damages and other damages arising as a result of environmental laws and regulations could be substantial and could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

We are subject to numerous environmental laws and regulations in the United States and the other countries where we do business. We evaluate and address the environmental impact of our operations by assessing and remediating contaminated properties to avoid future liabilities and comply with legal and regulatory requirements. From time to time, claims have been made against us under environmental laws and regulations. In the United States, environmental laws and regulations typically impose strict liability. Strict liability means that in some situations we could be exposed to liability for cleanup costs, natural resource damages, and other damages as a result of our conduct that was lawful at the time it occurred or the conduct of prior operators or other third parties. We are periodically notified of potential liabilities at federal and state superfund sites. These potential liabilities may arise from both historical Halliburton operations and the historical operations of companies that we have acquired. Our exposure at these sites may be materially impacted by unforeseen adverse developments both in the final remediation costs and with respect to the final allocation among the various parties involved at the sites. The relevant regulatory agency may bring suit against us for amounts in excess of what we have accrued and what we believe is our proportionate share of remediation costs at any superfund site. We also could be subject to third-party claims, including punitive damages, with respect to environmental matters for which we have been named as a potentially responsible party. Liability for damages arising as a result of environmental laws or related third-party claims could be substantial and could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Failure on our part to comply with, and the costs of compliance with, applicable health, safety, and environmental requirements could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

In addition to the numerous environmental laws and regulations that apply to our operations, we are subject to a variety of laws and regulations in the United States and other countries relating to health and safety. Among those laws and regulations are those covering hazardous materials and requiring emission performance standards for facilities. For example, our well service operations routinely involve the handling of significant amounts of waste materials, some of which are classified as hazardous substances. We also store, transport, and use radioactive and explosive materials in certain of our operations. Applicable regulatory requirements include those concerning:

- the containment and disposal of hazardous substances, oilfield waste, and other waste materials;
- the production, storage, transportation and use of explosive materials;
- the importation and use of radioactive materials;
- the use of underground storage tanks;
- the use of underground injection wells; and
- the protection of worker safety both onshore and offshore.

These and other requirements generally are becoming increasingly strict. The failure to comply with the requirements, many of which may be applied retroactively, may result in:

- administrative, civil, and criminal penalties;
- revocation of permits to conduct business; and
- corrective action orders, including orders to investigate and/or clean up contamination.

Failure on our part to comply with applicable health, safety, and environmental laws and regulations or costs arising from regulatory compliance, including compliance with changes in or expansion of applicable regulatory requirements, could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Existing or future laws, regulations, treaties, or international agreements related to greenhouse gases, climate change, and alternative energy sources could have a negative impact on our business and may result in additional compliance obligations that could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Changes in or the adoption or enactment of laws, regulations, treaties or international agreements related to greenhouse gases, climate change, and alternative energy sources, including changes that may make it more expensive to explore for and produce oil and natural gas, may negatively impact demand for our services and products. For example, oil and natural gas exploration and production may decline as a result of environmental requirements, including land use policies responsive to environmental concerns. State, national, and international governments and agencies in areas in which we conduct business continue to evaluate, and in some instances adopt, climate-related legislation and other regulatory initiatives that would restrict emissions of greenhouse gases. The President of the United States has issued Executive Orders seeking to adopt new regulations and policies to address climate change and to suspend, revise, or rescind prior agency actions that the administration identified as conflicting with its climate policies. These include Executive Orders requiring a review of current U.S. federal lands leasing and permitting practices, as well as a temporary halt of new leasing of U.S. federal lands and offshore waters available for oil and gas exploration. The Executive Orders halting the leasing of U.S. federal lands were challenged in court and remain subject to litigation. As a result of the review of leasing and permitting practices, the U.S. Department of the Interior has recommended increasing the royalty rate payable to the U.S. government by operators, as well as bonding requirements and emissions requirements for operators. Some form of these recommendations may become applicable to operations on U.S. federal leases, which could have a negative effect on exploration and production of oil and natural gas given the increased costs associated with any such changes. In February 2021, the United States formally re-joined the Paris Agreement. The Paris Agreement requires countries to review and “represent a progression” in their intended nationally determined contributions, which set greenhouse gases emission reduction goals, every five years. Though we are closely following developments in this area and changes in the regulatory landscape in the United States, we cannot predict how or when those challenges may ultimately impact our business. Because our business depends on the level of activity in the oil and natural gas industry, existing or future laws, regulations, treaties, or international agreements related to greenhouse gases and climate change, including incentives to conserve energy or use alternative energy sources, may reduce demand for oil and natural gas and could have a negative impact on our business. Likewise, such restrictions may result in additional compliance obligations with respect to the release, capture, sequestration, and use of carbon dioxide. The efforts we have taken, and may undertake in the future, to respond to these evolving or new regulations and to environmental initiatives of customers, investors, and others may increase our costs. These and other environmental requirements could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

The Company could be subject to changes in its tax rates, the adoption of new tax legislation, tax audits, or exposure to additional tax liabilities that could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

We are subject to taxes in the U.S. and numerous jurisdictions where we operate and our subsidiaries are organized. Due to economic and political conditions, tax rates in the U.S. and other jurisdictions may be subject to significant change. In addition, our tax returns are subject to examination by the U.S. and other tax authorities and governmental bodies. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of the examinations. An increase in tax rates, particularly in the U.S., changes in our ability to realize our deferred tax assets, or adverse outcomes resulting from examinations of our tax returns could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our operations are subject to political and economic instability and risk of government actions that could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

We are exposed to risks inherent in doing business in each of the countries in which we operate. Our operations are subject to various risks unique to each country that could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition. With respect to any particular country, these risks may include:

- political and economic instability, including:
  - civil unrest, acts of terrorism, war, and other armed conflict;
  - inflation; and
  - currency fluctuations, devaluations, and conversion restrictions; and
- governmental actions that may:
  - result in expropriation and nationalization of our assets in that country;
  - result in confiscatory taxation or other adverse tax policies;
  - limit or disrupt markets or our customers and our operations, restrict payments, or limit the movement of funds;
  - impose sanctions on our ability to conduct business with certain customers or persons;
  - result in the deprivation of contract rights; and
  - result in the inability to obtain or retain licenses required for operation.

For example, due to the unsettled political conditions in many oil-producing countries, our operations, revenue, and profits are subject to the adverse consequences of war, terrorism, civil unrest, strikes, currency controls, and governmental actions. These, and other risks described above, could result in the loss of our personnel or assets, cause us to evacuate our personnel from certain countries, cause us to increase spending on security worldwide, cause us to cease operating in certain countries, disrupt financial and commercial markets, including the supply of and pricing for oil and natural gas, and generate greater political and economic instability in some of the geographic areas in which we operate. Areas where we operate that have significant risk include, but are not limited to: the Middle East, North Africa, Angola, Argentina, Azerbaijan, Brazil, Indonesia, Kazakhstan, Mexico, Mozambique, Nigeria, Papa New Guinea, Russia, and Ukraine. In addition, any possible reprisals as a consequence of military or other action, such as acts of terrorism in the United States or elsewhere, could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

General Risk Factors

The COVID-19 pandemic and related economic repercussions could have a material adverse effect on our business, liquidity, consolidated results of operations, and consolidated financial condition.

The COVID-19 pandemic and related economic repercussions created significant volatility, uncertainty, and turmoil in the oil and gas industry during the last two years. Since the onset of the pandemic in early 2020, these events directly affected our business and exacerbated the negative impact from many of the risks our business is subject to, including those relating to the worldwide demand for oil and natural gas, our customers' capital spending and the impact on oil and natural gas prices. In addition, the pandemic and efforts to mitigate its spread have resulted in logistical challenges to our operations, including travel restrictions that prevent our personnel from commuting to certain facilities and job sites. These logistical challenges could increase if the pandemic worsens or persists.

Oil demand during 2020 and 2021 was substantially less than demand in 2019 as a result of the virus and corresponding measures taken around the world to mitigate its spread. Though demand began to increase during the latter part of 2021, a worsening of the virus could result in an increase in mitigation efforts and a reduction in demand for oil and gas and our services and products.

Given the nature and significance of the events described above, we are not able to enumerate all related potential risks to our business; however, we believe that in addition to the impacts described above, other current and potential impacts of these recent events include, but are not limited to:

- disruption to our supply chain for raw materials essential to our business, including restrictions on importing and exporting products and inflationary pressures;
- notices from customers, suppliers, and other third parties arguing that their non-performance under our contracts with them is permitted as a result of force majeure or other reasons;
- liquidity challenges, including impacts related to delayed customer payments and payment defaults associated with customer liquidity issues and bankruptcies;
- a credit rating downgrade of our corporate debt and potentially higher borrowing costs in the future;
- cybersecurity issues, as digital technologies may become more vulnerable and experience a higher rate of cyberattacks in the current environment of remote connectivity;

- litigation risk and possible loss contingencies related to COVID-19 and its impact, including with respect to commercial contracts, employee matters, and insurance arrangements;
- additional costs associated with rationalization of our portfolio of real estate facilities, including possible exit of leases and facility closures to align with expected activity and workforce capacity;
- additional asset impairments, including an impairment of the carrying value of our goodwill, along with other accounting charges;
- infections and quarantining of our employees and the personnel of our customers, suppliers, and other third parties in areas in which we operate;
- actions undertaken by national, regional, and local governments and health officials to contain COVID-19 or treat its effects; and
- a structural shift in the global economy and its demand for oil and natural gas as a result of changes in the way people work, travel, and interact, or in connection with a global recession or depression.

Given the dynamic nature of these events, we cannot reasonably estimate the period of time that the COVID-19 pandemic and related market conditions will persist or any changes in their severity, the full extent of the impact they will have on our business, financial condition, results of operations or cash flows or the pace or extent of any recovery. For more information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Executive Overview."

Our operations are subject to cyberattacks that could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

We are increasingly dependent on digital technologies and services to conduct our business. We use these technologies for internal purposes, including data storage, processing, and transmissions, as well as in our interactions with our business associates, such as customers and suppliers. Examples of these digital technologies include analytics, automation, and cloud services. Our digital technologies and services, and those of our business associates, are subject to the risk of cyberattacks and, given the nature of such attacks, some incidents can remain undetected for a period of time despite efforts to detect and respond to them in a timely manner. We routinely monitor our systems for cyber threats and have processes in place to detect and remediate vulnerabilities. Nevertheless, we have experienced occasional cyberattacks and attempted breaches over the past year, including attacks resulting from phishing emails and malware infections. We detected and remediated all of these incidents. Even if we successfully defend our own digital technologies and services, we also rely on our business associates, with whom we may share data and services, to defend their digital technologies and services against attack. No known leakage of material financial, technical or customer data occurred as a result of cyberattacks against us and none of the incidents mentioned above had a material adverse effect on our business, operations, reputation, or consolidated results of operations or consolidated financial condition.

If our systems, or our business associates' systems, for protecting against cybersecurity risks prove not to be sufficient, we could be adversely affected by, among other things: loss of or damage to intellectual property, proprietary, or confidential information, or customer, supplier, or employee data; interruption of our business operations; and increased costs required to prevent, respond to, or mitigate cybersecurity attacks. These risks could harm our reputation and our relationships with our business associates, employees, and other third parties, and may result in claims against us. These risks could have a material adverse effect on our business, consolidated results of operations and consolidated financial condition.

We are subject to foreign currency exchange risks and limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries or to repatriate assets from some countries.

A sizable portion of our consolidated revenue and consolidated operating expenses is in foreign currencies. As a result, we are subject to significant risks, including:

- foreign currency exchange risks resulting from changes in foreign currency exchange rates and the implementation of exchange controls; and
- limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries.

As an example, we conduct business in countries that have restricted or limited trading markets for their local currencies and restrict or limit cash repatriation. We may accumulate cash in those geographies, but we may be limited in our ability to convert our profits into United States dollars or to repatriate the profits from those countries.

If we lose one or more of our significant customers or if our customers delay paying or fail to pay a significant amount of our outstanding receivables, it could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

We depend on a limited number of significant customers. While no single customer represented more than 10% of consolidated revenue in any period presented, the loss of one or more significant customers could have a material adverse effect on our business and our consolidated results of operations.

In most cases, we bill our customers for our services in arrears and are, therefore, subject to our customers delaying or failing to pay our invoices. We may experience increased delays and failures due to, among other reasons, a reduction in our customers' cash flow from operations and their access to the credit markets, particularly in weak economic or commodity price environments. If our customers delay paying or fail to pay us a significant amount of our outstanding receivables, it could have a material adverse effect on our business, consolidated results of operations and consolidated financial condition.

Our acquisitions, dispositions and investments may not result in anticipated benefits and may present risks not originally contemplated, which may have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

We continually seek opportunities to maximize efficiency and value through various transactions, including purchases or sales of assets, businesses, investments, or joint venture interests. These transactions are intended to (but may not) result in the realization of savings, the creation of efficiencies, the offering of new products or services, the generation of cash or income, or the reduction of risk. Acquisition transactions may use cash on hand or be financed by additional borrowings or by the issuance of our common stock. These transactions may also affect our business, consolidated results of operations, and consolidated financial condition.

These transactions also involve risks, and we cannot ensure that:
- any acquisitions we attempt will be completed on the terms announced, or at all;
- any acquisitions would result in an increase in income or provide an adequate return of capital or other anticipated benefits;
- any acquisitions would be successfully integrated into our operations and internal controls;
- the due diligence conducted prior to an acquisition would uncover situations that could result in financial or legal exposure, including under the FCPA, or that we will appropriately quantify the exposure from known risks;
- any disposition would not result in decreased earnings, revenue, or cash flow;
- use of cash for acquisitions would not adversely affect our cash available for capital expenditures and other uses; or
- any dispositions, investments, or acquisitions, including integration efforts, would not divert management resources.

Actions of and disputes with our joint venture partners could have a material adverse effect on the business and results of operations of our joint ventures and, in turn, our business and consolidated results of operations.

We conduct some operations through joint ventures in which unaffiliated third parties may control the operations of the joint venture or we may share control. As with any joint venture arrangement, differences in views among the joint venture participants may result in delayed decisions, the joint venture operating in a manner that is contrary to our preference or in failures to agree on major issues. We also cannot control the actions of our joint venture partners, including any nonperformance, default, or bankruptcy of our joint venture partners. These factors could have a material adverse effect on the business and results of operations of our joint ventures and, in turn, our business and consolidated results of operations.

The loss or unavailability of any of our executive officers or other key employees could have a material adverse effect on our business.

We depend greatly on the efforts of our executive officers and other key employees to manage our operations. The loss or unavailability of any of our executive officers or other key employees could have a material adverse effect on our business.

Item 1(b). Unresolved Staff Comments.

None.

Item 2. Properties.

We own or lease numerous properties in domestic and foreign locations. Our principal properties include manufacturing facilities, research and development laboratories, technology centers, and corporate offices. We also have numerous small facilities that include sales, project and support offices, and bulk storage facilities throughout the world. Our owned properties have no material encumbrances. We believe all properties that we currently occupy are suitable for their intended use.

The following locations represent our major facilities by segment:

– *Completion and Production:* Arbroath, United Kingdom; Duncan, Oklahoma; Johor Bahru, Malaysia; Lafayette, Louisiana; Rio de Janeiro, Brazil; and Singapore

– *Drilling and Evaluation:* Alvarado, Texas and The Woodlands, Texas

– *Shared/corporate facilities:* Bangalore, India; Carrollton, Texas; Dhahran, Saudi Arabia; Dubai, United Arab Emirates; Houston, Texas (corporate executive offices); Kuala Lumpur, Malaysia; London, England; Moscow, Russia; Panama City, Panama; Pune, India; and Tananger, Norway

Item 3. Legal Proceedings.

Information related to Item 3. Legal Proceedings is included in Note 10 to the consolidated financial statements.

Item 4. Mine Safety Disclosures.

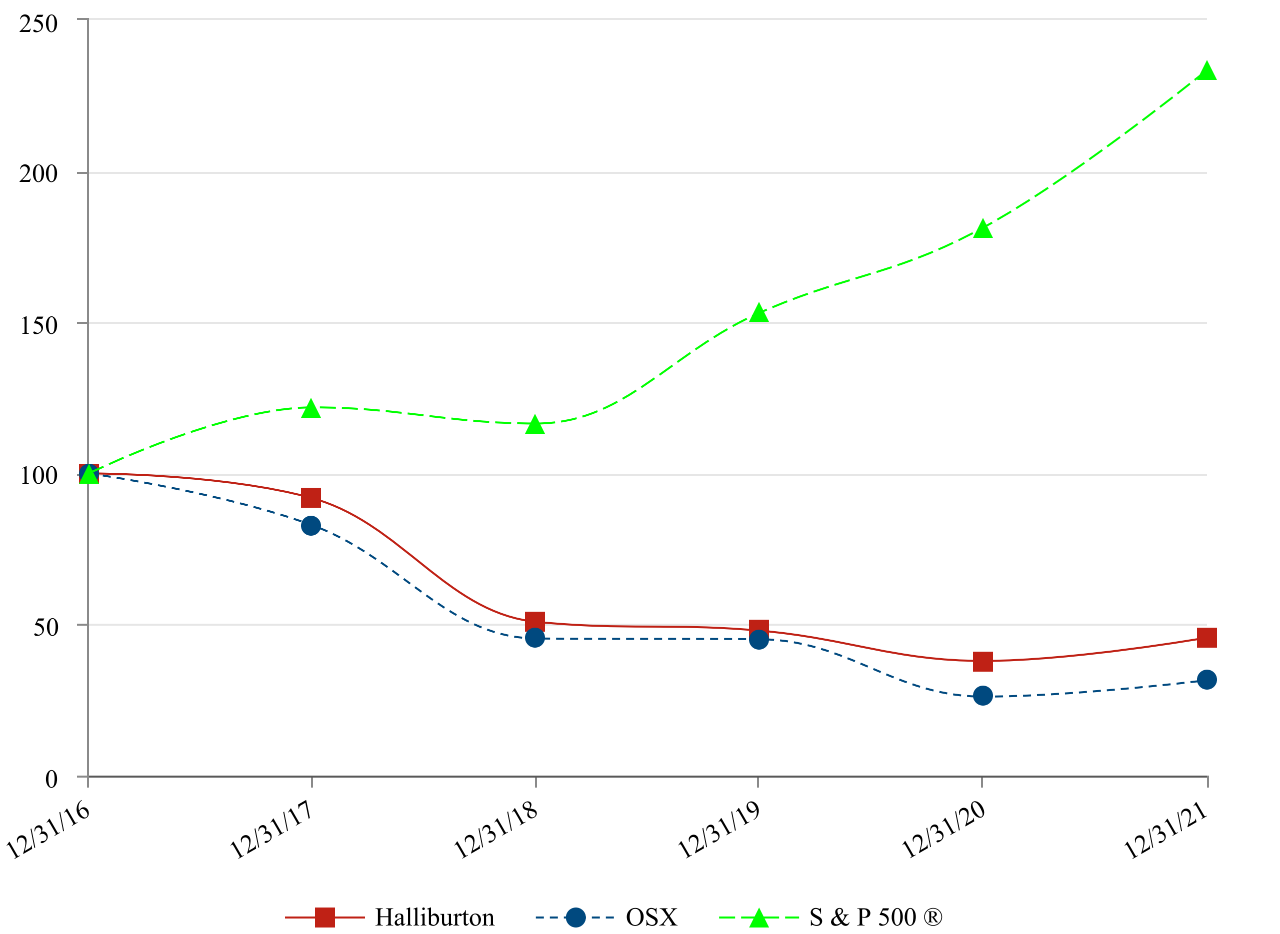
Our barite and bentonite mining operations, in support of our fluid services business, are subject to regulation by the U.S. Mine Safety and Health Administration under the Federal Mine Safety and Health Act of 1977. Information concerning mine safety violations or other regulatory matters required by section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is included in Exhibit 95 to this annual report.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Halliburton Company's common stock is traded on the New York Stock Exchange under the symbol "HAL." Information related to dividend payments is included in "Item 8. Financial Statements and Supplementary Data". The declaration and payment of future dividends will be at the discretion of the Board of Directors and will depend on, among other things, future earnings, general financial condition and liquidity, success in business activities, capital requirements, and general business conditions.

The following graph and table compare total shareholder return on our common stock for the five-year period ended December 31, 2021, with the Philadelphia Oil Service Index (OSX) and the Standard & Poor's 500 ® Index over the same period. This comparison assumes the investment of $100 on December 31, 2016 and the reinvestment of all dividends. The shareholder return set forth is not necessarily indicative of future performance. The following graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that Halliburton specifically incorporates it by reference into such filing.



	December 31					
	2016	2017	2018	2019	2020	2021
Halliburton	$ 100.00	$ 91.76	$ 80.87	$ 47.96	$ 37.94	$ 45.64
Philadelphia Oil Service Index (OSX)	100.00	82.80	45.36	45.11	26.13	31.55
Standard & Poor's 500 ® Index	100.00	121.83	116.49	153.17	181.35	233.41

At January 28, 2022, we had 10,582 shareholders of record. In calculating the number of shareholders, we consider clearing agencies and security position listings as one shareholder for each agency or listing.

The following table is a summary of repurchases of our common stock during the three-month period ended December 31, 2021.

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Program (b)
October 1 - 31	23,040	$23.68	—	$5,100,008,081
November 1 - 30	24,133	$25.05	—	$5,100,008,081
December 1 - 31	166,791	$22.22	—	$5,100,008,081
Total	213,964	$22.69	—	

(a) All of the 213,964 shares purchased during the three-month period ended December 31, 2021 were acquired from employees in connection with the settlement of income tax and related benefit withholding obligations arising from vesting in restricted stock grants. These shares were not part of a publicly announced program to purchase common stock.

(b) Our Board of Directors has authorized a plan to repurchase a specified dollar amount of our common stock from time to time. Approximately $5.1 billion remained authorized for repurchases as of December 31, 2021. From the inception of this program in February 2006 through December 31, 2021, we repurchased approximately 224 million shares of our common stock for a total cost of approximately $9.0 billion.

Item 6. (Reserved)

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

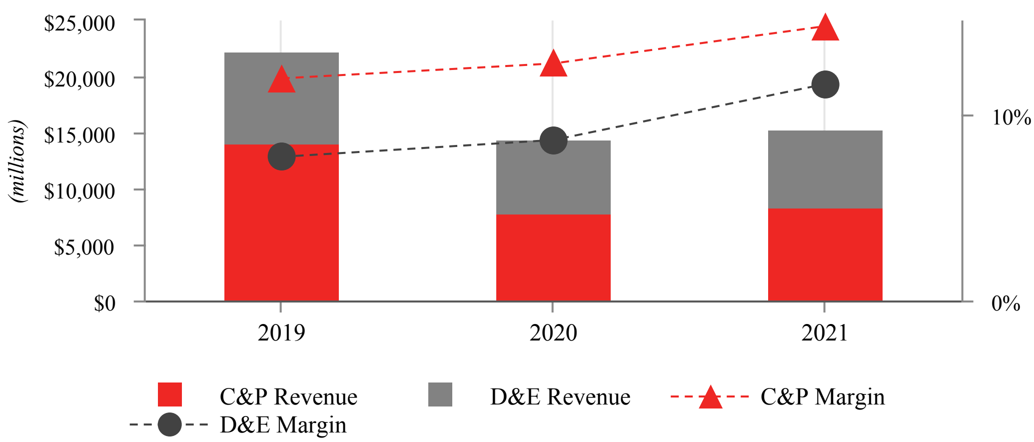
Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the consolidated and combined financial statements included in "Item 8. Financial Statements and Supplementary Data" contained herein.

EXECUTIVE OVERVIEW

Financial results

The oil and gas industry continued to be impacted from shutdowns and mitigation efforts related to the COVID-19 pandemic during 2021, though there are signs that business activity around the world has adjusted and continues to improve. Despite these difficulties, in 2021 we demonstrated resilience and a strong commitment to our execution culture and delivered increased revenues, operating income, and cash flows from operations. The following graph illustrates our revenue and operating margins for each operating segment over the past three years.

Financial Performance Summary



During 2021, we generated total company revenue of $15.3 billion, a 6% increase from the $14.4 billion of revenue generated in 2020, with our Completion and Production (C&P) segment increasing by 7% and our Drilling and Evaluation (D&E) segment increasing by 4%. These increases were driven primarily by increased demand for our products and services in North America land tied to a substantial improvement in the North America land rig count during 2021. We reported total company operating income of approximately $1.8 billion in 2021. This compares to operating loss of $2.4 billion in 2020 that was driven by $3.8 billion of impairments and other charges as a result of the unprecedented downturn in the oil and gas industry, including a significant decline in pressure pumping services in North America land, caused by the COVID-19 pandemic.

Internationally, revenue improved 2% in 2021 compared to 2020, primarily driven by higher activity for drilling and completions related services in Latin America which were partly offset by lower activity in the Eastern Hemisphere. Despite an 8% reduction in the international rig count during 2021, we improved our overall international margin.

Our North America revenue increased 11% in 2021 compared to 2020, resulting from higher activity and pricing in North America land primarily associated with increased stimulation and well construction services. While the North America land rig count is increasing, it is still below pre-pandemic levels. Even without improved pricing, we took advantage of the recovery in completions and drilling activity in 2021 and delivered margin improvement, demonstrating the operating leverage from our cost reductions and service delivery improvements in North America.

Sustainability and Energy Advancement

In the first quarter of 2021, we announced our target to achieve 40% reduction in Scope 1 and 2 emissions by 2035 from the 2018 baseline. This is consistent with our goal to reduce the carbon footprint and environmental impact of our operations and follows our commitment to set science-based targets. We continue to pursue our strategic initiatives around advancing cleaner, affordable energy, and using innovation and technology to reduce the environmental impact of producing oil and gas. We are continuing to develop and deploy low-carbon solutions to help oil and gas operators lower their current emissions profiles while also using our existing technologies in renewable energy applications. In addition, Halliburton Labs added eleven participating companies during 2021. Through Halliburton Labs, we gain insight into the energy transition value chain and foster the development of technologies that may help reduce the world's carbon footprint. Also, for 2021, we were named to the Dow Jones Sustainability Index North America for Energy Equipment and Services, which highlights the top 10% most sustainable North America companies in identified industries, as determined by S&P Global through their Corporate Sustainability Assessment.

Our operating performance and liquidity are described in more detail in "Liquidity and Capital Resources" and "Business Environment and Results of Operations."

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2021, we had $3.0 billion of cash and equivalents, compared to $2.6 billion of cash and equivalents at December 31, 2020.

Significant sources and uses of cash in 2021

Sources of cash:

- Cash flows from operating activities were $1.9 billion. This included a positive impact from the primary components of our working capital (receivables, inventories, and accounts payable) of a net $285 million, primarily associated with increased payables.

Uses of cash:

- In February of 2021, we repaid the $185 million principal balance of our 8.75% senior debentures at maturity.
- In August of 2021, we redeemed the entire $500 million aggregate principal amount outstanding of our 3.25% senior notes at par.
- Capital expenditures were $799 million.
- We paid $161 million of dividends to our shareholders.

Future sources and uses of cash

We manufacture most of our own equipment, which provides us with some flexibility to increase or decrease our capital expenditures based on market conditions. Capital spending for 2022 is currently expected to be $1.0 billion, remaining within our target of approximately 5-6% of revenue. We believe this level of spend will allow us to invest in our key strategic areas. However, we will continue to maintain capital discipline and monitor the rapidly changing market dynamics, and we may adjust our capital spend accordingly.

In 2022, we expect to pay approximately $443 million of interest on debt and approximately $351 million under our leasing arrangements. Payments for interest on our debt arrangements are expected to remain relatively flat for the foreseeable future. See Note 6 and Note 9 to the consolidated financial statements for additional information on expected future payments under our leasing arrangements and debt maturities.

We are not able to reasonably estimate the timing of cash outflows associated with our uncertain tax positions, in part because we are unable to predict the timing of potential tax settlements with applicable taxing authorities. As of December 31, 2021, we had $352 million of gross unrecognized tax benefits, excluding penalties and interest, of which we estimate $266 million may require us to make a cash payment. We estimate that approximately $198 million of the cash payment will not be settled within the next 12 months.

In January of 2022, we announced that our Board of Directors declared a dividend of $0.12 per share for the first quarter of 2022, or approximately $107 million, which represents a $0.075 increase from the quarterly dividend paid during 2021.

Our Board of Directors has authorized a program to repurchase our common stock from time to time. Approximately $5.1 billion remained authorized for repurchases as of December 31, 2021 and may be used for open market and other share purchases.

In January of 2022, we announced that on February 23, 2022, we will redeem $600 million aggregate principal amount of our 3.8% senior notes that mature in November 2025. The aggregate principal amount currently outstanding is approximately $1.0 billion. We plan to use cash on hand to fund the redemption.

We do not intend to incur additional debt in 2022, as we believe our cash on hand and earnings from operations are sufficient to cover our obligations for the year.

Other factors affecting liquidity

Financial position in current market. As of December 31, 2021, we had $3.0 billion of cash and equivalents and $3.5 billion of available committed bank credit under our revolving credit facility. We believe we have a manageable debt maturity profile, with approximately $1.6 billion coming due through 2026, which includes the $600 million debt we will redeem on February 23, 2022 as described above. Furthermore, we have no financial covenants or material adverse change provisions in our bank agreements, and our debt maturities extend over a long period of time. We believe our cash on hand, cash flows generated from operations, and our available credit facility will provide sufficient liquidity to address the challenges and opportunities of the current market and our global cash needs, including capital expenditures, working capital investments, dividends, if any, debt repayment, and contingent liabilities.

Guarantee agreements. In the normal course of business, we have agreements with financial institutions under which approximately $1.9 billion of letters of credit, bank guarantees, or surety bonds were outstanding as of December 31, 2021. Some of the outstanding letters of credit have triggering events that would entitle a bank to require cash collateralization, however, none of these triggering events have occurred. As of December 31, 2021, we had no material off-balance sheet liabilities and were not required to make any material cash distributions to our unconsolidated subsidiaries.

Credit ratings. Our credit ratings with Standard & Poor's (S&P) remain BBB+ for our long-term debt and A-2 for our short-term debt, with a stable outlook. Our credit ratings with Moody's Investors Service (Moody's) remain Baa1 for our long-term debt and P-2 for our short-term debt, with a stable outlook.

Customer receivables. In line with industry practice, we bill our customers for our services in arrears and are, therefore, subject to our customers delaying or failing to pay our invoices. We may experience increased delays and failures to pay our invoices due to, among other reasons, a reduction in our customers' cash flow from operations and their access to the credit markets, particularly in weak economic environments, as well as unsettled political conditions. Given the nature and significance of the pandemic and disruption in the oil and gas industry, we have experienced delayed customer payments and payment defaults associated with customer liquidity issues and bankruptcies.

Receivables from our primary customer in Mexico accounted for approximately 10% of our total receivables as of December 31, 2021. While we have experienced payment delays in Mexico, these amounts are not in dispute and we have not historically had, and we do not expect, any material write-offs due to collectability of receivables from this customer.

BUSINESS ENVIRONMENT AND RESULTS OF OPERATIONS

We operate in more than 70 countries throughout the world to provide a comprehensive range of services and products to the energy industry. Our revenue is generated from the sale of services and products to major, national, and independent oil and natural gas companies worldwide. The industry we serve is highly competitive with many substantial competitors in each segment of our business. In 2021, 2020, and 2019, based on the location of services provided and products sold, 40%, 38%, and 51%, respectively, of our consolidated revenue was from the United States. No other country accounted for more than 10% of our revenue.

Activity within our business segments is significantly impacted by spending on upstream exploration, development, and production programs by our customers. Also impacting our activity is the status of the global economy, which impacts oil and natural gas consumption. The COVID-19 pandemic and efforts to mitigate its effect had a substantial negative impact on the global economy and demand for oil in 2020 and 2021. As discussed earlier, although there are signs of improvement in many areas around the world, the potential for new lockdowns and other mitigation efforts to deal with an increase in infection rates or new variants remains a key risk for oil demand.

Some of the more significant determinants of current and future spending levels of our customers are oil and natural gas prices and our customers' expectations about future prices, global oil supply and demand, completions intensity, the world economy, the availability of capital, government regulation, and global stability, which together drive worldwide drilling and completions activity. Additionally, many of our customers in North America have shifted their strategy from production growth to operating within cash flow and generating returns, and we generally expect that to continue in 2022. Lower oil and natural gas prices usually translate into lower exploration and production budgets and lower rig count, while the opposite is usually true for higher oil and natural gas prices. Our financial performance is therefore significantly affected by oil and natural gas prices and worldwide rig activity, which are summarized in the tables below.

The table below shows the average oil and natural gas prices for West Texas Intermediate (WTI), United Kingdom Brent crude oil, and Henry Hub natural gas.

	2021	2020	2019
Oil price - WTI (1)	$ 67.99	$ 39.23	$ 56.98
Oil price - Brent (1)	70.68	41.76	64.36
Natural gas price - Henry Hub (2)	3.91	2.04	2.54

(1) Oil price measured in dollars per barrel.

(2) Natural gas price measured in dollars per million British thermal units (Btu), or MMBtu.

The historical average rig counts based on the weekly Baker Hughes rig count data were as follows:

	2021	2020	2019
U.S. Land	465	418	920
U.S. Offshore	15	15	23
Canada	132	89	134
North America	612	522	1,077
International	755	825	1,098
Worldwide total	1,367	1,347	2,175

Business outlook

We believe that commodity prices will remain supportive of our business through 2022. According to the United States Energy Information Administration (EIA) January 2022 "Short Term Energy Outlook," the EIA expects Brent crude oil spot prices to average $75 per barrel for the full year of 2022, an increase of approximately 6% over the full year of 2021 average price per barrel. The EIA expects the WTI spot prices to average $71 per barrel for the full year of 2022, an increase of approximately 4% over full year of 2021 average price per barrel. On January 31, 2022, the Brent crude oil spot price was $89 per barrel and the WTI spot price was $88 per barrel.

The EIA's report projects Henry Hub natural gas prices to average $3.79 per MMBtu for the full year of 2022, a slight decrease over full year of 2021 averages. On January 31, 2022, the Henry Hub natural gas price was $4.87 per MMBtu.

The International Energy Agency's (IEA) January 2022 "Oil Market Report" (OMR) forecasts 2022 global oil demand to reach 100.8 million barrels per day, an increase of 4% from 2021. The EIA reported crude oil production in the United States averaged 11.2 million barrels per day in 2021, and the EIA expects production to average 11.8 million barrels per day in 2022, an approximate 5% increase. In addition, the EIA expects crude oil production in the United States to rise to 12.4 million barrels per day in 2023.

The recent surge of new COVID-19 cases related to the Omicron variant dampened the expectations of some economists regarding economic recovery and increasing demand for oil. For example, due to travel restrictions put in place as a result of Omicron, the global oil demand forecast for 2022 was originally revised down by forecasters, including the IEA and EIA, primarily to account for projected reduced jet fuel use. However, the wave of infections related to the Omicron variant appears to be less severe and potentially of shorter duration than prior waves. Consequently, we and the IEA, do not believe that this surge should overturn the recovery in oil demand that is underway. With widespread vaccination campaigns, and the apparent lower rates of serious illness, and hospitalization resulting from the recent wave, we expect that this wave is likely to have a more muted impact on the economy and demand for oil than previous COVID-19 waves.

Based on our expectations regarding the Omicron variant's impact on the demand for oil and assuming a more severe variant does not become widespread during 2022, we expect international activity growth to maintain momentum and customer spending to increase in the range of 14-16% in 2022, led by operators with shorter-cycle production opportunities committing additional capital to meet increasing oil demand. Internationally, we anticipate projects in the Middle East, Russia, and Latin America to attract the most investment, with lower levels of activity increases in Africa and Europe. While large tenders remain competitive, we see pricing traction on new work and contract renewals, including integrated contracts. We also expect to accelerate work on projects that were delayed or slowed due to pandemic-related travel restrictions.

In North America, consistent with historical trends, the recovery in activity was faster and more pronounced than in the international markets. North America drilling activity outpaced completions as operators prepared well inventory for 2022. Given the stronger commodity price environment, we anticipate customer spending to grow more than 25% in 2022, as compared to 2021, with the highest increase coming from private operators. We expect this will enable us to secure net pricing gains for our fracturing fleet as well as our drilling, cementing, drill bits, and artificial lift businesses. We expect most publicly traded exploration and production (E&Ps) companies to continue to prioritize returns, while delivering production into a supportive market.

RESULTS OF OPERATIONS IN 2021 COMPARED TO 2020

Revenue:			Favorable	Percentage
Millions of dollars	2021	2020	(Unfavorable)	Change
Completion and Production	$ 8,410	$ 7,839	$ 571	7 %
Drilling and Evaluation	6,885	6,606	279	4
Total revenue	$ 15,295	$ 14,445	$ 850	6 %
By geographic region:				
North America	$ 6,371	$ 5,731	$ 640	11 %
Latin America	2,362	1,668	694	42
Europe/Africa/CIS	2,719	2,813	(94)	(3)
Middle East/Asia	3,843	4,233	(390)	(9)
Total	$ 15,295	$ 14,445	$ 850	6 %

Operating income (loss):			Favorable	Percentage
Millions of dollars	2021	2020	(Unfavorable)	Change
Completion and Production	$ 1,238	$ 995	$ 243	24 %
Drilling and Evaluation	801	569	232	41
Total	2,039	1,564	475	30
Corporate and other	(227)	(201)	(26)	(13)
Impairments and other charges	(12)	(3,799)	3,787	100
Total operating income (loss)	$ 1,800	$ (2,436)	$ 4,236	n/m
n/m = not meaningful				

Consolidated revenue in 2021 was $15.3 billion, an increase of $850 million, or 6%, compared to 2020, mainly due to higher activity and pricing in North America land and Latin America, primarily associated with stimulation services and well construction services. Also, artificial lift activity in North America land and wireline activity in Latin America showed improvements. Partially offsetting these increases were declines in completion tool sales and drilling-related services in the Eastern Hemisphere and lower stimulation activity in Middle East/Asia. Revenue from North America was 42% of consolidated revenue in 2021 and 40% of consolidated revenue in 2020.

We reported consolidated operating income of $1.8 billion in 2021. This compares to an operating loss of $2.4 billion in 2020, driven by $3.8 billion of impairments and other charges taken in 2020. An increase in activity and pricing for stimulation and well construction services in North America land and Latin America during 2021 positively impacted operating results. Also, global wireline activity and project management activity in Latin America and Middle East/Asia improved. These increases were partially offset by lower software sales globally. See Note 2 to the consolidated financial statements for further discussion on impairments and other charges.

OPERATING SEGMENTS

Completion and Production

Completion and Production revenue was $8.4 billion in 2021, an increase of $571 million, or 7%, compared to 2020. Operating income was $1.2 billion in 2021, a 24% increase from $995 million in 2020. These results were primarily driven by increased activity and pricing for pressure pumping services in North America land, Latin America, and Europe Africa/CIS, higher artificial lift activity in North America land, increased well intervention services in Latin America, and increased pipeline services in China, Russia, and the United Kingdom. Partially offsetting these results were decreases in completion tool sales in the Eastern Hemisphere, Canada, and the Gulf of Mexico, along with lower pressure pumping services in Middle East/Asia, the Gulf of Mexico, and Canada.

Drilling and Evaluation

Drilling and Evaluation revenue was $6.9 billion in 2021, an increase of $279 million, or 4%, from 2020. Operating income was $801 million in 2021, an increase of $232 million, or 41%, compared to 2020. These results were primarily related to increased drilling-related services in the Western Hemisphere, improved project management activity in Ecuador, Mexico, Oman, Saudi Arabia, increased well control activity in Nigeria, and increased wireline activity and testing services in Latin America. These improvements were partially offset by reduced drilling-related services in the Eastern Hemisphere, lower wireline activity and testing services in Saudi Arabia, a decline in software sales globally, and lower project management activity in India and Iraq.

GEOGRAPHIC REGIONS

North America

North America revenue was $6.4 billion in 2021, an 11% increase compared to 2020, resulting from higher activity and pricing in North America land, primarily associated with pressure pumping services, drilling-related services, and artificial lift activity. These increases were partially offset by lower pressure pumping services in Canada and completion tool sales in Canada and the Gulf of Mexico. Also, software sales and wireline activity were lower across the region.

Latin America

Latin America revenue was $2.4 billion in 2021, a 42% increase compared to 2020, resulting primarily from improvements in stimulation activity, well construction services, wireline activity, completion tool sales, and testing services in Argentina, coupled with increased fluid services in the Caribbean and Brazil. Also improving were pressure pumping services, project management activity, testing services, drilling services, and completion tool sales in Mexico, along with improved drilling services in Brazil and increased well intervention services across the region. In addition, project management activity was higher in Ecuador. Partly offsetting these increases were lower completion tool sales in Trinidad and reduced software sales across the region.

Europe/Africa/CIS

Europe/Africa/CIS revenue was $2.7 billion in 2021, a 3% decrease compared to 2020. The decrease was driven by lower activity across multiple product service lines in Russia combined with lower fluid services and completion tool sales across the region, coupled with reduced cementing activity in Nigeria. These declines were partially offset by increases in completion tool sales and cementing activity in Norway, testing services in Algeria, project management activity in Nigeria, pressure pumping services in Angola, pipeline services in the United Kingdom, and wireline activity across the region.

Middle East/Asia

Middle East/Asia revenue was $3.8 billion in 2021, a 9% decrease compared to 2020. The decrease was primarily from reduced activity across multiple product service lines in Saudi Arabia, Indonesia, and United Arab Emirates, lower completion tool sales and pressure pumping services across the region, and reduced project management activity in India and Iraq. Partially offsetting these decreases were higher project management activity and drilling services in Oman and increased pipeline services in China.

OTHER OPERATING ITEMS

Impairments and other charges. During 2021, we recognized $12 million of net charges. This includes $36 million of depreciation catch-up expense related to assets previously classified as held for sale related to our Pipeline and Process Services business, $15 million of severance costs, and $35 million of other items, partially offset by a $74 million gain related to the closing of the structured transaction for our North America real estate assets. This compares to $3.8 billion of impairments and other charges recorded in 2020, consisting of asset impairments primarily associated with pressure pumping and drilling equipment, as well as severance and other costs incurred as we adjusted our cost structure during the year. See Note 2 to the consolidated financial statements for further discussion on these charges.

NONOPERATING ITEMS

Loss on early extinguishment of debt. During the year ended December 31, 2020, we recorded a $168 million loss on the early extinguishment of debt, which included a tender premium, unamortized discounts and costs on the retired notes, and tender fees. See Note 9 to the consolidated financial statements for further information.

Income tax (provision) benefit. Our tax (provisions) benefits are sensitive to the geographic mix of earnings and our ability to use our deferred tax assets. During 2021, we recorded a total income tax benefit of $216 million on pre-tax income of $1.3 billion, resulting in an effective tax rate of -17.2%. We recorded a tax benefit of approximately $500 million during 2021, primarily due to the partial release of a valuation allowance on our deferred tax assets. This release was based on improved market conditions and reflects our expectation to utilize these deferred tax assets. During 2020, we recorded a total income tax benefit of $278 million on pre-tax loss of $3.2 billion, resulting in an effective tax rate of 8.6%. See Note 11 to the consolidated financial statements for significant drivers of these tax (provisions) benefits.

RESULTS OF OPERATIONS IN 2020 COMPARED TO 2019

Information related to the comparison of our operating results between the years 2020 and 2019 is included in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2020 Form 10-K filed with the SEC and is incorporated by reference into this annual report on Form 10-K.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires the use of judgments and estimates. Our critical accounting policies are described below to provide a better understanding of how we develop our assumptions and judgments about future events and related estimates and how they can impact our financial statements. A critical accounting estimate is one that requires our most difficult, subjective, or complex judgments and assessments and is fundamental to our results of operations. We identified our most critical accounting estimates to be:

- forecasting our income tax (provision) benefit, including our future ability to utilize foreign tax credits and the realizability of deferred tax assets (including net operating loss carryforwards), and providing for uncertain tax positions;
- legal and investigation matters;
- valuations of long-lived assets, including intangible assets and goodwill; and
- allowance for credit losses.

We base our estimates on historical experience and on various other assumptions we believe to be reasonable according to the current facts and circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We believe the following are the critical accounting policies used in the preparation of our consolidated financial statements, as well as the significant estimates and judgments affecting the application of these policies. This discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included in this report.

Income tax accounting

We recognize the amount of taxes payable or refundable for the current year and use an asset and liability approach in recognizing the amount of deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. We apply the following basic principles in accounting for our income taxes:

- a current tax liability or asset is recognized for the estimated taxes payable or refundable on tax returns for the current year;
- a deferred tax liability or asset is recognized for the estimated future tax effects attributable to temporary differences and carryforwards;
- the measurement of current and deferred tax liabilities and assets is based on provisions of the enacted tax law, and the effects of potential future changes in tax laws or rates are not considered; and
- the value of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized.

We determine deferred taxes separately for each tax-paying component (an entity or a group of entities that is consolidated for tax purposes) in each tax jurisdiction. That determination includes the following procedures:

- identifying the types and amounts of existing temporary differences;
- measuring the total deferred tax liability for taxable temporary differences using the applicable tax rate;
- measuring the total deferred tax asset for deductible temporary differences and operating loss carryforwards using the applicable tax rate;
- measuring the deferred tax assets for each type of tax credit carryforward; and
- reducing the deferred tax assets by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Our methodology for recording income taxes requires a significant amount of judgment and the use of assumptions and estimates. Additionally, we use forecasts of certain tax elements, such as taxable income and foreign tax credit utilization, as well as evaluate the feasibility of implementing tax planning strategies. Given the inherent uncertainty involved with the use of such variables, there can be significant variation between anticipated and actual results that could have a material impact on our income tax accounts related to continuing operations.

We have operations in more than 70 countries. Consequently, we are subject to the jurisdiction of a significant number of taxing authorities. The income earned in these various jurisdictions is taxed on differing bases, including net income actually earned, net income deemed earned, and revenue-based tax withholding. Our tax filings are routinely examined in the normal course of business by tax authorities. The final determination of our income tax liabilities involves the interpretation of local tax laws, tax treaties and related authorities in each jurisdiction, as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved, the timing and nature of income earned and expenditures incurred. The final determination of tax audits or changes in the operating environment, including changes in tax law and currency/repatriation controls, could impact the determination of our income tax liabilities for a tax year and have an adverse effect on our financial statements.

Tax filings of our subsidiaries, unconsolidated affiliates and related entities are routinely examined in the normal course of business by tax authorities. These examinations may result in assessments of additional taxes, which we work to resolve with the tax authorities and through the judicial process. Predicting the outcome of disputed assessments involves some uncertainty. Factors such as the availability of settlement procedures, willingness of tax authorities to negotiate, and the operation and impartiality of judicial systems vary across the different tax jurisdictions and may significantly influence the ultimate outcome. We review the facts for each assessment, and then utilize assumptions and estimates to determine the most likely outcome and provide taxes, interest, and penalties, as needed based on this outcome. We provide for uncertain tax positions pursuant to current accounting standards, which prescribe a minimum recognition threshold and measurement methodology that a tax position taken or expected to be taken in a tax return is required to meet before being recognized in the financial statements. The standards also provide guidance for derecognition classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Legal and investigation matters

As discussed in Note 10 of our consolidated financial statements, we are subject to various legal and investigation matters arising in the ordinary course of business. As of December 31, 2021, we have accrued an estimate of the probable and estimable costs for the resolution of some of our legal and investigation matters, which is not material to our consolidated financial statements. For other matters for which the liability is not probable and reasonably estimable, we have not accrued any amounts. Attorneys in our legal department monitor and manage all claims filed against us and review all pending investigations. Generally, the estimate of probable costs related to these matters is developed in consultation with internal and outside legal counsel representing us. Our estimates are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. The accuracy of these estimates is impacted by, among other things, the complexity of the issues and the amount of due diligence we have been able to perform. We attempt to resolve these matters through settlements, mediation, and arbitration proceedings when possible. If the actual settlement costs, final judgments, or fines, after appeals, differ from our estimates, there may be a material adverse effect on our future financial results. We have in the past recorded significant adjustments to our initial estimates of these types of contingencies.

Value of long-lived assets, including intangible assets and goodwill

We carry a variety of long-lived assets on our balance sheet including property, plant and equipment, goodwill, and other intangibles. Impairment is the condition that exists when the carrying amount of a long-lived asset exceeds its fair value, and any impairment charge that we record reduces our operating income. Goodwill is the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed. We conduct impairment tests on goodwill annually, during the third quarter, or more frequently whenever events or changes in circumstances indicate an impairment may exist. We conduct impairment tests on long-lived assets, other than goodwill, whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

When conducting an impairment test on long-lived assets, other than goodwill, we first group individual assets based on the lowest level for which identifiable cash flows are largely independent of the cash flows from other assets. This requires some judgment. We then compare estimated future undiscounted cash flows expected to result from the use and eventual disposition of the asset group to its carrying amount. If the undiscounted cash flows are less than the asset group’s carrying amount, we then determine the asset group's fair value by using a discounted cash flow analysis. This analysis is based on estimates such as management’s short-term and long-term forecast of operating performance, including revenue growth rates and expected profitability margins, estimates of the remaining useful life and service potential of the assets within the asset group, and a discount rate based on our weighted average cost of capital. An impairment loss is measured and recorded as the amount by which the asset group's carrying amount exceeds its fair value. See Note 2 to the consolidated financial statements for further discussion of impairments and other charges.

We perform our goodwill impairment assessment for each reporting unit, which is the same as our reportable segments, the Completion and Production division and the Drilling and Evaluation division, comparing the estimated fair value of each reporting unit to the reporting unit's carrying value, including goodwill. We estimate the fair value for each reporting unit using a discounted cash flow analysis based on management's short-term and long-term forecast of operating performance. This analysis includes significant assumptions regarding discount rates, revenue growth rates, expected profitability margins, forecasted capital expenditures, and the timing of expected future cash flows based on market conditions. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not considered impaired. If the carrying amount of a reporting unit exceeds its estimated fair value, an impairment loss is measured and recorded.

The impairment assessments discussed above incorporate inherent uncertainties, including projected commodity pricing, supply and demand for our services, and future market conditions, which are difficult to predict in volatile economic environments and could result in impairment charges in future periods if actual results materially differ from the estimated assumptions utilized in our forecasts. If market conditions deteriorate, including crude oil prices significantly declining and remaining at low levels for a sustained period of time, we could be required to record additional impairments of the carrying value of our long-lived assets in the future which could have a material adverse impact on our operating results. See Note 1 to the consolidated financial statements for our accounting policies related to long-lived assets.

Allowance for credit losses

We evaluate our global accounts receivable through a continuous process of assessing our portfolio on an individual customer and overall basis. This process consists of a thorough review of historical collection experience, current aging status of the customer accounts, financial condition of our customers, and whether the receivables involve retainages. We also consider the economic environment of our customers, both from a marketplace and geographic perspective, in evaluating the need for an allowance. Based on our review of these factors, we establish or adjust allowances for specific customers. This process involves judgment and estimation, and frequently involves significant dollar amounts. Accordingly, our results of operations can be affected by adjustments to the allowance due to actual write-offs that differ from estimated amounts.

At December 31, 2021, our allowance for credit losses totaled $754 million, or 17.8% of notes and accounts receivable before the allowance. At December 31, 2020, our allowance for credit losses totaled $824 million, or 22.5% of notes and accounts receivable before the allowance. The allowance for credit losses in both years is primarily comprised of accounts receivable from our primary customer in Venezuela. A hypothetical 100 basis point change in our estimate of the collectability of our notes and accounts receivable balance as of December 31, 2021 would have resulted in a $42 million adjustment to 2021 total operating costs and expenses. See Note 5 to the consolidated financial statements for further information.

FINANCIAL INSTRUMENT MARKET RISK

We are exposed to market risk from changes in foreign currency exchange rates and interest rates. We selectively manage these exposures through the use of derivative instruments, including forward foreign exchange contracts, foreign exchange options, and interest rate swaps. The objective of our risk management strategy is to minimize the volatility from fluctuations in foreign currency and interest rates. We do not use derivative instruments for trading purposes. The counterparties to our forward contracts, options, and interest rate swaps are global commercial and investment banks.

We use a sensitivity analysis model to measure the impact of potential adverse movements in foreign currency exchange rates and interest rates. With respect to foreign exchange sensitivity, after consideration of the impact from our foreign forward contracts and options, a hypothetical 10% adverse change in the value of all our foreign currency positions relative to the United States dollar as of December 31, 2021 would result in a $83 million, pre-tax, loss for our net monetary assets denominated in currencies other than United States dollars. As of December 31, 2021, we did not have any interest rate swaps outstanding.

There are certain limitations inherent in the sensitivity analysis presented, primarily due to the assumption that exchange rates and interest rates change instantaneously in an equally adverse fashion. In addition, the analyses are unable to reflect the complex market reactions that normally would arise from the market shifts modeled. While this is our best estimate of the impact of the various scenarios, these estimates should not be viewed as forecasts.

For further information regarding foreign currency exchange risk, interest rate risk, and credit risk, see Note 15 to the consolidated financial statements.

ENVIRONMENTAL MATTERS

We are subject to numerous environmental, legal, and regulatory requirements related to our operations worldwide. For information related to environmental matters, see Note 10 to the consolidated financial statements and "Part I, Item 1(a). “Risk Factors.”

FORWARD-LOOKING INFORMATION

The Private Securities Litigation Reform Act of 1995 provides safe harbor provisions for forward-looking information. Forward-looking information is based on projections and estimates, not historical information. Some statements in this Form 10-K are forward-looking and use words like “may,” “may not,” “believe,” “do not believe,” “plan,” “estimate,” “intend,” “expect,” “do not expect,” “anticipate,” “do not anticipate,” “should,” “likely,” and other expressions. We may also provide oral or written forward-looking information in other materials we release to the public. Forward-looking information involves risk and uncertainties and reflects our best judgment based on current information. Our results of operations can be affected by inaccurate assumptions we make or by known or unknown risks and uncertainties. In addition, other factors may affect the accuracy of our forward-looking information. As a result, no forward-looking information can be guaranteed. Actual events and the results of our operations may vary materially.

We do not assume any responsibility to publicly update any of our forward-looking statements regardless of whether factors change as a result of new information, future events or for any other reason. You should review any additional disclosures we make in our press releases and Forms 10-K, 10-Q, and 8-K filed with or furnished to the SEC. We also suggest that you listen to our quarterly earnings release conference calls with financial analysts.

Item 7(a). Quantitative and Qualitative Disclosures About Market Risk.

Information related to market risk is included in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Instrument Market Risk" and Note 15 to the consolidated financial statements.

Item 8. Financial Statements and Supplementary Data.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Halliburton Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in the Securities Exchange Act Rule 13a-15(f).

Internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation to assess the effectiveness of our internal control over financial reporting as of December 31, 2021 based upon criteria set forth in the *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on our assessment, we believe that, as of December 31, 2021, our internal control over financial reporting is effective. The effectiveness of Halliburton's internal control over financial reporting as of December 31, 2021 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report that is included herein.

HALLIBURTON COMPANY

by

/s/ Jeffrey A. Miller	/s/ Lance Loeffler
Jeffrey A. Miller	Lance Loeffler
Chairman of the Board, President and	Executive Vice President and
Chief Executive Officer	Chief Financial Officer

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Halliburton Company:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Halliburton Company and subsidiaries (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have 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, 2021, 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 4, 2022 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated 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.

Evaluation of the Realizability of Deferred Tax Assets

As discussed in Notes 1 and 11 to the consolidated financial statements, the Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the financial statements. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will not be realized, which is dependent upon the generation of future taxable income. As of December 31, 2021, the Company had gross deferred tax assets of $3.8 billion and a related valuation allowance of $0.9 billion.

We identified the evaluation of the realizability of domestic deferred tax assets as a critical audit matter. The evaluation of the realizability of domestic deferred tax assets, specifically related to domestic net operating loss carryforwards and foreign tax credits, required subjective auditor judgment to assess the forecasts of future taxable income over the periods in which those temporary differences become deductible. Changes in assumptions regarding forecasted taxable income, specifically revenue growth rates, could have an impact on the Company's evaluation of the realizability of the domestic deferred tax assets.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the critical audit matter. This included controls related to the development of forecasts of future taxable income. We evaluated the assumptions used in the development of forecasts of future taxable income, specifically revenue growth rates, by comparing to historical actuals while considering current and anticipated future commodity prices or market events. We also evaluated the Company’s history of realizing domestic deferred tax assets by evaluating the expiration of domestic net operating loss carryforwards and foreign tax credits.

/s/ KPMG LLP

We have served as the Company’s auditor since 2002.

Houston, Texas
February 4, 2022

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Halliburton Company:

Opinion on Internal Control Over Financial Reporting

We have audited Halliburton Company and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements), and our report dated February 4, 2022 expressed an unqualified opinion on those consolidated 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's Report on Internal Control over Financial Reporting. 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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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/ KPMG LLP

Houston, Texas
February 4, 2022

HALLIBURTON COMPANY
Consolidated Statements of Operations

	Year Ended December 31		
Millions of dollars and shares except per share data	2021	2020	2019
Revenue:			
Services	$ 10,989	$ 10,203	$ 16,884
Product sales	4,306	4,242	5,524
Total revenue	15,295	14,445	22,408
Operating costs and expenses:			
Cost of services	9,745	9,458	15,684
Cost of sales	3,534	3,442	4,439
Impairments and other charges	12	3,799	2,506
General and administrative	204	182	227
Total operating costs and expenses	13,495	16,881	22,856
Operating income (loss)	1,800	(2,436)	(448)
Interest expense, net of interest income of $60, $38, and $23	(469)	(505)	(569)
Loss on early extinguishment of debt	—	(168)	—
Other, net	(79)	(111)	(105)
Income (loss) before income taxes	1,252	(3,220)	(1,122)
Income tax benefit (provision)	216	278	(7)
Net income (loss)	$ 1,468	$ (2,942)	$ (1,129)
Net income attributable to noncontrolling interest	(11)	(3)	(2)
Net income (loss) attributable to company	$ 1,457	$ (2,945)	$ (1,131)
Basic and diluted income (loss) per share attributable to company shareholders:			
Net income (loss) per share	$ 1.63	$ (3.34)	$ (1.29)
Basic and diluted weighted average common shares outstanding	892	881	875

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Statements of Comprehensive Income (Loss)

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Net income (loss)	$ 1,468	$ (2,942)	$ (1,129)
Other comprehensive income (loss), net of income taxes:			
Defined benefit and other post retirement plans adjustment	179	(24)	(11)
Other	—	24	3
Other comprehensive income (loss), net of income taxes	179	—	(8)
Comprehensive income (loss)	$ 1,647	$ (2,942)	$ (1,137)
Comprehensive income attributable to noncontrolling interest	(11)	(3)	(2)
Comprehensive income (loss) attributable to company shareholders	$ 1,636	$ (2,945)	$ (1,139)

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Balance Sheets

	December 31	
Millions of dollars and shares except per share data	2021	2020
Assets		
Current assets:		
Cash and equivalents	$ 3,044	$ 2,563
Receivables (net of allowances for credit losses of $754 and $824)	3,666	3,071
Inventories	2,361	2,349
Other current assets	872	1,492
Total current assets	9,943	9,475
Property, plant, and equipment (net of accumulated depreciation of $11,442 and $11,039)	4,326	4,325
Goodwill	2,843	2,804
Deferred income taxes	2,695	2,166
Operating lease right-of-use assets	934	786
Other assets	1,580	1,124
Total assets	$ 22,321	$ 20,680
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 2,353	$ 1,573
Accrued employee compensation and benefits	493	517
Taxes other than income	292	292
Income Taxes Payable	261	216
Current portion of operating lease liabilities	240	251
Current maturities of long-term debt	7	695
Other current liabilities	660	877
Total current liabilities	4,306	4,421
Long-term debt	9,127	9,132
Operating lease liabilities	845	758
Employee compensation and benefits	492	562
Other liabilities	823	824
Total liabilities	15,593	15,697
Shareholders' equity:		
Common stock, par value $2.50 per share (authorized 2,000 shares, issued 1,066 and 1,066 shares)	2,665	2,666
Paid-in capital in excess of par value	32	—
Accumulated other comprehensive loss	(183)	(362)
Retained earnings	9,710	8,691
Treasury stock, at cost (170 and 181 shares)	(5,511)	(6,021)
Company shareholders' equity	6,713	4,974
Noncontrolling interest in consolidated subsidiaries	15	9
Total shareholders' equity	6,728	4,983
Total liabilities and shareholders' equity	$ 22,321	$ 20,680

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Statements of Cash Flows

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Cash flows from operating activities:			
Net income (loss)	$ 1,468	$ (2,942)	$ (1,129)
Adjustments to reconcile net income (loss) to cash flows from operating activities:			
Depreciation, depletion, and amortization	904	1,058	1,625
Deferred income tax benefit	(486)	(444)	(396)
Impairments and other charges	12	3,799	2,506
Cash impact of impairments and other charges - severance payments	(47)	(350)	(144)
Changes in assets and liabilities:			
Accounts payable	795	(934)	(595)
Receivables	(500)	1,394	636
Inventories	(10)	340	(202)
Other operating activities	(225)	(40)	144
Total cash flows provided by operating activities	1,911	1,881	2,445
Cash flows from investing activities:			
Capital expenditures	(799)	(728)	(1,530)
Proceeds from sales of property, plant, and equipment	257	286	190
Proceeds from a structured real estate transaction	87	—	—
Other investing activities	(79)	(44)	(105)
Total cash flows used in investing activities	(534)	(486)	(1,445)
Cash flows from financing activities:			
Payments on long-term borrowings	(700)	(1,654)	(13)
Dividends to shareholders	(161)	(278)	(630)
Proceeds from issuance of common stock	79	87	118
Proceeds from issuance of long-term debt, net	—	994	—
Stock repurchase program	—	(100)	(100)
Other financing activities	(56)	(56)	(70)
Total cash flows used in financing activities	(838)	(1,007)	(695)
Effect of exchange rate changes on cash	(58)	(93)	(45)
Increase in cash and equivalents	481	295	260
Cash and equivalents at beginning of year	2,563	2,268	2,008
Cash and equivalents at end of year	$ 3,044	$ 2,563	$ 2,268
Supplemental disclosure of cash flow information:			
Cash payments during the period for:			
Interest	$ 517	$ 509	$ 534
Income taxes	$ 214	$ 300	$ 363

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Statements of Shareholders' Equity

	Company Shareholders' Equity						
Millions of dollars	Common Stock	Paid-in Capital in Excess of Par Value	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest in Consolidated Subsidiaries	Total
Balance at December 31, 2018	$ 2,671	$ 211	$ (6,744)	$ 13,739	$ (355)	$ 22	$ 9,544
Comprehensive income (loss):							
Net income (loss)	—	—	—	(1,131)	—	2	(1,129)
Other comprehensive loss	—	—	—	—	(8)	—	(8)
Cash dividends ($0.72 per share)	—	—	—	(630)	—	—	(630)
Stock plans	(2)	(67)	417	—	—	—	348
Stock repurchase program	—	—	(100)	—	—	—	(100)
Other	—	(1)	—	11	1	(11)	—
Balance at December 31, 2019	$ 2,669	$ 143	$ (6,427)	$ 11,989	$ (362)	$ 13	$ 8,025
Comprehensive income (loss):							
Net income (loss)	—	—	—	(2,945)	—	3	(2,942)
Cash dividends ($0.315 per share)	—	—	—	(278)	—	—	(278)
Stock plans	(3)	(143)	506	(75)	—	—	285
Stock repurchase program	—	—	(100)	—	—	—	(100)
Other	—	—	—	—	—	(7)	(7)
Balance at December 31, 2020	$ 2,666	$ —	$ (6,021)	$ 8,691	$ (362)	$ 9	$ 4,983
Comprehensive income (loss):							
Net income	—	—	—	1,457	—	11	1,468
Other comprehensive income	—	—	—	—	179	—	179
Cash dividends ($0.18 per share)	—	—	—	(161)	—	—	(161)
Stock plans	(1)	32	510	(277)	—	—	264
Other	—	—	—		—	(5)	(5)
Balance at December 31, 2021	$ 2,665	$ 32	$ (5,511)	$ 9,710	$ (183)	$ 15	$ 6,728

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Notes to Consolidated Financial Statements

Note 1. Description of Company and Significant Accounting Policies

Description of Company

Halliburton Company is one of the world's largest providers of products and services to the energy industry. Its predecessor was established in 1919 and incorporated under the laws of the State of Delaware in 1924. We help our customers maximize asset value throughout the lifecycle of the reservoir - from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production throughout the life of the asset. We serve major, national, and independent oil and natural gas companies throughout the world and operate under two divisions, which form the basis for the two operating segments we report, the Completion and Production segment and the Drilling and Evaluation segment.

Use of estimates

Our financial statements are prepared in conformity with United States generally accepted accounting principles, requiring us to make estimates and assumptions that affect:

- the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements; and
- the reported amounts of revenue and expenses during the reporting period.

We believe the most significant estimates and assumptions are associated with the forecasting of our income tax (provision) benefit and the valuation of deferred taxes, legal reserves, long-lived asset valuations, and allowance for credit losses. Ultimate results could differ from our estimates.

Basis of presentation

The consolidated financial statements include the accounts of our company and all of our subsidiaries that we control or variable interest entities for which we have determined that we are the primary beneficiary. All material intercompany accounts and transactions are eliminated. Investments in companies in which we do not have a controlling interest, but over which we do exercise significant influence, are accounted for using the equity method of accounting, unless we elect the fair value option. If we do not have significant influence and the investment has no readily determinable fair value, we elect the measurement alternative. In addition, certain reclassifications of prior period balances have been made to conform to the current period presentation.

Revenue recognition

Our services and products are generally sold based upon purchase orders or contracts with our customers that include fixed or determinable prices but do not include right of return provisions or other significant post-delivery obligations. The vast majority of our service and product contracts are short-term in nature. We recognize revenue based on the transfer of control or our customers' ability to benefit from our services and products in an amount that reflects the consideration we expect to receive in exchange for those services and products. We also assess our customers' ability and intention to pay, which is based on a variety of factors, including our historical payment experience with, and the financial condition of our customers. Rates for services are typically priced on a per day, per meter, per man-hour, or similar basis. See Note 4 for further information on revenue recognition.

Research and development

We maintain an active research and development program. The program improves products, processes, and engineering standards and practices that serve the changing needs of our customers, such as those related to high pressure and high temperature environments, and also develops new products and processes. Research and development costs are expensed as incurred and were $321 million in 2021, $309 million in 2020, and $404 million in 2019.

Cash equivalents

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost represents invoice or production cost for new items and original cost. Production cost includes material, labor, and manufacturing overhead. Our inventory is recorded on the weighted average cost method. We regularly review inventory quantities on hand and record provisions for excess or obsolete inventory based primarily on historical usage, estimated product demand, and technological developments.

Allowance for credit losses

We establish an allowance for credit losses through a review of several factors, including historical collection experience, current aging status of the customer accounts, and current financial condition of our customers. Losses are charged against the allowance when the customer accounts are determined to be uncollectible.

Property, plant, and equipment

Other than those assets that have been written down to their fair values due to impairment, property, plant, and equipment are reported at cost less accumulated depreciation, which is generally provided on the straight-line method over the estimated useful lives of the assets. Accelerated depreciation methods are often used for tax purposes, when permitted. Upon sale or retirement of an asset, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is recognized. Planned major maintenance costs are generally expensed as incurred. Expenditures for additions, modifications, and conversions are capitalized when they increase the value or extend the useful life of the asset.

Goodwill and other intangible assets

We record as goodwill the excess purchase price over the fair value of the tangible and identifiable intangible assets acquired in a business acquisition. Changes in the carrying amount of goodwill are detailed below by reportable segment.

Millions of dollars	Completion and Production	Drilling and Evaluation	Total
Balance at December 31, 2019:	$ 2,039	$ 773	$ 2,812
Other	(66)	58	(8)
Balance at December 31, 2020:	$ 1,973	$ 831	$ 2,804
Current year acquisitions	12	—	12
Other	27	—	27
Balance at December 31, 2021:	$ 2,012	$ 831	$ 2,843

The reported amounts of goodwill for each reporting unit are reviewed for impairment on an annual basis, during the third quarter, and more frequently when circumstances indicate an impairment may exist. As a result of our goodwill impairment assessments performed in the years ended December 31, 2021, 2020, and 2019, we determined that the fair value of each reporting unit exceeded its net book value and, therefore, no goodwill impairments were deemed necessary.

We amortize other identifiable intangible assets with a finite life on a straight-line basis over the period which the asset is expected to contribute to our future cash flows, ranging from one year to twenty-eight years. The components of these other intangible assets generally consist of patents, license agreements, non-compete agreements, trademarks, and customer lists and contracts.

Evaluating impairment of long-lived assets

When events or changes in circumstances indicate that long-lived assets other than goodwill may be impaired, an evaluation is performed. For assets classified as held for use, we first group individual assets based on the lowest level for which identifiable cash flows are largely independent of the cash flows from other assets. We then compare estimated future undiscounted cash flows expected to result from the use and eventual disposition of the asset group to its carrying amount. If the asset group's undiscounted cash flows are less than its carrying amount, we then determine the asset group's fair value by using a discounted cash flow analysis and recognize any resulting impairment. When an asset is classified as held for sale, the asset’s book value is evaluated and adjusted to the lower of its carrying amount or fair value less cost to sell. In addition, depreciation and amortization is ceased while it is classified as held for sale. See Note 2 for further information on impairments and other charges.

Income taxes

We recognize the amount of taxes payable or refundable for the year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been recognized in the financial statements or tax returns. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will not be realized.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that we will realize the benefits of these deductible differences, net of the existing valuation allowances.

We recognize interest and penalties related to unrecognized tax benefits within the provision for income taxes on continuing operations in our consolidated statements of operations.

Derivative instruments

At times, we enter into derivative financial transactions to hedge existing or projected exposures to changing foreign currency exchange rates and interest rates. We do not enter into derivative transactions for speculative or trading purposes. We recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges are adjusted to fair value and reflected through the results of operations. If the derivative is designated as a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against:

- the change in fair value of the hedged assets, liabilities, or firm commitments through earnings; or
- recognized in other comprehensive income until the hedged item is recognized in earnings.

The ineffective portion of a derivative's change in fair value is recognized in earnings. Recognized gains or losses on derivatives entered into to manage foreign currency exchange risk are included in "Other, net" on the consolidated statements of operations. Gains or losses on interest rate derivatives are included in "Interest expense, net."

Foreign currency translation

Foreign entities whose functional currency is the United States dollar translate monetary assets and liabilities at year-end exchange rates, and nonmonetary items are translated at historical rates. Revenue and expense transactions are translated at the average rates in effect during the year, except for those expenses associated with nonmonetary balance sheet accounts, which are translated at historical rates. Gains or losses from remeasurement of monetary assets and liabilities due to changes in exchange rates are recognized in our consolidated statements of operations in "Other, net" in the year of occurrence.

Stock-based compensation

Stock-based compensation cost is measured at the date of grant, based on the calculated fair value of the award and is recognized as expense over the employee's service period, which is generally the vesting period of the equity grant. Additionally, compensation cost is recognized based on awards ultimately expected to vest, therefore, we have reduced the cost for estimated forfeitures based on historical forfeiture rates. Forfeitures are estimated at the time of grant and revised in subsequent periods to reflect actual forfeitures. See Note 13 for additional information related to stock-based compensation.

Note 2. Impairments and Other Charges

The following table presents various pre-tax charges we recorded during the years ended December 31, 2021, 2020, and 2019 which are reflected within "Impairments and other charges" on our consolidated statements of operations.

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Catch-up depreciation	$ 36	$ —	$ —
Severance costs	15	384	172
Long-lived asset impairments	—	2,629	1,603
Inventory costs and write-downs	—	505	458
Joint venture costs	—	—	154
Gain on real estate transaction	(74)	—	—
Other	35	281	119
Total impairments and other charges	$ 12	$ 3,799	$ 2,506

Of the $12 million net charges recorded during the year ended December 31, 2021, a $42 million charge was attributable to our Completion and Production segment, a $9 million charge was attributable to our Drilling and Evaluation segment, and a $39 million net gain was attributable to Corporate and other. During the year ended December 31, 2021, we decided to discontinue the proposed sale of our Pipeline and Process Services business and as a result recorded a $36 million charge for accumulated unrecognized depreciation and amortization expense during the period the associated assets were classified as held for sale. We reclassified this business to assets held and used in the consolidated balance sheet as of September 30, 2021. Beginning October 1, 2021, all depreciation and amortization expense associated with this business was included in operating costs and expenses on our consolidated statements of operations. Additionally, we finalized a structured transaction relating to most of our owned United States real estate. As a result of the transaction, we derecognized $358 million of assets previously held for sale included in Other current assets and recognized an investment in an unconsolidated subsidiary of $349 million included in Other Assets, which resulted in a gain of $74 million, due to specific assets with a carrying amount less than the fair value. We elected to account for our investment under the fair value option using an income approach. We believe the election of the fair value option aligns the accounting treatment with our interest in the real estate held by the unconsolidated subsidiary. As part of the transaction, we completed the sale-leaseback of the same United States real estate, which resulted in an increase of our operating right-of-use assets and operating lease liabilities of $276 million and we received gross cash proceeds of $87 million. Pursuant to a master lease agreement, the properties are subject to initial lease terms of either twelve or fifteen years, we have the option to extend the term on each property for two additional terms of five years each thereafter and the rent payments are subject to an annual rent escalator of 1.35%.

For the year ended December 31, 2020, the $2.6 billion of long-lived asset impairments consisted of the following: $1.0 billion attributable to hydraulic fracturing equipment, the majority of which was located in North America; $297 million related to drilling-related services equipment; $191 million related to right-of-use assets, primarily operating leases; $131 million related to intangible assets; and $394 million associated with other fixed asset impairments. Also included in "Long-lived asset impairments" was $616 million for a fair value adjustment on real estate properties held for sale, primarily related to a contemplated structured transaction for its North America real estate assets due to specific assets with a fair value less than the carrying amount.

For the year ended December 31, 2019, the $1.6 billion of long-lived asset impairments consisted of the following: $759 million attributable to hydraulic fracturing equipment, the majority of which was located in North America; $243 million related to legacy drilling equipment; $215 million related to real estate owned and classified as held for sale; $139 million related to right-of-use assets associated with operating leases; $98 million related to intangible assets; and $148 million of other fixed asset impairments. We also rationalized our portfolio of existing joint ventures and recorded resulting charges within "Joint venture costs" in the table above.

Inventory costs and write-downs in the table above primarily represent disposal of excess inventory, including drilling fluids and other chemicals, and write-downs in which some of our inventory cost exceeded its market value.

Note 3. Business Segment and Geographic Information

We operate under two divisions, which form the basis for the two operating segments we report: the Completion and Production segment and the Drilling and Evaluation segment. Our equity in earnings and losses of unconsolidated affiliates that are accounted for using the equity method of accounting are included within cost of services and cost of sales on our statements of operations, which is part of operating income of the applicable segment.

Operations by business segment

The following tables present financial information on our business segments.

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Revenue:			
Completion and Production	$ 8,410	$ 7,839	$ 14,031
Drilling and Evaluation	6,885	6,606	8,377
Total revenue	$ 15,295	$ 14,445	$ 22,408
Operating income:			
Completion and Production	$ 1,238	$ 995	$ 1,671
Drilling and Evaluation	801	569	642
Total operations	2,039	1,564	2,313
Corporate and other (a)	(227)	(201)	(255)
Impairments and other charges (b)	(12)	(3,799)	(2,506)
Total operating income (loss)	$ 1,800	$ (2,436)	$ (448)
Interest expense, net of interest income	$ (469)	$ (505)	$ (569)
Loss on early extinguishment of debt	—	(168)	—
Other, net	(79)	(111)	(105)
Income (loss) before income taxes	$ 1,252	$ (3,220)	$ (1,122)
Capital expenditures:			
Completion and Production	$ 402	$ 314	$ 800
Drilling and Evaluation	392	410	728
Corporate and other	5	4	2
Total	$ 799	$ 728	$ 1,530
Depreciation, depletion, and amortization:			
Completion and Production	$ 502	$ 615	$ 1,049
Drilling and Evaluation	388	430	552
Corporate and other	14	13	24
Total	$ 904	$ 1,058	$ 1,625

(a) Includes certain expenses not attributable to a business segment, such as costs related to support functions and corporate executives, operating lease assets, and also includes amortization expense associated with intangible assets recorded as a result of acquisitions.

(b) Impairments and other charges are as follows:

-For the year ended December 31, 2021, amount includes approximately $42 million attributable to Completion and Production, $9 million attributable to Drilling and Evaluation, and a $39 million net gain attributable to Corporate and other.

-For the year ended December 31, 2020, amount includes approximately $2.4 billion attributable to Completion and Production, $1.4 billion attributable to Drilling and Evaluation, and $62 million attributable to Corporate and other.

-For the year ended December 31, 2019, amount includes approximately $1.6 billion attributable to Completion and Production, $849 million attributable to Drilling and Evaluation, and $56 million attributable to Corporate and other.

	December 31	
Millions of dollars	2021	2020
Total assets:		
Completion and Production (a)	$ 8,186	$ 7,924
Drilling and Evaluation (a)	6,606	6,371
Corporate and other (b)	7,529	6,385
Total	$ 22,321	$ 20,680

(a) Assets associated with specific segments primarily include receivables, inventories, property, plant, and equipment, operating lease right-of-use assets, equity in and advances to related companies, and goodwill.

(b) Includes primarily cash and equivalents and deferred tax assets.

Operations by geographic region

The following tables present information by geographic area. In 2021, 2020, and 2019, based on the location of services provided and products sold, 40%, 38%, and 51%, respectively, of our consolidated revenue was from the United States. No other country accounted for more than 10% of our revenue or property, plant, and equipment during the periods presented. As of December 31, 2021 and December 31, 2020, 50% and 49% of our property, plant, and equipment was located in the United States.

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Revenue:			
North America	$ 6,371	$ 5,731	$ 11,884
Latin America	2,362	1,668	2,364
Europe/Africa/CIS	2,719	2,813	3,285
Middle East/Asia	3,843	4,233	4,875
Total	$ 15,295	$ 14,445	$ 22,408

	December 31	
Millions of dollars	2021	2020
Net property, plant, and equipment:		
North America	$ 2,238	$ 2,211
Latin America	510	544
Europe/Africa/CIS	584	602
Middle East/Asia	994	968
Total	$ 4,326	$ 4,325

Note 4. Revenue

Revenue is recognized based on the transfer of control or our customers' ability to benefit from our services and products in an amount that reflects the consideration we expect to receive in exchange for those services and products. Most of our service and product contracts are short-term in nature. In recognizing revenue for our services and products, we determine the transaction price of purchase orders or contracts with our customers, which may consist of fixed and variable consideration. We also assess our customers' ability and intention to pay, which is based on a variety of factors, including our historical payment experience with, and the financial condition of our customers. Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 20 to 60 days. Other judgments involved in recognizing revenue include an assessment of progress towards completion of performance obligations for certain long-term contracts, which involve estimating total costs to determine our progress towards contract completion, and calculating the corresponding amount of revenue to recognize.

Disaggregation of revenue

We disaggregate revenue from contracts with customers into types of services or products, consistent with our two reportable segments, in addition to geographical area. Based on the location of services provided and products sold, 40%, 38%, and 51% of our consolidated revenue was from the United States for the years ended December 31, 2021, 2020, and 2019, respectively. No other country accounted for more than 10% of our revenue.

The following table presents information on our disaggregated revenue.

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Revenue by segment:			
Completion and Production	$ 8,410	$ 7,839	$ 14,031
Drilling and Evaluation	6,885	6,606	8,377
Total revenue	$ 15,295	$ 14,445	$ 22,408
Revenue by geographic region:			
North America	$ 6,371	$ 5,731	$ 11,884
Latin America	2,362	1,668	2,364
Europe/Africa/CIS	2,719	2,813	3,285
Middle East/Asia	3,843	4,233	4,875
Total revenue	$ 15,295	$ 14,445	$ 22,408

Contract balances

We perform our obligations under contracts with our customers by transferring services and products in exchange for consideration. The timing of our performance often differs from the timing of our customer's payment, which results in the recognition of receivables and deferred revenue. Deferred revenue represents advance consideration received from customers for contracts where revenue is recognized on future performance of service. Deferred revenue, as well as revenue recognized during the period relating to amounts included as deferred revenue at the beginning of the period, was not material to our consolidated financial statements.

Transaction price allocated to remaining performance obligations

Remaining performance obligations represent firm contracts for which work has not been performed and future revenue recognition is expected. We have elected the practical expedient permitting the exclusion of disclosing remaining performance obligations for contracts that have an original expected duration of one year or less. We have some long-term contracts related to software and integrated project management services such as lump sum turnkey contracts. For software contracts, revenue is generally recognized over time throughout the license period when the software is considered to be a right to access our intellectual property. For lump sum turnkey projects, we recognize revenue over time using an input method, which requires us to exercise judgment. Revenue allocated to remaining performance obligations for these long-term contracts is not material.

Note 5. Receivables

As of December 31, 2021, 34% of our net trade receivables were from customers in the United States and 11% were from customers in Mexico. As of December 31, 2020, 32% of our net trade receivables were from customers in the United States. Receivables from our primary customer in Mexico accounted for approximately 10% of our total receivables as of December 31, 2021. While we have experienced payment delays in Mexico, these amounts are not in dispute and we have not historically had, and we do not expect, any material write-offs due to collectability from this customer. No other country or single customer accounted for more than 10% of our receivables at those dates.

We routinely monitor the financial stability of our customers and employ an extensive process to evaluate the collectability of outstanding receivables. This process, which involves judgment utilizing significant assumptions, includes analysis of our customers' historical time to pay, financial condition and various financial metrics, debt structure, credit agency ratings, and production profile, as well as political and economic factors in countries of operations and other customer-specific factors.

The table below presents a rollforward of our allowance for credit losses for 2019, 2020 and 2021.

Millions of dollars	Balance at Beginning of Period	Provision (a)	Other (b)	Balance at End of Period (c)
Year ended December 31, 2019	$ 738	$ 50	$ (12)	$ 776
Year ended December 31, 2020	776	58	(10)	824
Year ended December 31, 2021	824	(19)	(51)	754

(a) Represents increases to allowance for credit losses charged to costs and expenses, net of recoveries.

(b) Includes write-offs, balance sheet reclassifications, and other activity.

(c) The allowance for credit losses in all years is primarily comprised of a full reserve against accounts receivable with our primary customer in Venezuela.

Note 6. Leases

We adopted a comprehensive new lease accounting standard effective January 1, 2019. The details of the significant changes to our accounting policies resulting from the adoption of the new standard are set out below. We adopted the standard using the optional modified retrospective transition method. The adoption of this standard did not materially impact our consolidated results of operations for the year ended December 31, 2019.

Beginning January 1, 2019, for operating leases, lease expense for lease payments is recognized on a straight-line basis over the lease term and accretion of the lease liability, while finance leases include both an operating expense and an interest expense component. For all leases with a term of 12 months or less, we recognize lease expense for these short-term leases on a straight-line basis over the lease term.

We are a lessee for numerous operating leases, primarily related to real estate, transportation, and equipment. The vast majority of our operating leases have remaining lease terms of 10 years or less, some of which include options to extend the leases, and some of which include options to terminate the leases. We generally do not include renewal or termination options in our assessment of the leases unless extension or termination for certain assets is deemed to be reasonably certain. The accounting for some of our leases may require judgment, which includes determining whether a contract contains a lease, determining the incremental borrowing rates to utilize in our net present value calculation of lease payments for lease agreements which do not provide an implicit rate, and assessing the likelihood of renewal or termination options. We also have some lease agreements with lease and non-lease components, which are generally accounted for as a single lease component. For certain equipment leases, such as offshore vessels and drilling rigs, we account for the lease and non-lease components separately.

The following tables illustrate the financial impact of our leases as of and for the years ended December 31, 2021, 2020, and 2019, along with other supplemental information about our existing leases:

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Components of lease expense:			
Finance lease cost:			
Amortization of right-of-use assets	$ 20	$ 19	$ 19
Interest on lease liabilities	38	32	51
Operating lease cost	274	296	355
Short-term lease cost	27	31	110
Sublease income	(4)	(4)	(5)
Total lease cost	$ 355	$ 374	$ 530

	As of December 31	
Millions of dollars	2021	2020
Components of balance sheet:		
Operating leases:		
Operating lease right-of-use assets (non-current)	$ 934	$ 786
Current portion of operating lease liabilities	240	251
Operating lease liabilities (non-current)	845	758
Finance leases:		
Other assets (non-current)	$ 85	$ 113
Other current liabilities	26	24
Other liabilities (non-current)	85	118

During the year ended December 31, 2021, we completed a sale-leaseback transaction, which resulted in an increase of our operating right-of-use assets and operating lease liabilities of $276 million. During the year ended December 31, 2020, impairment charges were recorded related to operating and finance lease right-of-use assets totaling $191 million. See Note 2 to the consolidated financial statements for further discussion on impairments and other charges and the sale-leaseback transaction.

	Year Ended December 31		
Millions of dollars except years and percentages	2021	2020	2019
Other supplemental information:			
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	$ 307	$ 299	$ 316
Operating cash flows from finance leases	38	32	51
Financing cash flows from finance leases	24	21	24
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	$ 433	$ 447	$ 1,362
Finance leases	6	39	74
Weighted-average remaining lease term:			
Operating leases	9.8 years	8.6 years	9.5 years
Finance leases	6.3 years	6.4 years	5.4 years
Weighted-average discount rate for operating leases	4.9 %	4.1 %	4.4 %

The following table summarizes the maturity of our operating and finance leases as of December 31, 2021:

Millions of dollars	Operating Leases	Finance Leases
2022	$ 288	$ 63
2023	198	61
2024	136	47
2025	105	36
2026	91	34
Thereafter	624	15
Total lease payments	1,442	256
Less imputed interest	(357)	(145)
Total	$ 1,085	$ 111

Note 7. Inventories

Inventories consisted of the following:

	December 31	
Millions of dollars	2021	2020
Finished products and parts	$ 1,380	$ 1,330
Raw materials and supplies	890	952
Work in process	91	67
Total	$ 2,361	$ 2,349

All amounts in the table above are reported net of obsolescence reserves of $114 million at December 31, 2021 and $150 million at December 31, 2020.

During the year ended December 31, 2020, we recorded $505 million of impairment charges related to inventory. These charges primarily consisted of the disposal of excess inventory, including drilling fluids and other chemicals, and write-downs in which some of our inventory cost exceeded its market value.

Note 8. Property, Plant, and Equipment

Property, plant, and equipment were composed of the following:

	December 31	
Millions of dollars	2021	2020
Land	$ 120	$ 120
Buildings and property improvements	1,608	1,652
Machinery, equipment, and other	14,040	13,592
Total	15,768	15,364
Less accumulated depreciation	11,442	11,039
Net property, plant, and equipment	$ 4,326	$ 4,325

During the year ended December 31, 2020, a $2.3 billion impairment charge was recorded related to property, plant, and equipment. See Note 2 to the consolidated financial statements for further discussion on impairments and other charges.

Classes of assets are depreciated over the following useful lives:

	Buildings and Property Improvements	
	2021	2020
1 - 10 years	17%	13%
11 - 20 years	39%	41%
21 - 30 years	24%	21%
31 - 40 years	20%	25%

	Machinery, Equipment, and Other	
	2021	2020
1 - 5 years	49%	49%
6 - 10 years	41%	41%
11 - 20 years	10%	10%

Note 9. Debt

Our total debt, including short-term borrowings and current maturities of long-term debt, consisted of the following:

	December 31	
Millions of dollars	2021	2020
5.0% senior notes due November 2045	$ 2,000	$ 2,000
3.8% senior notes due November 2025	1,000	1,000
4.85% senior notes due November 2035	1,000	1,000
7.45% senior notes due September 2039	1,000	1,000
2.92% senior notes due March 2030	1,000	1,000
4.75% senior notes due August 2043	900	900
6.7% senior notes due September 2038	800	800
3.5% senior notes due August 2023	600	600
4.5% senior notes due November 2041	500	500
3.25% senior notes due November 2021	—	500
7.6% senior debentures due August 2096	300	300
8.75% senior debentures due February 2021	—	185
6.75% notes due February 2027	104	104
Other	11	20
Unamortized debt issuance costs and discounts	(77)	(82)
Total	9,138	9,827
Short-term borrowings and current maturities of long-term debt	(11)	(695)
Total long-term debt	$ 9,127	$ 9,132

$1.0 billion issuance

On March 3, 2020, we issued $1.0 billion aggregate principal amount of 2.92% senior notes due March 2030. Subsequently, on March 5, 2020, we completed a tender offer to purchase $1.5 billion aggregate principal amount of senior notes using proceeds from the debt issuance and cash on hand. In the tender offer, we purchased $500 million aggregate principal amount of our 3.50% senior notes due August 2023 and $1.0 billion aggregate principal amount of our 3.80% senior notes due November 2025. This early debt repurchase resulted in a $168 million loss on extinguishment, which included a tender premium, unamortized discounts and costs on the retired notes, and other tender fees. These costs are included in "Loss on early extinguishment of debt" on our consolidated statements of operations for the year ended December 31, 2020.

Senior debt

The $1.0 billion of senior notes issued in March 2020 rank equally with our existing and future senior unsecured indebtedness, have semiannual interest payments and have no sinking fund requirements. We may redeem all of our senior notes from time to time or all of the notes of each series at any time at the applicable redemption prices, plus accrued and unpaid interest. Our 6.75% notes due February 2027 and 7.6% senior debentures due August 2096 may not be redeemed prior to maturity.

We repaid the $185 million principal balance of our 8.75% senior debentures when they matured in February of 2021. In August of 2021, we redeemed the entire $500 million aggregate principal amount outstanding of our 3.25% senior notes at par. The redemption price for the notes consisted of 100% of the principal amount of the notes outstanding, plus accrued and unpaid interest on the notes. We used cash on hand to fun the redemption of the notes.

3.8% senior notes due November 2025 redemption

In January of 2022, we announced that on February 23, 2022, we will redeem $600 million aggregate principal amount of our 3.8% senior notes that mature in November 2025. The aggregate principal amount currently outstanding is approximately $1.0 billion. The redemption price for the notes will consist of the sum of (1) the greater of (a) 100% of the principal amount of the notes outstanding or (b) the sum of the present values of the remaining scheduled payments of principal and interest on the outstanding notes discounted to the redemption date on a semi-annual basis at the treasury rate plus 25 basis points, as determined by an independent investment banker, and (2) accrued and unpaid interest on the notes, if any, up to, but excluding, the redemption date. We plan to use cash on hand to fund the redemption of the notes.

Revolving credit facilities

We have a revolving credit facility with a capacity of $3.5 billion, which expires in March 2024. The facility is for working capital or general corporate purposes. The full amount of the revolving credit facility was available as of December 31, 2021.

Debt maturities

Our long-term debt matures as follows: $7 million in 2022, $600 million in 2023, no amounts in 2024, $1.0 billion in 2025, which includes the $600 million debt we will redeem on February 23, 2022 as described above, no amounts in 2026, and the remainder thereafter.

Note 10. Commitments and Contingencies

The Company is subject to various legal or governmental proceedings, claims or investigations, including personal injury, property damage, environmental, intellectual property, commercial, tax-related matters, and other matters arising in the ordinary course of business, the resolution of which, in the opinion of management, will not have a material adverse effect on our consolidated results of operations or consolidated financial position. There is inherent risk in any legal or governmental proceeding, claim or investigation, and no assurance can be given as to the outcome of these proceedings.

Guarantee arrangements

In the normal course of business, we have agreements with financial institutions under which approximately $1.9 billion of letters of credit, bank guarantees, or surety bonds were outstanding as of December 31, 2021. Some of the outstanding letters of credit have triggering events that would entitle a bank to require cash collateralization. None of these off balance sheet arrangements either has, or is likely to have, a material effect on our consolidated financial statements.

Note 11. Income Taxes

The components of the (provision) benefit for income taxes on continuing operations were:

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Current income taxes:			
Federal	$ 6	$ 1	$ 32
Foreign	(270)	(167)	(426)
State	(6)	—	(9)
Total current	(270)	(166)	(403)
Deferred income taxes:			
Federal	533	372	383
Foreign	(47)	2	(36)
State	—	70	49
Total deferred	486	444	396
Income tax (provision) benefit	$ 216	$ 278	$ (7)

The United States and foreign components of income (loss) from continuing operations before income taxes were as follows:

	Year Ended December 31		
Millions of dollars	2021	2020	2019
United States	$ 283	$ (3,031)	$ (1,517)
Foreign	969	(189)	395
Total	$ 1,252	$ (3,220)	$ (1,122)

Reconciliations between the actual (provision) benefit for income taxes on continuing operations and that computed by applying the United States statutory rate to income (loss) from continuing operations before income taxes were as follows:

	Year Ended December 31		
	2021	2020	2019
United States statutory rate	21.0 %	21.0 %	21.0 %
Valuation allowance against tax assets	(44.5)	0.9	(10.7)
Impact of foreign income taxed at different rates	2.5	(1.1)	0.8
Adjustments of prior year taxes	1.3	0.7	13.0
State income taxes	0.1	—	(1.3)
Impact of impairments and other charges	—	(12.3)	(20.9)
Other items, net	2.4	(0.6)	(2.5)
Total effective tax rate on continuing operations	(17.2)%	8.6 %	(0.6)%

During the year ended December 31, 2021, we recorded a total income tax benefit of $216 million on pre-tax income of $1.3 billion, resulting in an effective tax rate of -17.2%. The effective tax rate for 2021 was primarily impacted by our geographic mix of earnings, tax adjustments related to the reassessment of prior year tax accruals, and valuation allowances on some of our deferred tax assets. The decrease in our valuation allowances results from increased future years' forecasted taxable income before the expiration of foreign tax credits and net operating losses as a direct result of improved energy market conditions that led to the release of approximately $519 million valuation allowance on foreign tax credits.

The primary components of our deferred tax assets and liabilities were as follows:

	December 31	
Millions of dollars	2021	2020
Gross deferred tax assets:		
Foreign tax credit carryforwards	$ 1,041	$ 945
Intangible assets	924	—
Net operating loss carryforwards	736	1,691
Accrued liabilities	292	263
Research and development tax credit carryforwards	203	196
Employee compensation and benefits	166	237
Other	457	469
Total gross deferred tax assets	3,819	3,801
Gross deferred tax liabilities:		
Operating lease right-of-use assets	160	86
Depreciation and amortization	131	7
Other	9	155
Total gross deferred tax liabilities	300	248
Valuation allowances	885	1,394
Net deferred income tax asset	$ 2,634	$ 2,159

At December 31, 2021, we had $795 million of domestic and foreign tax-effected net operating loss carryforwards, with approximately $59 million estimated to be utilized against our unrecognized tax benefits. In addition, we had approximately $1.2 billion of foreign tax credits carryforwards, the majority of which will begin expiring in tax years after 2024. The ultimate realization of these deferred tax assets depends on our ability to generate sufficient taxable income in the appropriate taxing jurisdiction. Our deferred tax assets from net operating losses, foreign tax credits, and research and development credits will expire as follows:

Millions of dollars	U.S. Net Operating Loss	Foreign Net Operating Loss	Foreign Tax Credits	Research and Development Credit	Total
2022-2026	$ 2	$ 133	$ 668	$ —	$ 803
2027-2031	8	73	510	—	591
2032-2041	52	108	—	203	363
Non-Expiring	9	410	—	—	419
	$ 71	$ 724	$ 1,178	$ 203	$ 2,176

During the year ended December 31, 2021, our valuation allowance on deferred tax assets decreased by $509 million, primarily attributable to the release of $519 million associated with foreign tax credits as discussed above.

We have not provided incremental United States income taxes or foreign withholding taxes on undistributed foreign subsidiaries' earnings after December 31, 2017. We generally do not provide for taxes related to its undistributed earnings because such earnings either would not be taxable when remitted or they are considered to be indefinitely reinvested.

The following table presents a rollforward of our unrecognized tax benefits and associated interest and penalties.

Millions of dollars	Unrecognized Tax Benefits	Interest and Penalties
Balance at January 1, 2019	$ 417	$ 67
Change in prior year tax positions	25	11
Change in current year tax positions	29	—
Cash settlements with taxing authorities	(4)	—
Lapse of statute of limitations	(42)	(8)
Balance at December 31, 2019	$ 425	$ 70
Change in prior year tax positions	(66)	6
Change in current year tax positions	16	—
Cash settlements with taxing authorities	(3)	—
Lapse of statute of limitations	(17)	(5)
Balance at December 31, 2020	$ 355 (a)	$ 71
Change in prior year tax positions	14	4
Change in current year tax positions	14	2
Cash settlements with taxing authorities	(10)	—
Lapse of statute of limitations	(21)	(5)
Balance at December 31, 2021	$ 352 (a)(b)	$ 72

(a) Includes $20 million as of December 31, 2021 and $18 million as of December 31, 2020 in foreign unrecognized tax benefits that would give rise to a United States tax credit. As of December 31, 2021 and December 31, 2020, a net $272 million and $224 million without a net operating loss carryforward offset, respectively, of unrecognized tax benefits would positively impact the effective tax rate and be recognized as additional tax benefits in our statement of operations if resolved in our favor.

(b) Includes $69 million that could be resolved within the next 12 months.

Our tax returns are subject to review by the taxing authorities in the jurisdictions where we file tax returns. In most cases we are no longer subject to examination by tax authorities for years before 2010. The only significant operating jurisdiction that has tax filings under review or subject to examination by the tax authorities is the United States. The United States federal income tax filings for tax years 2016 through 2020 are currently under review or remain open for review by the U.S. Internal Revenue Service.

Note 12. Shareholders' Equity

Shares of common stock

The following table summarizes total shares of common stock outstanding:

	December 31	
Millions of shares	2021	2020
Issued	1,066	1,066
In treasury	(170)	(181)
Total shares of common stock outstanding	896	885

Our Board of Directors has authorized a program to repurchase a specified dollar amount of our common stock from time to time. The program does not require a specific number of shares to be purchased and the program may be effected through solicited or unsolicited transactions in the market or in privately negotiated transactions. The program may be terminated or suspended at any time. There were no repurchases made under the program during the year ended December 31, 2021. There were 7.4 million repurchases made under the program during the year ended December 31, 2020. Approximately $5.1 billion remained authorized for repurchases as of December 31, 2021. From the inception of this program in February 2006 through December 31, 2021, we repurchased approximately 224 million shares of our common stock for a total cost of approximately $9.0 billion.

Paid-in Capital in Excess of Par Value

During 2021 and 2020, we issued common stock from treasury shares under our employee stock purchase plan awards and for restricted stock grants. As a result, additional paid in capital was reduced below zero, which resulted in a reduction of retained earnings by $277 million and $75 million, respectively. Additional issuances from treasury shares could similarly impact additional paid in capital and retained earnings.

Preferred stock

Our preferred stock consists of five million total authorized shares at December 31, 2021, of which none are issued.

Accumulated other comprehensive loss

Accumulated other comprehensive loss consisted of the following:

	December 31	
Millions of dollars	2021	2020
Cumulative translation adjustment	$ (85)	$ (83)
Defined benefit and other postretirement liability adjustments (a)	(47)	(226)
Other	(51)	(53)
Total accumulated other comprehensive loss	$ (183)	$ (362)

(a) Included net actuarial losses for our international pension plans of $49 million at December 31, 2021 and $212 million at December 31, 2020.

Note 13. Stock-based Compensation

The following table summarizes stock-based compensation costs for the years ended December 31, 2021, 2020, and 2019.

	Year Ended December 31		
Millions of dollars	2021	2020	2019
Stock-based compensation cost	$ 214	$ 218	$ 257
Tax benefit	(32)	(35)	(48)
Stock-based compensation cost, net of tax	$ 182	$ 183	$ 209

Our Stock and Incentive Plan, as amended (Stock Plan), provides for the grant of any or all of the following types of stock-based awards:

- stock options, including incentive stock options and nonqualified stock options;
- restricted stock awards;
- restricted stock unit awards;
- stock appreciation rights; and
- stock value equivalent awards.

There are currently no stock appreciation rights, stock value equivalent awards, or incentive stock options outstanding. Under the terms of the Stock Plan, approximately 264 million shares of common stock have been reserved for issuance to employees and non-employee directors. At December 31, 2021, approximately 29 million shares were available for future grants under the Stock Plan. The stock to be offered pursuant to the grant of an award under the Stock Plan may be authorized but unissued common shares or treasury shares.

In addition to the provisions of the Stock Plan, we also have stock-based compensation provisions under the Restricted Stock Plan for Non-Employee Directors and the Employee Stock Purchase Plan (ESPP).

Each of the active stock-based compensation arrangements is discussed below.

Stock options

There were no stock options granted during 2021 and there are no plans to grant stock options in 2022. The majority of our options have generally been issued during the second quarter of the year. All stock options under the Stock Plan were granted at the fair market value of our common stock at the grant date. Employee stock options generally vest ratably over a period of three years and expire 10 years from the grant date. Compensation expense for stock options is generally recognized on a straight line basis over the entire vesting period.

The following table represents our stock options activity during 2021.

	Number of Shares (in millions)	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in millions)
Outstanding at January 1, 2021	25.9	$ 40.36		
Exercised	(0.1)	23.88		
Forfeited/expired	(1.6)	41.54		
Outstanding at December 31, 2021	24.2	$ 40.42	4.6	$ 0.5
Exercisable at December 31, 2021	21.3	$ 42.53	4.2	$ 0.3

The total intrinsic value of options exercised was $315,000 in 2021, $7,000 in 2020, and $2 million in 2019. As of December 31, 2021, there was $5 million of unrecognized compensation cost, net of estimated forfeitures, related to nonvested stock options, which is expected to be recognized over a weighted average period of approximately one year.

Cash received from issuance of common stock was $79 million of which $4 million related to proceeds from exercises of stock options during 2021. Cash received from issuance of common stock was $87 million during 2020 and $118 million during 2019, of which $6 million related to proceeds from exercises of stock options in 2019. The remainder relates to cash proceeds from the issuance of shares related to our employee stock purchase plan.

The fair value of options at the date of grant was estimated using the Black-Scholes option pricing model. The expected volatility of options granted was a blended rate based upon implied volatility calculated on actively traded options on our common stock and upon the historical volatility of our common stock. The expected term of options granted was based upon historical observation of actual time elapsed between date of grant and exercise of options for all employees. The assumptions and resulting fair values of options granted were as follows:

	Year Ended December 31		
	2021	2020	2019
Expected term (in years)	0.00	5.39	5.31
Expected volatility	—	33%	31%
Expected dividend yield	—	2.92 - 3.23%	2.25 - 3.88%
Risk-free interest rate	—	1.43 - 1.69%	1.35 - 2.51%
Weighted average grant-date fair value of option	—	$5.41	$5.91

There were no stock options granted for the year ended December 31, 2021.

Restricted stock

Restricted shares issued under the Stock Plan are restricted as to sale or disposition. These restrictions lapse periodically generally over a period of five years. Restrictions may also lapse for early retirement and other conditions in accordance with our established policies. Upon termination of employment, shares on which restrictions have not lapsed must be returned to us, resulting in restricted stock forfeitures. The fair market value of the stock on the date of grant is amortized and charged to income on a straight-line basis over the requisite service period for the entire award.

In 2021, we also granted performance based restricted stock units, with the actual number of shares earned to be determined at the end of a three year performance period based on our achievement of certain predefined targets. These targets are based upon our average return on capital employed as compared to certain competitors and a modifier based upon stock performance compared to the Oilfield Services Index (OSX). A Monte Carlo simulation that uses a probabilistic approach was performed by an actuary to measure grant date fair value. The fair value of these performance based restricted stock units is recognized on a straight-line basis over the three year performance cycle.

The following table represents our restricted stock awards and restricted stock units granted, vested, and forfeited during 2021.

	Number of Shares (in millions)	Weighted Average Grant-Date Fair Value per Share
Nonvested shares at January 1, 2021	19.0	$ 26.32
Granted	9.6	20.94
Vested	(5.4)	30.29
Forfeited	(0.5)	28.32
Nonvested shares at December 31, 2021	22.7	$ 23.16

The weighted average grant-date fair value of shares granted was $20.94 during 2021, $16.53 during 2020, and $24.75 during 2019. The total fair value of shares vested was $117 million during 2021, $79 million during 2020, and $107 million during 2019. As of December 31, 2021, there was $330 million of unrecognized compensation cost, net of estimated forfeitures, related to nonvested restricted stock, which is expected to be recognized over a weighted average period of three years.

Employee Stock Purchase Plan

Under the ESPP, eligible employees may have up to 10% of their earnings withheld, subject to some limitations, to be used to purchase shares of our common stock. The ESPP contains four three-month offering periods commencing on January 1, April 1, July 1, and October 1 of each year. The price at which common stock may be purchased under the ESPP in 2021 is equal to 90% (90% in 2020 and 85% in 2019) of the lower of the fair market value of the common stock on the commencement date or last trading day of each offering period. Under the ESPP, 104 million shares of common stock have been reserved for issuance, of which 69 million shares have been sold through the ESPP since the inception of the plan through December 31, 2021 and 35 million shares are available for future issuance. The stock to be offered may be authorized but unissued common shares or treasury shares.

The fair value of ESPP shares was estimated using the Black-Scholes option pricing model. The expected volatility was a one-year historical volatility of our common stock. The assumptions and resulting fair values were as follows:

	Year Ended December 31		
	2021	2020	2019
Expected volatility	69 %	68 %	34 %
Expected dividend yield	0.84 %	4.89 %	3.06 %
Risk-free interest rate	0.05 %	0.65 %	2.20 %
Weighted average grant-date fair value per share	$ 5.01	$ 3.18	$ 5.22

Note 14. Income per Share

Basic income or loss per share is based on the weighted average number of common shares outstanding during the period. Diluted income per share includes additional common shares that would have been outstanding if potential common shares with a dilutive effect had been issued. Antidilutive securities represent potentially dilutive securities which are excluded from the computation of diluted income or loss per share as their impact was antidilutive.

A reconciliation of the number of shares used for the basic and diluted income per share computations is as follows:

	Year Ended December 31		
Millions of shares	2021	2020	2019
Basic weighted average common shares outstanding	892	881	875
Dilutive effect of awards granted under our stock incentive plans	—	—	—
Diluted weighted average common shares outstanding	892	881	875
Antidilutive shares:			
Options with exercise price greater than the average market price	22	27	24
Options which are antidilutive due to net loss position	—	1	1
Total antidilutive shares	22	28	25

Note 15. Financial Instruments and Risk Management

The carrying amount of cash and equivalents, receivables, and accounts payable, as reflected in the consolidated balance sheets, approximates fair value due to the short maturities of these instruments.

The carrying amount and fair value of our total debt, including short-term borrowings and current maturities of long-term debt, is as follows:

	December 31, 2021				December 31, 2020			
Millions of dollars	Level 1	Level 2	Total fair value	Carrying value	Level 1	Level 2	Total fair value	Carrying value
Total debt	$ 10,518	$ 527	$ 11,045	$ 9,138	$ 10,856	$ 700	$ 11,556	$ 9,827

The total fair value of our debt decreased during 2021 primarily due to the repayment of senior debentures and notes, the effect of which was partially offset by lower debt yields. The carrying value of our debt decreased as a result of the repayment of senior debentures and notes. See Note 9 for further information.

Our debt categorized within level 1 on the fair value hierarchy is calculated using quoted prices in active markets for identical liabilities with transactions occurring on the last two days of period-end. Our debt categorized within level 2 on the fair value hierarchy is calculated using significant observable inputs for similar liabilities where estimated values are determined from observable data points on our other bonds and on other similarly rated corporate debt or from observable data points of transactions occurring prior to two days from period-end and adjusting for changes in market conditions. Differences between the periods presented in our level 1 and level 2 classification of our long-term debt relate to the timing of when transactions are executed. We have no debt categorized within level 3 on the fair value hierarchy based on unobservable inputs.

We are exposed to market risk from changes in foreign currency exchange rates and interest rates. We selectively manage these exposures through the use of derivative instruments, including forward foreign exchange contracts, foreign exchange options and interest rate swaps. The objective of our risk management strategy is to minimize the volatility from fluctuations in foreign currency and interest rates. We do not use derivative instruments for trading purposes. The fair value of our forward contracts, options, and interest rate swaps was not material as of December 31, 2021 or December 31, 2020. The counterparties to our derivatives are primarily global commercial and investment banks.

Foreign currency exchange risk

We have operations in many international locations and are involved in transactions denominated in currencies other than the United States dollar, our functional currency, which exposes us to foreign currency exchange rate risk. Techniques in managing foreign currency exchange risk include, but are not limited to, foreign currency borrowing and investing, and the use of currency exchange instruments. We attempt to selectively manage significant exposures to potential foreign currency exchange losses based on current market conditions, future operating activities, and the associated cost in relation to the perceived risk of loss. The purpose of our foreign currency risk management activities is to minimize the risk that our cash flows from the purchase and sale of products and services in foreign currencies will be adversely affected by changes in exchange rates.

We use forward contracts and options to manage our exposure to fluctuations in the currencies of certain countries in which we do business internationally. These instruments are not treated as hedges for accounting purposes, generally have an expiration date of one year or less, and are not exchange traded. While these instruments are subject to fluctuations in value, the fluctuations are generally offset by the value of the underlying exposures being managed. The use of some of these instruments may limit our ability to benefit from favorable fluctuations in foreign currency exchange rates.

Derivatives are not utilized to manage exposures in some currencies due primarily to the lack of available markets, cost considerations, or immaterial exposures (non-hedged currencies). We attempt to minimize foreign currency exposure in non-hedged currencies and recognize that pricing for the services and products offered in these countries should account for the cost of exchange rate devaluations. We have historically incurred transaction losses in non-hedged currencies.

The notional amounts of open foreign exchange derivatives were $637 million at December 31, 2021 and $817 million at December 31, 2020. The notional amounts of these instruments do not generally represent amounts exchanged by the parties, and thus are not a measure of our exposure or of the cash requirements related to these contracts. The fair value of our foreign exchange derivatives as of December 31, 2021 and December 31, 2020 is included in “Other current assets” in our consolidated balance sheets and was immaterial. The fair value of these instruments is categorized within level 2 on the fair value hierarchy and was determined using a market approach with certain inputs, such as notional amounts hedged, exchange rates, and other terms of the contracts that are observable in the market or can be derived from or corroborated by observable data.

Interest rate risk

We are subject to interest rate risk on our existing long-term debt. Our short-term borrowings do not give rise to significant interest rate risk due to their short-term nature. We had fixed rate long-term debt totaling $9.1 billion at December 31, 2021 and $9.8 billion at December 31, 2020. We maintain an interest rate management strategy that is intended to mitigate the exposure to changes in interest rates in the aggregate for our debt portfolio.

Credit risk

Financial instruments that potentially subject us to concentrations of credit risk are primarily cash equivalents and trade receivables. It is our practice to place our cash equivalents in high quality investments with various institutions. Our trade receivables are from a broad and diverse group of customers and are generally not collateralized. As of December 31, 2021, 34% of net trade receivables were from customers in the United States and 11% were from customers in Mexico. As of December 31, 2020, 32% of net trade receivables were from customers in the United States. We maintain an allowance for credit losses based upon several factors, including historical collection experience, current aging status of the customer accounts and financial condition of our customers. See Note 5 for further information.

We do not have any significant concentrations of credit risk with any individual counterparty to our derivative contracts. We select counterparties to those contracts based on our belief that each counterparty's profitability, balance sheet, and capacity for timely payment of financial commitments is unlikely to be materially adversely affected by foreseeable events.

Note 16. Retirement Plans

Our company and subsidiaries have various plans that cover a significant number of our employees. These plans include defined contribution plans, defined benefit plans, and other postretirement plans:

- our defined contribution plans provide retirement benefits in return for services rendered. These plans provide an individual account for each participant and have terms that specify how contributions to the participant's account are to be determined rather than the amount of pension benefits the participant is to receive. Contributions to these plans are based on a percentage of pre-tax income, after-tax income, or discretionary amounts determined on an annual basis. Our expense for the defined contribution plans totaled $136 million in 2021, $100 million in 2020, and $206 million in 2019. The increase in expense from 2020 to 2021 was due to a headcount increase and the payment of a discretionary contribution for the year ended December 31, 2021.
- our defined benefit plans, which include both overfunded and underfunded pension plans, define an amount of pension benefit to be provided, usually as a function of age, years of service and/or compensation. The underfunded obligations and net periodic benefit cost of our United States defined benefit plans were not material for the periods presented; and
- our postretirement plans other than pensions are offered to specific eligible employees. The accumulated benefit obligations and net periodic benefit cost for these plans were not material for the periods presented.

Funded status

For our international pension plans, at December 31, 2021, the projected benefit obligation was $1.1 billion and the fair value of plan assets was $1.2 billion, which resulted in an overfunded obligation of $80 million. At December 31, 2020, the projected benefit obligation was $1.2 billion and the fair value of plan assets was $1.1 billion, which resulted in an underfunded obligation of $152 million. The accumulated benefit obligation for our international plans was $1.0 billion at December 31, 2021 and $1.1 billion at December 31, 2020.

The following table presents additional information about our international pension plans.

	December 31	
Millions of dollars	2021	2020
Amounts recognized on the Consolidated Balance Sheets		
Other Assets	$ 265	$ 45
Accrued employee compensation and benefits	7	8
Employee compensation and benefits	178	189
Pension plans in which projected benefit obligation exceeded plan assets		
Projected benefit obligation	$ 199	$ 228
Fair value of plan assets	14	31
Pension plans in which accumulated benefit obligation exceeded plan assets		
Accumulated benefit obligation	$ 114	$ 126
Fair value of plan assets	9	25

Fair value measurements of plan assets

The fair value of our plan assets categorized within level 1 on the fair value hierarchy is based on quoted prices in active markets for identical assets. The fair value of our plan assets categorized within level 2 on the fair value hierarchy is based on significant observable inputs for similar assets. The fair value of our plan assets categorized within level 3 on the fair value hierarchy is based on significant unobservable inputs.

The following table sets forth the fair values of assets held by our international pension plans by level within the fair value hierarchy.

Millions of dollars	Level 1	Level 2	Level 3	Net Asset Value (a)	Total
Cash and equivalents	$ —	$ 251	$ —	$ —	$ 251
Equity funds (b)	—	120	—	—	120
Bond funds (c)	—	405	—	143	548
Alternatives funds (d)	—	—	—	176	176
Real estate funds (e)	—	23	—	23	46
Other investments (f)	3	21	3	—	27
Fair value of plan assets at December 31, 2021	$ 3	$ 820	$ 3	$ 342	$ 1,168
Cash and equivalents	$ —	$ 136	$ —	$ —	$ 136
Equity funds (b)	—	170	—	—	170
Bond funds (c)	—	319	—	149	468
Alternatives funds (d)	—	4	—	163	167
Real estate funds (e)	—	68	—	28	96
Other investments (f)	5	21	14	—	40
Fair value of plan assets at December 31, 2020	$ 5	$ 718	$ 14	$ 340	$ 1,077

(a) Represents investments measured at fair value using the Net Asset Value (NAV) per share practical expedient and thus has not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the total value of our international pension plans assets.

(b) Strategy of equity funds is to invest in diversified funds of global common stocks.

(c) Strategy of bond funds is to invest in diversified funds of fixed income securities of varying geographies and credit quality.

(d) Strategy of alternative funds is to invest in a fund of diversifying investments, including but not limited to reinsurance, commodities, and currencies.

(e) Strategy of real estate funds is to invest in diversified funds of real estate investment trusts and private real estate.

(f) Other investments primarily include investments in insurance contracts, balanced funds, and government bonds.

Risk management practices for these plans include diversification by issuer, industry, and geography, as well as the use of multiple asset classes and investment managers within each asset class. Our investment strategy for our United Kingdom pension plan, which constituted 81% of our international pension plans' projected benefit obligation at December 31, 2021 and is no longer accruing service benefits, aims to achieve full funding of the benefit obligation, with the plan's assets increasingly composed of investments whose cash flows match the projected liabilities of the plan.

Net periodic benefit cost

Net periodic benefit cost for our international pension plans was $25 million in 2021, $30 million in 2020, and $23 million in 2019.

Actuarial assumptions

Certain weighted-average actuarial assumptions used to determine benefit obligations of our international pension plans at December 31 were as follows:

	2021	2020
Discount rate	2.3%	1.8%
Rate of compensation increase	5.3%	5.9%

Certain weighted-average actuarial assumptions used to determine net periodic benefit cost of our international pension plans for the years ended December 31 were as follows:

	2021	2020	2019
Discount rate	1.8%	2.5%	3.3%
Expected long-term return on plan assets	2.7%	3.5%	4.4%
Rate of compensation increase	5.9%	6.0%	5.8%

Assumed long-term rates of return on plan assets, discount rates for estimating benefit obligations, and rates of compensation increases vary by plan according to local economic conditions. Where possible, discount rates were determined based on the prevailing market rates of a portfolio of high-quality debt instruments with maturities matching the expected timing of the payment of the benefit obligations. Expected long-term rates of return on plan assets were determined based upon an evaluation of our plan assets and historical trends and experience, taking into account current and expected market conditions.

Other information

Contributions. Funding requirements for each plan are determined based on the local laws of the country where such plan resides. In certain countries the funding requirements are mandatory, while in other countries they are discretionary. We currently expect to contribute $18 million to our international pension plans in 2022.

Benefit payments. Expected benefit payments over the next 10 years for our international pension plans are as follows: $43 million in 2022, $41 million in 2023, $42 million in 2024, $44 million in 2025, $46 million in 2026, and an aggregate $256 million in years 2027 through 2031.

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

None.

Item 9(a). Controls and Procedures.

In accordance with the Securities Exchange Act of 1934 Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2021 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Our disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting that occurred during the three months ended December 31, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

See page 37 for Management's Report on Internal Control Over Financial Reporting and page 38 for Report of Independent Registered Public Accounting Firm on its assessment of our internal control over financial reporting.

Item 9(b). Other Information.

None.

Item 9(c). Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

The information required for the directors of the Registrant is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the captions “Election of Directors” and “Involvement in Certain Legal Proceedings.” The information required for the executive officers of the Registrant is included under Part I on page 8 of this annual report. The information required for a delinquent form required under Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “Delinquent Section 16(a) Reports,” to the extent any disclosure is required. The information for our code of ethics is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “Corporate Governance.” The information regarding our Audit Committee and the independence of its members, along with information about the audit committee financial expert(s) serving on the Audit Committee, is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “The Board of Directors and Standing Committees of Directors.”

Item 11. Executive Compensation.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the captions “Compensation Discussion and Analysis,” “Compensation Committee Report,” “Summary Compensation Table,” “Grants of Plan-Based Awards in Fiscal 2021,” “Outstanding Equity Awards at Fiscal Year End 2021,” “2021 Option Exercises and Stock Vested,” “2021 Nonqualified Deferred Compensation,” “Employment Contracts and Change-in-Control Arrangements,” “Post-Termination or Change-in-Control Payments,” “Equity Compensation Plan Information,” and “Directors’ Compensation.”

Item 12(a). Security Ownership of Certain Beneficial Owners.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “Stock Ownership of Certain Beneficial Owners and Management.”

Item 12(b). Security Ownership of Management.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “Stock Ownership of Certain Beneficial Owners and Management.”

Item 12(c). Changes in Control.

Not applicable.

Item 12(d). Securities Authorized for Issuance Under Equity Compensation Plans.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “Equity Compensation Plan Information.”

Item 13. Certain Relationships and Related Transactions, and Director Independence.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “Corporate Governance” to the extent any disclosure is required, and under the caption “The Board of Directors and Standing Committees of Directors.”

Item 14. Principal Accounting Fees and Services.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2022 Annual Meeting of Shareholders (File No. 001-03492) under the caption “Fees Paid to KPMG LLP.” Our independent registered public accounting firm is KPMG LLP, Houston, TX PCAOB ID:185.

PART IV
Item 15. Exhibits.

1. Financial Statements:

   The reports of the Independent Registered Public Accounting Firm and the financial statements of Halliburton Company are included within Part II, Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules:

   The schedules listed in Rule 5-04 of Regulation S-X (17 CFR 210.5-04) have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits:

Exhibit Number	Exhibits
3.1	Restated Certificate of Incorporation of Halliburton Company filed with the Secretary of State of Delaware on May 30, 2006 (incorporated by reference to Exhibit 3.1 to Halliburton's Form 8-K filed June 5, 2006, File No. 001-03492).
3.2	By-laws of Halliburton Company revised effective December 7, 2017 (incorporated by reference to Exhibit 3.1 to Halliburton's Form 8-K filed December 12, 2017, File No. 001-03492).
4.1	Form of debt security of 8.75% Debentures due February 12, 2021 (incorporated by reference to Exhibit 4(a) to the Form 8-K of Halliburton Company, now known as Halliburton Energy Services, Inc. (the Predecessor), dated as of February 20, 1991, File No. 001-03492).
4.2	Senior Indenture dated as of January 2, 1991 between the Predecessor and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee (incorporated by reference to Exhibit 4(b) to the Predecessor's Registration Statement on Form S-3 (Registration No. 33-38394) originally filed with the Securities and Exchange Commission on December 21, 1990), as supplemented and amended by the First Supplemental Indenture dated as of December 12, 1996 among the Predecessor, Halliburton and the Trustee (incorporated by reference to Exhibit 4.1 of Halliburton's Registration Statement on Form 8-B dated December 12, 1996, File No. 001-03492).
4.3	Resolutions of the Predecessor's Board of Directors adopted at a meeting held on February 11, 1991 and of the special pricing committee of the Board of Directors of the Predecessor adopted at a meeting held on February 11, 1991 and the special pricing committee's consent in lieu of meeting dated February 12, 1991 (incorporated by reference to Exhibit 4(c) to the Predecessor's Form 8-K dated as of February 20, 1991, File No. 001-03492).
4.4	Second Senior Indenture dated as of December 1, 1996 between the Predecessor and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, as supplemented and amended by the First Supplemental Indenture dated as of December 5, 1996 between the Predecessor and the Trustee and the Second Supplemental Indenture dated as of December 12, 1996 among the Predecessor, Halliburton and the Trustee (incorporated by reference to Exhibit 4.2 of Halliburton's Registration Statement on Form 8-B dated December 12, 1996, File No. 001-03492).
4.5	Third Supplemental Indenture dated as of August 1, 1997 between Halliburton and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, to the Second Senior Indenture dated as of December 1, 1996 (incorporated by reference to Exhibit 4.7 to Halliburton's Form 10-K for the year ended December 31, 1998, File No. 001-03492).
4.6	Fourth Supplemental Indenture dated as of September 29, 1998 between Halliburton and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, to the Second Senior Indenture dated as of December 1, 1996 (incorporated by reference to Exhibit 4.8 to Halliburton's Form 10-K for the year ended December 31, 1998, File No. 001-03492).

4.7	Resolutions of Halliburton's Board of Directors adopted by unanimous consent dated December 5, 1996 (incorporated by reference to Exhibit 4(g) of Halliburton's Form 10-K for the year ended December 31, 1996, File No. 001-03492).
4.8	Form of debt security of 6.75% Notes due February 1, 2027 (incorporated by reference to Exhibit 4.1 to Halliburton's Form 8-K dated as of February 11, 1997, File No. 001-03492).
4.9	Copies of instruments that define the rights of holders of miscellaneous long-term notes of Halliburton Company and its subsidiaries have not been filed with the Commission. Halliburton Company agrees to furnish copies of these instruments upon request.
4.10	Form of Indenture dated as of April 18, 1996 between Dresser and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee (incorporated by reference to Exhibit 4 to Dresser's Registration Statement on Form S-3/A filed on April 19, 1996, Registration No. 333-01303), as supplemented and amended by Form of First Supplemental Indenture dated as of August 6, 1996 between Dresser and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), Trustee, for 7.60% Debentures due 2096 (incorporated by reference to Exhibit 4.1 to Dresser's Form 8-K filed on August 9, 1996, File No. 1-4003).
4.11	Second Supplemental Indenture dated as of October 27, 2003 between DII Industries, LLC and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Indenture dated as of April 18, 1996 (incorporated by reference to Exhibit 4.15 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).
4.12	Third Supplemental Indenture dated as of December 12, 2003 among DII Industries, LLC, Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Indenture dated as of April 18, 1996, (incorporated by reference to Exhibit 4.16 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).
4.13	Indenture dated as of October 17, 2003 between Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee (incorporated by reference to Exhibit 4.1 to Halliburton's Form 10-Q for the quarter ended September 30, 2003, File No. 001-03492).
4.14	Second Supplemental Indenture dated as of December 15, 2003 between Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.27 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).
4.15	Form of note of 7.6% debentures due 2096 (included as Exhibit A to Exhibit 4.14 above).
4.16	Fourth Supplemental Indenture, dated as of September 12, 2008, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed September 12, 2008, File No. 001-03492).
4.17	Form of Global Note for Halliburton's 6.70% Senior Notes due 2038 (included as part of Exhibit 4.16).
4.18	Fifth Supplemental Indenture, dated as of March 13, 2009, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed March 13, 2009, File No. 001-03492).
4.19	Form of Global Note for Halliburton's 7.45% Senior Notes due 2039 (included as part of Exhibit 4.18).

	4.20	Sixth Supplemental Indenture, dated as of November 14, 2011, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed November 14, 2011, File No. 001-03492).
	4.21	Form of Global Note for Halliburton's 3.25% Senior Notes due 2021 (included as part of Exhibit 4.20).
	4.22	Form of Global Note for Halliburton's 4.50% Senior Notes due 2041 (included as part of Exhibit 4.20).
	4.23	Seventh Supplemental Indenture, dated as of August 5, 2013, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank (incorporated by reference to Exhibit 4.2 of Halliburton's Form 8-K filed August 5, 2013, File No. 001-03492).
	4.24	Form of Global Note for Halliburton's 3.50% Senior Notes due 2023 (included as part of Exhibit 4.23).
	4.25	Form of Global Note for Halliburton's 4.75% Senior Notes due 2043 (included as part of Exhibit 4.23).
	4.26	Eighth Supplemental Indenture, dated as of November 13, 2015, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed November 13, 2015, File No. 001-03492).
	4.27	Form of Global Note for Halliburton's 3.800% Senior Notes due 2025 (included as part of Exhibit 4.26).
	4.28	Form of Global Note for Halliburton's 4.850% Senior Notes due 2035 (included as part of Exhibit 4.26).
	4.29	Form of Global Note for Halliburton's 5.000% Senior Notes due 2045 (included as part of Exhibit 4.26).
	4.30	Description of Registrant's Securities (incorporated by reference to Exhibit 4.30 to Halliburton's Form 10-K for the year ended December 31, 2020, File No. 001-03492).
	4.31	Ninth Supplemental Indenture, dated as of March 3, 2020, between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed March 3, 2020, File No. 001-03492).
	4.32	Form of Global Note for the Company's 2.920% Senior Notes due 2030 (included as part of Exhibit 4.31).
†	10.1	Halliburton Company Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Appendix B of the Predecessor's proxy statement dated March 23, 1993, File No. 001-03492).
†	10.2	Dresser Industries, Inc. Deferred Compensation Plan, as amended and restated effective January 1, 2000 (incorporated by reference to Exhibit 10.16 to Halliburton's Form 10-K for the year ended December 31, 2000, File No. 001-03492).
†	10.3	ERISA Excess Benefit Plan for Dresser Industries, Inc., as amended and restated effective June 1, 1995 (incorporated by reference to Exhibit 10.7 to Dresser's Form 10-K for the year ended October 31, 1995, File No. 1-4003).
	10.4	Form of Indemnification Agreement for Officers (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed August 3, 2007, File No. 001-03492).

	10.5	Form of Indemnification Agreement for Directors (incorporated by reference to Exhibit 10.2 to Halliburton's Form 8-K filed August 3, 2007, File No. 001-03492).
	10.6	Form of Indemnification Agreement for Officers (first elected after January 1, 2013) (incorporated by reference to Exhibit 10.2 to Halliburton's Form 10-Q for the quarter ended March 31, 2013, File No. 001-03492).
	10.7	Form of Indemnification Agreement for Directors (first elected after January 1, 2013) (incorporated by reference to Exhibit 10.1 of Halliburton's Form 8-K filed March 22, 2013, File No. 001-03492).
†	10.8	Halliburton Company Pension Equalizer Plan, as amended and restated effective March 1, 2007 (incorporated by reference to Exhibit 10.8 to Halliburton's Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
†	10.9	Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012 (incorporated by reference to Exhibit 10.5 to Halliburton's Form 10-Q for the quarter ended June 30, 2012, File No. 001-03492).
†	10.10	Halliburton Company Employee Stock Purchase Plan, as amended and restated effective February 17, 2021 (incorporated by reference to Appendix B of Halliburton's proxy statement filed April 6, 2021, File No. 001-03492).
†	10.11	First Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company, effective December 7, 2011 (incorporated by reference to Exhibit 10.41 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492).
†	10.12	Second Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company, effective May 16, 2012 (incorporated by reference to Exhibit 10.4 to Halliburton's Form 10-Q for the quarter ended June 30, 2012, File No. 001-03492).
†	10.13	Third Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company, effective December 1, 2012 (incorporated by reference to Exhibit 10.44 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492).
†	10.14	First Amendment dated December 1, 2012 to Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012 (incorporated by reference to Exhibit 10.45 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492).
†	10.15	Executive Agreement (Myrtle L. Jones) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended March 31, 2013, File No. 001-03492).
†	10.16	Executive Agreement (Timothy McKeon) (incorporated by reference to Exhibit 10.49 to Halliburton's Form 10-K for the year ended December 31, 2013, File No. 001-03492).
†	10.17	Executive Agreement (Charles E. Geer, Jr.) (incorporated by reference to Exhibit 10.2 to Halliburton's Form 8-K filed December 9, 2014, File No. 001-03492).
†	10.18	Halliburton Annual Performance Pay Plan, as amended and restated effective January 1, 2019) (incorporated by reference to Exhibit 10.7 to Halliburton's Form 10-Q for the quarter ended June 30, 2019, File No. 001-03492).
†	10.19	Form of Non-Employee Director Restricted Stock Agreement (Directors Plan) (incorporated by reference as Exhibit 99.5 of Halliburton's Form S-8 filed May 21, 2009, Registration No. 333-159394).

†	10.20	Form of Non-Employee Director Restricted Stock Agreement (Stock and Incentive Plan) (incorporated by reference to Exhibit 10.43 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492).
†	10.21	Executive Agreement (Joe D. Rainey) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed December 12, 2017, File No. 001-03492).
†	10.22	Executive Agreement (Jeffrey A. Miller) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed June 5, 2017, File No. 001-03492).
†	10.23	Halliburton Company Stock and Incentive Plan, as amended and restated effective February 17, 2021 (incorporated by reference to Appendix A of Halliburton's proxy statement filed April 6, 2021, File No. 001-03492.
†	10.24	Form of Nonstatutory Stock Option Agreement (U.S.) (incorporated by reference as Exhibit 99.2 of Halliburton's Form S-8 filed May 17, 2019, Registration No. 333-231571).
†	10.25	Form of Nonstatutory Stock Option Agreement (International) (incorporated by reference as Exhibit 99.3 of Halliburton's Form S-8 filed May 17, 2019, Registration No. 333-231571).
†	10.26	Form of Restricted Stock Agreement (incorporated by reference as Exhibit 99.3 of Halliburton's Form S-8 filed July 23, 2021, Registration No. 333-258123).
†	10.27	Form of Restricted Stock Unit Agreement (International) (incorporated by reference as Exhibit 99.4 of Halliburton's Form S-8 filed July 23, 2021, Registration No. 333-258123).
†	10.28	Form of Restricted Stock Unit Agreement (U.S. Expat) (incorporated by reference as Exhibit 99.5 of Halliburton's Form S-8 filed July 23, 2021, Registration No. 333-258123).
†	10.29	Executive Agreement (Eric J. Carre) (incorporated by reference as Exhibit 10.46 of Halliburton's Form 10-K for the year ended December 31, 2017, File No. 001-03492).
†	10.30	Executive Agreement (Lawrence J. Pope) (incorporated by reference as Exhibit 10.47 of Halliburton's Form 10-K for the year ended December 31, 2017, File No. 001-03492).
†	10.31	Executive Agreement (Lance Loeffler) (incorporated by reference as Exhibit 10.1 of Halliburton’s Form 8-K filed December 11, 2018, File No. 001-03492).
†	10.32	Second Amendment dated January 1, 2019, to Halliburton Company Directors’ Deferred Compensation Plan, as amended and restated effective May 16, 2012 (incorporated by reference as Exhibit 10.47 of Halliburton's Form 10-K for the year ended December 31, 2018, File No. 001-03492).
†	10.33	Executive Agreement (Mark J. Richard) (incorporated by reference as Exhibit 10.48 of Halliburton’s Form 10-K for the year ended December 31, 2018, File No. 001-03492).
†	10.34	Halliburton Company Performance Unit Program, as amended and restated effective January 1, 2019 (incorporated by reference as Exhibit 10.8 of Halliburton's Form 10-Q for the quarter ended June 30, 2019, File No. 001-03492).
	10.35	U.S. $3,500,000,000 Five Year Revolving Credit Agreement among Halliburton, as Borrower, the Banks party thereto, and Citibank, N.A., as Agent (incorporated by reference to Exhibit 10.1 to Halliburton’s Form 8-K filed March 7, 2019, File No. 001-03492).

†	10.36	Halliburton Company Supplemental Executive Retirement Plan, as amended and restated effective December 5, 2019 (incorporated by reference as Exhibit 10.41 of Halliburton's Form 10-K for the year ended December 31, 2019, File No. 001-03492).
†	10.37	Halliburton Company Benefit Restoration Plan, as amended and restated effective December 5, 2019 (incorporated by reference as Exhibit 10.42 of Halliburton's Form 10-K for the year ended December 31, 2019, File No. 001-03492).
†	10.38	Halliburton Elective Deferral Plan, as amended and restated effective December 5, 2019 (incorporated by reference as Exhibit 10.43 of Halliburton's Form 10-K for the year ended December 31, 2019, File No. 001-03492).
†	10.39	Executive Agreement (Van H. Beckwith) (incorporated by reference as Exhibit 10.42 of Halliburton’s Form 10-K for the year ended December 31, 2020, File No. 001-03492).
*†	10.40	Executive Agreement (Jill D. Sharp).
*†	10.41	Form of Non-Management Director Restricted Stock Unit Agreement (Stock and Incentive Plan).
*	21.1	Subsidiaries of the Registrant.
*	23.1	Consent of KPMG LLP.
*	24.1	Powers of attorney for the following directors signed in January 2022: Abdulaziz F. Al Khayyal William E. Albrecht M. Katherine Banks Alan M. Bennett Milton Carroll Murry S. Gerber Patricia Hemingway Hall Robert A. Malone Bhavesh V. Patel
*	31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*	31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
**	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.
*	95	Mine Safety Disclosures.
*	101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
*	101.SCH	XBRL Taxonomy Extension Schema Document

*	101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*	101.LAB	XBRL Taxonomy Extension Label Linkbase Document
*	101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*	101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*	104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document

* Filed with this Form 10-K.
** Furnished with this Form 10-K.
† Management contracts or compensatory plans or arrangements.

Item 16. Form 10-K Summary.
None.

SIGNATURES

As required by Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned authorized individuals on this 4th day of February, 2022.

HALLIBURTON COMPANY

By /s/ Jeffrey A. Miller
Jeffrey A. Miller
Chairman of the Board, President and Chief Executive Officer

As required by the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities indicated on this 4th day of February, 2022.

Signature	Title
/s/ Jeffrey A. Miller Jeffrey A. Miller	Chairman of the Board, Director, President and Chief Executive Officer
/s/ Lance Loeffler Lance Loeffler	Executive Vice President and Chief Financial Officer
/s/ Charles E. Geer, Jr. Charles E. Geer, Jr.	Senior Vice President and Chief Accounting Officer

Signature	Title
* Abdulaziz F. Al Khayyal Abdulaziz F. Al Khayyal	Director
* William E. Albrecht William E. Albrecht	Director
* M. Katherine Banks M. Katherine Banks	Director
* Alan M. Bennett Alan M. Bennett	Director
* Milton Carroll Milton Carroll	Director
* Murry S. Gerber Murry S. Gerber	Director
* Patricia Hemingway Hall Patricia Hemingway Hall	Director
* Robert A. Malone Robert A. Malone	Director
* Bhavesh V. Patel Bhavesh V. Patel	Director

/s/ Van H. Beckwith
*By Van H. Beckwith, Attorney-in-fact

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HALLIBURTON

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