

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 September 30, 2024

OR

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Commission file number 001-13601

GEOSPACE TECHNOLOGIES CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

Texas  
(State or Other Jurisdiction of Incorporation or Organization)  
76-0447780  
(I.R.S. Employer Identification No.)  
7007 Pinemont Drive  
Houston, Texas 77040-6601  
(Address of Principal Executive Offices)  
(713) 986-4444  
(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	GEOS	The NASDAQ Global Select Market
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 definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☒ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

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

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

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

There were 12,709,381 shares of the Registrant's Common Stock outstanding as of the close of business on October 31, 2024. As of March 31, 2024, the aggregate market value of the Registrant's Common Stock held by non-affiliates was approximately \$164 million (based upon the closing price of \$13.19 on March 31, 2024, as reported by The NASDAQ Global Select Market).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement for the Registrant's 2025 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

Auditor Firm Id: 49 Auditor Name: RSM US LLP Auditor Location: Houston, Texas, USA



## **PART I**

### **Item 1. Business**

#### **Business Overview**

Unless otherwise specified, the discussion in this Annual Report on Form 10-K refers to Geospace Technologies Corporation and its subsidiaries. We principally design and manufacture seismic instruments and equipment. These seismic products are marketed to the oil and gas industry and used to locate, characterize and monitor hydrocarbon producing reservoirs. More recently, we've begun marketing our seismic products for energy transition applications such as carbon storage, geothermal and mining. We also market our seismic products to other industries for vibration monitoring, border and perimeter security and various geotechnical applications. We design and manufacture other products of a non-seismic nature, including water meter products, imaging equipment, offshore cables, remote shutoff water valves and Internet of Things ("IoT") platform. Additionally, we provide contract manufacturing services, which leverage our capabilities and manufacturing resources. We report and categorize our customers and products into three different segments: Oil and Gas Markets, Adjacent Markets and Emerging Markets. In recent years, the revenue contribution from our Adjacent Markets segment has grown to represent nearly half of our total revenue. This revenue growth in this segment is largely attributable to the rise in water utility modernization which includes our waterproof meter connector cable series of products.

Demand for our seismic products targeted at customers in our Oil and Gas Markets segment has been, and will likely continue to be, vulnerable to downturns in the economy and the oil and gas industry in general. For more information, please refer to the risks discussed under the heading "Risk Factors."

#### **Segment and Geographical Information**

We report and evaluate financial information for our three business segments: Oil and Gas Markets, Adjacent Markets and Emerging Markets. For a discussion of the products sold and markets served by each of our segments, see "Products and Product Development" below. For a discussion of financial information by segment and geographic area, see Note 20 to the consolidated financial statements contained in this Annual Report on Form 10-K.

#### **Products and Product Development**

##### **Oil and Gas Markets**

Our Oil and Gas Markets business segment has historically accounted for the majority of our revenue. Geoscientists use seismic data primarily in connection with the exploration, development and production of oil and gas reserves to map potential and known hydrocarbon bearing formations and the geologic structures that surround them. This segment's products include wireless seismic data acquisition systems, reservoir characterization products and services, and traditional seismic exploration products such as geophones, hydrophones, leader wire, connectors, cables, marine streamer retrieval and steering devices and various other seismic products. We believe that our Oil and Gas Markets' products are among the most technologically advanced instruments and equipment available for seismic data acquisition.

##### *Traditional Products*

An energy source and a data recording system are combined to acquire seismic data. We provide many of the components of seismic data recording systems, including geophones, hydrophones, multi-component sensors, leader wire, geophone strings, connectors, seismic telemetry cables and other seismic related products. On land, our customers use geophones, leader wire, cables and connectors to receive and measure seismic reflections resulting from an energy source into data recording units, which store the seismic information for subsequent processing and analysis.

In the marine environment, large ocean-going vessels tow long seismic cables known as "streamers" containing hydrophones that are used to detect pressure changes. Hydrophones transmit electrical impulses back to the vessel's data recording unit where the seismic data is stored for subsequent processing and analysis. Our marine seismic products also help steer streamers while being towed and help recover streamers if they become disconnected from the vessel.

Our seismic sensor, cable and connector products are compatible with most major competitive seismic data acquisition systems currently in use. Revenue from these products results primarily from seismic contractors purchasing our products as components of new seismic data acquisition systems or to repair and replace components of seismic data acquisition systems already in use.

## *Wireless Products*

We have developed multiple versions of a land-based wireless (or nodal) seismic data acquisition system. Rather than utilizing interconnecting cables as required by most traditional land data acquisition systems, each of our wireless stations operate as an independent data collection system, allowing for virtually unlimited channel configurations. As a result, our wireless systems require less maintenance, which we believe allows our customers to operate more effectively and efficiently because of its reduced environmental impact, lower weight and ease of operation. The Pioneer™ is a small lightweight, cable-free, connector-less, node. Pioneer™ is the next generation node designed for extended duration land based seismic data acquisition. The device continuously records for up to 50 days and offers connector less charging and data downloading. Its lightweight and connector-less design will allow contractors to operate more efficiently and at a lower cost.

We have also developed a marine-based wireless seismic data acquisition system called the OBX, and recently released Mariner™ and Aquanaut™. Similar to our land-based wireless systems, these marine wireless systems may be deployed in virtually unlimited channel configurations and do not require interconnecting cables between each station. We have two versions of OBX nodal stations: a shallow water version that can be used in depths of up to 750 meters and a deepwater version that can be deployed in depths of up to 3,450 meters. Through September 30, 2024, we have sold 29,000 OBX stations and we currently have 19,000 OBX stations in our rental fleet. The Mariner™ is a continuous, cable-free, four channel autonomous, shallow water ocean bottom recorder. Mariner™ is the next generation node designed for extended duration seabed ocean bottom seismic data acquisition. The slim profile nodes, which are part of our shallow water stations, are ideally deployed as deep as 750 meters. The device continuously records for up to 70 days and offers more rapid recharging times. Its slim profile creates space savings on seismic survey vessels, allowing contractors to fit up to 25% more nodes into a download/charge container. Through September 30, 2024, we have sold 7,600 Mariner™ nodes. Our recently introduced Aquanaut™ is a deepwater, wireless seismic acquisition node capable of operating for 200 days in water as deep as 3,450 meters.

## *Reservoir Products*

Seismic surveys repeated over selected time intervals show dynamic changes within a producing oil and gas reservoir, and operators can use these surveys to monitor the effects of oil and gas development and production. This type of reservoir monitoring requires special purpose or custom designed systems in which portability becomes less critical and functional reliability assumes greater importance. This reliability factor helps assure successful operations in inaccessible locations over a considerable period of time. Additionally, reservoirs located in deep water or harsh environments require special instrumentation and new techniques to maximize recovery. Reservoir monitoring also requires high-bandwidth, high-resolution seismic data for engineering project planning and reservoir management. Utilizing these reservoir monitoring tools, producers can enhance the recovery of oil and gas deposits over the life of a reservoir.

We have developed permanently installed high-definition reservoir monitoring systems for land and ocean-bottom applications in producing oil and gas fields. Our electrical reservoir monitoring systems are currently installed on numerous offshore reservoirs in the North Sea and elsewhere. Through our acquisition of the OptoSeis® fiber optic sensing technology, we now offer both electrical and fiber optic reservoir monitoring systems. These high-definition seismic data acquisition systems have a flexible architecture allowing them to be configured as a subsurface system for both land and marine reservoir-monitoring projects. The scalable architecture of these systems enables custom designed configuration for applications ranging from low-channel engineering and environmental-scale surveys requiring a minimum number of recording channels to high-channel surveys required to efficiently conduct permanent reservoir monitoring ("PRM"). The modular architecture of these products allows virtually unlimited channel expansion for these systems.

In the spring of 2023, we released a derivative of the OptoSeis® technology for high temperature downhole applications. The product known as Insight by OptoSeis® offers a passive, all-optical downhole sensor network – no electronics downhole - resulting in years long operational lifetime at 150 °C.

In addition, we produce seismic borehole acquisition systems that employ a fiber optic augmented wireline capable of very high data transmission rates. These systems are used for several reservoir monitoring applications, including an application pioneered by us allowing operators and service companies to monitor and measure the results of hydraulic fracturing operations.

We believe our reservoir characterization products make seismic acquisition a cost-effective and reliable process for reservoir monitoring. Our multi-component seismic product developments also include an omni-directional geophone for use in reservoir monitoring, a compact marine three-component or four-component gimbaled sensor and special-purpose connectors, connector arrays and cases.

We have maintained active discussions with potential clients for future PRM systems. In July 2024, we received requests for bids on Front-End Engineering and Design studies from a major oil and gas producer issued ahead of PRM tenders that may follow. These are multistage, large-scale opportunities. We have not received any orders for a large-scale seabed PRM system since November 2012.

## **Adjacent Markets**

Our Adjacent Markets businesses leverage upon existing manufacturing facilities and engineering capabilities utilized by our Oil and Gas Markets businesses. Many of the seismic products in our Oil and Gas Markets segment, with little or no modification, have direct application to other industries.

Our business diversification strategy has centered largely on translating expertise in ruggedized engineering and manufacturing into expanded customer markets. To bolster the solid market share we've established in the water utility market for water meter connectors, in fiscal year 2021, we acquired the smart water IoT company Aquana, LLC ("Aquana").

### *Industrial Products*

Our industrial products include water meter products, remote disconnect shut-off water valves and IoT Platform, contract manufacturing services and seismic sensors used for vibration monitoring.

Our water meter products support the global smart meter connectivity water utility market. Our products provide our customers with highly reliable automated meter-reading and automated meter infrastructure with our robust water-proof connectors.

Our remote disconnect valves and water IoT platform allows customers that manage multi-family and commercial properties to monitor their properties for leak and burst events, with real-time notifications, complimented with our remote-shut off to stop water damage. These products also allow water utilities to re-claim non-revenue water at a lower energy and field service cost through remote control of water service without placing its employees in potential harm or danger.

Our robust manufacturing capabilities have allowed us to provide specialized contract manufacturing services for printed circuit board manufacturing, cabling and harnesses, machining, injection molding and electronic system assembly.

Our seismic sensors provide unique high definition, low frequency sensing that allows for vibration monitoring in industrial machinery, mine safety and earthquake detection.

### *Imaging Products*

Our imaging products include electronic pre-press products that employ direct thermal imaging, direct-to-screen printing systems, and digital inkjet printing technologies targeted at the commercial graphics, industrial graphics, textile and flexographic printing industries.

## **Emerging Markets**

Our Emerging Markets business segment consists entirely of our Quantum business. Quantum's product line includes a proprietary detection system called SADAR<sup>®</sup>, which detects, locates and tracks items of interest in real-time. Using the SADAR<sup>®</sup> technology, Quantum designs and sells products used for border and perimeter security surveillance, cross-border tunneling detection and other products targeted at movement monitoring, intrusion detection and situational awareness. Quantum's customers include various agencies of the U.S. government including the Department of Defense, Department of Energy, Department of Homeland Security and other agencies as well as energy companies needing real-time monitoring of seismic data.

## Business Strategy

We have adopted what we think is a conservative and prudent business strategy which places a focus on sound financial management practices, as outlined below. We have not changed our primary focus on continued investment in product research and development, selective acquisitions and joint ventures.

- *Continue Investment in Product Research and Development* – Past periods of revenue growth were primarily driven through our internal development of new products for the oil and gas industry. In past years, our oil and gas product innovations included the introduction of borehole seismology tools, land and seabed PRM systems and wireless data acquisition systems for both land and marine applications. These innovative technologies are the result of our unceasing investment in research and development initiatives. A majority of our product research and development cost relates to our product engineers. Our engineering staff have been key to our past success, and we intend to continue our tradition of retaining and attracting quality engineering staff by providing appropriate compensation and benefits. Going forward, we intend to continue significant investments in product research and development of new oil and gas technologies as well as products for our other business segments in order to diversify and grow our revenue base.
- *Selectively Pursue Acquisitions of Businesses with Technological and Engineering Overlap* – The oil and gas industry periodically experiences volatile business cycles requiring us to rapidly increase and decrease our business activities to meet the industry's demand for our products. This industry generally offers equipment manufacturers like us limited visibility into new orders creating challenges for us to manage our manufacturing capacity, workforce, inventories and other working capital challenges. While our primary growth initiative is to expand our oil and gas seismic product offerings, as seen with our acquisition of the OptoSeis® fiber optic sensing technology in fiscal year 2019, we may also seek out other business opportunities in adjacent markets and emerging markets which complement our existing oil and gas seismic products, engineering and manufacturing capabilities, and company-wide culture. In order to diversify our revenue base and expose us to different markets with different business cycles, we have directed these efforts toward businesses outside the oil and gas industry, as seen with our acquisition of Quantum in fiscal year 2018 and Aquana in fiscal year 2021.
- *Financial Management* – Due to the cyclical nature of the oil and gas industry, we have historically managed our financial risk by limiting or eliminating debt leverage in our balance sheet. While we are not opposed to moderate amounts of short-term debt during favorable business cycles, we choose to minimize our exposure to long-term debt obligations which, in our view, restrict our ability to operate during periodic difficult business cycles in the oil and gas industry similar to the recent business environment. We believe this strategy has allowed us to continue operations through difficult business cycles without disruption for debt and equity restructuring as has been seen among our peers, many of whom have significant long-term debt burdens. In addition, we have limited our investments in capital assets and have liquidated, and made appropriate reserves for, significant amounts of our inventories and rental fleet assets. We also believe that the value of our common shares outstanding will be best served in the long-term by retaining our cash to fund future cash outflows as they become necessary. In this regard, we do not anticipate paying any cash dividends in the foreseeable future, however, since fiscal year 2021 we have repurchased 1,496,701 shares of our common stock in open market transactions under stock-buy-back programs authorized by our Board of Directors.

## Competition

### *Oil and Gas Products*

We are one of the world's largest designers and manufacturers of seismic products used in the oil and gas industry. The principal competitors for many of our traditional seismic products are Sercel (a division of Viridien, formerly a division of CGG) and INOVA. Furthermore, entities in China affiliated with Sercel, as well as other Chinese manufacturers produce low-cost oil and gas seismic products, which compete with our traditional seismic products.

The primary competitors for our land wireless data acquisition systems are SmartSolo, Sercel, INOVA, STRYDE, Geophysical Technologies and numerous smaller entities who have introduced similar versions of wireless data acquisition systems. We believe the primary competitors for our marine nodal data acquisition systems are Magseis Fairfield ASA (a division of TGS, which recently merged with PGS), Sercel and InApril AS (which merged with SAExploration in September 2024) each of whom utilizes their own proprietary nodal technology.

Most oil and gas seismic products are price sensitive, so the ability to manufacture these products at a low cost is essential to maintain market share. While price is an important factor in a customer's decision to purchase a land or marine wireless data acquisition system, we believe customers also place a high value on a product's historical performance and the ongoing engineering and field support provided by the product's manufacturer.

The principal keys for success in the seismic instruments and equipment market are technological superiority, product durability under harsh field conditions, reliability, size, weight and customer support. Product deliverability is always an important consideration for our customers.

In general, most customers prefer to standardize data acquisition systems, particularly if they are used by seismic companies that have multiple crews which are able to support each other. This standardization makes it difficult for competitive manufacturers to gain market share from other manufacturers with existing customer relationships.

Our primary competitors for the rental of our traditional and land wireless seismic equipment are STRYDE, SmartSolo, INOVA, and Geophysical Technologies.

Our primary competitor for our seabed PRM systems is Alcatel-Lucent. Our primary competitors for high-definition borehole seismic data acquisition systems are Avalon Sciences Ltd and Sercel.

Our primary competitors for the new energy or energy transition market are Microseismic, Inc., Namometrics, ISTI and ESG.

#### *Adjacent Markets Products*

Our industrial and imaging products face competition from numerous domestic and international specialty product manufacturers.

#### *Emerging Markets Products*

The border and perimeter security marketplace is dominated by large integrated system providers such as Boeing, General Dynamics, Lockheed Martin, Raytheon, Elbit Systems and others. Systems provided by these competitors are generally multifaceted and may include numerous integrated surveillance technologies, including the geophysical sensor and software systems that we have developed. Our sensing technology does not rely on line-of-sight motion detection, which is required by cameras and other visual and radio frequency technologies, and thus enables motion-sensing such devices would miss. Competitive geophysical technologies utilizing fiber optic sensing techniques are provided by OptaSense, Fibersensys, Future Fiber Technologies and other specialty sensor manufacturing firms.

#### **Suppliers**

We purchase raw materials from a variety of suppliers located in various countries. We typically have multiple suppliers for our critical materials. In our oil and gas seismic business segment, certain models of our marine wireless products use a timing device manufactured by a single supplier. We currently do not possess the ability to manufacture this component and have no other reliable source for this device. In our Adjacent Markets business segment, we purchase all of our thermal imaging film from a single supplier. Beyond this film supplier, we know of no other source for thermal film that performs as well in our imaging equipment. For a discussion of the risks related to our reliance on these suppliers, see "Risk Factors – We Rely on Key Suppliers for Certain Components Used in Our Products."

Our supply chain frequently experiences disruptions, resulting in longer lead times in materials available from suppliers and extended the shipping time for these materials to reach our facilities. These disruptions could constrain our ability to provide products to our customers in the time frame they require.

#### **Product Manufacturing and Assembly**

Our manufacturing and product assembly operations consist of machining, molding or cabling the necessary component parts, configuring these parts along with components received from various vendors and assembling a final product. We manufacture many of our oil and gas seismic products to the specifications required by our customers. For example, we assemble geophone strings based on a number of customer choices such as length, gauge, tolerance and color of molded parts. Upon completion of our manufacturing and assembly operations, we test our final products to the functional and environmental extremes of product specifications and inspect the products for quality assurance. Consistent with industry practice, we normally manufacture our products based on firm customer orders, anticipated customer orders and historical product demand.

## Markets and Customers

Our principal customers for our traditional and wireless seismic products are seismic contractors and, to a lesser extent, major independent and government-owned oil and gas companies that either operate their own seismic crews or specify seismic instrument and equipment preferences to contractors. For our deepwater PRM products, our customers are generally large international oil and gas companies that operate long-term offshore oil and gas producing properties. Our industrial product customers consist of specialty manufacturers, research institutions and industrial product distributors. Our imaging customers primarily consist of direct users of our equipment as well as specialized resellers that focus on the screen-printing and flexographic printing industries. Our border and perimeter security customers are primarily government agencies. Our smart water connectivity customers include municipalities, water utilities, water meter manufacturing companies as well as asset management firms such as multifamily property owners.

Two customers comprised 27.4% and 16.0% of our revenue during fiscal year 2024. Two customers comprised 26.7% and 11.7% of our revenue during fiscal year 2023. The following table describes our revenue by product type (in thousands):

	YEAR ENDED SEPTEMBER 30,	
	2024	2023
Traditional seismic exploration product revenue .....	\$ 9,812	\$ 12,183
Wireless seismic exploration product revenue .....	67,059	60,848
Seismic reservoir product revenue .....	584	962
Industrial product revenue.....	43,060	36,859
Imaging product revenue.....	12,565	12,180
Border & perimeter security product revenue .....	2,222	1,234
Corporate revenue .....	296	243
Total revenue.....	<u>\$ 135,598</u>	<u>\$ 124,509</u>

## Intellectual Property

We seek to protect our intellectual property by means of patents, trademarks, trade secrets and other measures. We hold patents on geophones, micro-geophones, piezo-electric sensors, seismic data acquisition, in-line retrieval devices and water meter connectors, and we have pending applications on related technology. We do not consider any single patent essential to our success. Our patents are scheduled to expire at various dates through 2039. We are not able to predict the effect of any patent expiration. We protect our proprietary rights to our technology through a variety of methods, including confidentiality agreements and proprietary information agreements with suppliers, employees, consultants and others who may have access to proprietary information.

## Research and Development

We expect to incur significant future research and development expenditures aimed at the development of additional products for each of our business segments. We have incurred company-sponsored research and development expenses of \$16.3 million and \$15.9 million during the fiscal years ended September 30, 2024 and 2023, respectively.

## Human Capital, Environmental and Social

In order to continue to produce the most technologically advanced instruments and equipment available for the industrial, border and perimeter security and seismic data acquisition markets, it is crucial that we continue to attract and retain top talent. To attract and retain talented employees, we strive to make Geospace Technologies Corporation a diverse and safe workplace, with opportunities for our employees to receive educational benefits, cross-function skill-development to grow and develop their careers, all supported by competitive compensation and benefits.

*Workforce Composition* - At September 30, 2024, we employed 478 people predominantly on a full-time basis, of which 461 were employed in the United States and the remainder in the United Kingdom, Canada and Colombia. Our professional staff includes geoscientists, electrical and mechanical engineers, accountants, computer and data scientists, marketing and human resource professionals. 63% of our global workforce is employed in manufacturing, 19% in engineering and 18% in sales and administration. Our employees are not unionized. We have never experienced a work stoppage.



As a global manufacturer of high-tech offerings, we believe that a diverse workforce benefits everyone, from our skilled workforce, to our valued clients, to our trusted shareholders and our society. Our domestic workforce make-up includes 33% white, 31% Asian, 25% Hispanic or Latino, 10% Black or African American, and 1% two or more races. Women in managerial roles represent 2% of our domestic workforce. We proudly employ veterans of the US Armed Forces, who make up 5% of our domestic workforce.

*Health, Safety and Wellness* - The success of our business is fundamentally connected to the well-being of our people. Accordingly, we are committed to the health and safety of our employees. We provide our full-time employees and their families with access to healthcare programs. In response to the COVID-19 pandemic, we implemented significant changes that we determined were in the best interest of our employees, as well as the communities in which we operate, and which comply with government regulations. This includes having employees work from home, while implementing additional safety measures for employees continuing critical on-site work.

*Compensation and Benefits* - We provide competitive compensation and benefits programs to help meet the needs of our employees. In addition to salaries, these programs (which vary by country/region and employment classification) include an incentive compensation plan, a 401(k) Plan, healthcare and insurance benefits, health savings and flexible spending accounts, paid time off, family leave, tuition assistance and on-site services, among others. We use targeted equity-based grants with vesting conditions to facilitate retention of personnel, particularly those with critical skills and experience.

*Talent Development* - We invest resources to develop the talent needed to remain a leading manufacturer and developer of industrial, border and perimeter security and seismic data acquisition products. We provide our employees training opportunities and educational benefits to assist in career and skill development. We focus on continuous learning and provide feedback to assist in the development of talent.

*Company Culture* - Our Board of Directors established a Code of Business Conduct applicable to all our employees, directors and officers and a Code of Ethics for Senior Financial Officers in accordance with applicable U.S. federal securities laws and the NASDAQ Listed Company Manual. The Code of Business Conduct provides guidance on corporate policies such as anti-harassment, anti-corruption, substance abuse, anti-trust, conflict minerals compliance, international trade restrictions as well as policies against insider trading, conflict of interest and hedging of our common stock. We offer a Whistle Blower program designed to protect any employee who reports valid suspicions related to our financial accounting, internal controls or like matters to management without fear of termination or similar repercussions.

*Human Rights* - Last year, we introduced a Human Rights Policy Statement which demonstrates our commitment to supporting and promoting human rights that benefit all our stakeholders, including our customers, employees, shareholders, investors, and the communities in which we live and operate. Our approach is applied in our business operations, across our supply chain and through ethical business conduct. This policy statement promotes a safe and healthy workplace, diversity and inclusion, non-discrimination and anti-harassment as well as addresses forced labor, human trafficking, and child labor. The Human Rights Policy Statement is posted to our corporate website and is adhered through our Business Code of Conduct and through responsible sourcing practices.

Our values and ethics serve as the guiding force through which we proactively maintain the highest standards of business conduct. Our Core Values guide our corporate policies and practices and promote ethical business conduct and compliance with the law. Our employees understand the importance of applying our Core Values toward their daily best practices. Annually, we hold an internal Core Values survey to inform leadership on the values in action and opportunities to improve.

*Governance* - We pride ourselves on the highly ethical and transparent standards through the governance under our Board of Directors.

*Board Composition* - Our Board of Directors is chaired by a highly experienced, independent Director whose position is wholly separate and divided from the role of the Chief Executive Officer. Unlike organizations where the two leadership roles are intertwined, this distinction helps ensure varying viewpoints designed to deliver improved returns for the shareholders we serve and the communities in which we operate.

*Board Charter Reviews* - Every twelve-months, we conduct a Board and Board Committee assessment review to review and ensure that the highest quality standards are met.

*Executive Sessions Without Management* - In order to ensure original and independent thought, non-management Board members meet throughout the year.

*Audit Policies* – Our Audit Committee is comprised of trusted members who ensure the integrity of our financial statements, internal controls, compliance with legal and regulatory requirements, as well as the performance of our independent auditor.

*Enterprise Risk Management ("ERM")* – Our Board of Directors takes an enterprise-wide approach to reviewing each of our business segments, which encompass Oil & Gas, Adjacent Markets, and Emerging Markets operations which include our Security & Surveillance sector. Board members meet regularly to oversee and ensure that company objectives are met, shareholder concerns are addressed and ERM policies are maintained.

*Environmental* – We are committed to zero harm to people, property and the environment. We have an ISO 14001 certified environmental management system, employed over many health, safety and environmental programs. We do not exist in isolation. We strive to pursue a strategy of responsibility that not only encompasses all our activities but addresses the needs of our employees, customers, suppliers and our stakeholders. We operate in communities, which have placed their trust in us. In doing this, we aim to better our impact on the environment and society, not only of our business but all businesses and organizations with whom we interact. We integrate responsible and sustainable practices throughout our organization. Our products are designed to not harm individuals, communities or the environment. We pledge to conduct ourselves in a most responsible manner in each community.

As a manufacturer, we have a responsibility to reuse or recycle waste materials from our operations. Over the last three years, we have recycled more than 423 tons of recyclable materials. Year to date 2024, we have recycled over 212 tons of manufacturing waste materials. This includes production recyclable materials (aluminum, brass, copper, stainless steel, steel, and titanium as well as armored cable, film, lithium batteries, PCB boards and solder paste) plus paper, plastic, cardboard and e-waste (electronics).

## **Financial Information by Segment and Geographic Area**

For a discussion of financial information by segment and geographic area, see Note 20 to the consolidated financial statements contained in this Annual Report on Form 10-K. For a description of risks attendant to our foreign operations, please see “Risk Factors - Our Foreign Subsidiaries and Foreign Marketing Efforts Are Subject to Additional Political, Economic, Legal and Other Uncertainties Not Generally Associated with Domestic Operations”.

## **Available Information**

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission (“SEC”). Our SEC filings are available to the public over the internet at the SEC’s website at [www.sec.gov](http://www.sec.gov). Our SEC filings are also available to the public free of charge on our website at [www.geospace.com](http://www.geospace.com). Please note that information contained on our website, whether currently posted or posted in the future, is not a part of this Annual Report on Form 10-K or the documents incorporated by reference in this Annual Report on Form 10-K.

## **Item 1A. Risk Factors**

*In evaluating the Company’s business, you should consider the following discussion of risk factors, in addition to other information contained in this report and in the Company’s other public filings with the U.S. Securities and Exchange Commission. Any such risks could materially and adversely affect our business, financial condition, results of operations, cash flow and prospects. However, the risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition, results of operations, cash flow and prospects.*

### **External Factors that Could Adversely Affect Us**

***Oil Commodity Price Levels Could Affect Demand for Our Oil and Gas Products, Which Could Materially and Adversely Affect Our Results of Operations and Liquidity.***

Demand for many of our products and the profitability of our operations depend primarily on the level of worldwide oil and gas exploration activity. Prevailing oil and gas prices, with an emphasis on crude oil prices, and market expectations regarding potential changes in such prices significantly affect the level of worldwide oil and gas exploration activity. During periods of improved energy commodity prices, the capital spending budgets of oil and natural gas operators tend to expand, which results in increased demand for our customers services leading to increased demand in our products. Conversely, in periods when these energy commodity prices deteriorate, capital spending budgets of oil and natural gas operators tend to contract causing demand for our products to weaken. Historically, the markets for oil and gas have been volatile and are

subject to wide fluctuations in response to changes in the supply of and demand for oil and gas, market uncertainty and a variety of additional factors that are beyond our control. These factors include the level of consumer demand, regional and international economic conditions, weather conditions, domestic and foreign governmental regulations (including those related to climate change), price and availability of alternative fuels, political conditions, the war between Russia and Ukraine, instability and hostilities in the Middle East and other significant oil-producing regions, increases and decreases in the supply of oil and gas, the effect of worldwide energy conservation measures and the ability of the Organization of Petroleum Exporting Countries ("OPEC") to set and maintain production levels and prices of foreign imports.

Crude oil prices have stabilized over the past two years, which may result in higher cash flows for exploration and production companies. Any material changes in oil and gas prices or other market trends, like slowing growth of the global economy, could adversely impact seismic exploration activity and would likely affect the demand for the Company's products and could materially and adversely affect its results of operations and liquidity.

Generally, imbalances in the supply and demand for oil and gas will affect oil and gas prices and, in such circumstances, demand for our oil and gas products may be adversely affected when world supplies exceed demand.

***The Ongoing Armed Conflict Between Russia and Ukraine Could Adversely Affect Our Business and Results of Operations.***

In February 2022, the Russian Federation launched a full-scale military invasion of Ukraine, and Russia and Ukraine continue to engage in active and armed conflict as of November 2024. Although the length and impact of the ongoing military conflict is highly unpredictable, the conflict in Ukraine could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. As a result of the invasion, the governments of several western nations, including the U.S., Canada, the United Kingdom and the European Union, implemented new and/or expanded economic sanctions and export restrictions against Russia, Russian-backed separatist regions in Ukraine, certain banks, companies, government officials, and other individuals in Russia and Belarus.

A portion of our oil and gas product manufacturing was conducted through our wholly-owned subsidiary, Geospace Technologies Eurasia LLC ("GTE") in the Russian Federation. In August 2024, we sold these operations to a group of former employees of GTE. We have continued to purchase products from the new ownership and expect to continue to do so for the foreseeable future. However, the rapid changes in rules and implementation of new rules on imports and exports of goods involving Russia has also led to serious delays in getting goods to or from Russia as port authorities struggle to keep up with the changing environment. If imports of these products from the Russian Federation are restricted by government regulation, we may be forced to find other sources for the manufacturing of these products at potentially higher costs. The risk of doing business in the Russian Federation and other economically or politically volatile areas could adversely affect our operations and earnings.

We have no way to predict the duration, progress or outcome of the military conflict in Ukraine. The extent and duration of the military action, sanctions, and resulting market disruptions could be significant and could potentially have substantial impact on the global economy and our business for an unknown period of time.

***Our Foreign Subsidiaries and Foreign Marketing Efforts Are Subject to Additional Political, Economic, Legal and Other Uncertainties Not Generally Associated with Domestic Operations.***

Based on customer billing data, revenue to customers outside the United States accounted for approximately 53% of our revenue during fiscal year 2024; however, we believe the percentage of revenue outside the United States is likely higher since many of our products are first delivered to a domestic location and ultimately shipped to a foreign location. We again expect revenue outside of the United States to represent a substantial portion of our revenue for fiscal year 2025 and subsequent years.

Foreign revenue is subject to special risks inherent in doing business outside of the United States, including the risk of war, terrorist activities, civil disturbances, embargo and government activities, shifting foreign attitudes about conducting business activities with the United States, restrictions of the movement and exchange of funds, inhibitions of our ability to collect accounts receivable or repossess our rental equipment, international sanctions, expropriation and nationalization of our assets or those of our customers, currency fluctuations, devaluations and conversion restrictions, confiscatory taxation or other adverse tax policies and governmental actions that may result in the deprivation of our contractual rights, all of which may disrupt markets or our operations.

Foreign revenue is also generally subject to the risk of compliance with additional laws, including tariff regulations and import and export restrictions. International revenue transactions for our products containing hydrophones require prior U.S. government approval in the form of an export license, which may be withheld by the U.S. government based upon factors which we cannot predict.

***Increases in Tariffs, Trade Restrictions or Taxes on our Products Could Have an Adverse Impact on our Operations.***

In fiscal year 2024, customers outside the United States accounted for approximately 53% of our revenues. We also purchase a portion of our raw materials from suppliers in China and other foreign countries. The commerce we conduct in the international marketplace makes us subject to tariffs, trade restrictions and other taxes when the raw materials we purchase, and the products we ship, cross international borders. Trade tensions between the United States and China, as well as those between the U.S. and Canada, Mexico and other countries have been escalating in recent years. Trade tensions have led to a series of tariffs imposed by the U.S. on imports from China, as well as retaliatory tariffs imposed by China on imports from the U.S. If the U.S. and China are able to negotiate the issues to restore a mutually advantageous and fair trading regime, the increased tariffs could be eliminated. Certain raw materials we purchase from China are subject to these tariffs which has increased our manufacturing costs. Products we sell into certain foreign markets could also become subject to similar retaliatory tariffs, making the products we sell uncompetitive to similar products not subjected to such import tariffs. Further changes in U.S. trade policies, tariffs, taxes, export restrictions or other trade barriers, or restrictions on raw materials including rare earth minerals, may limit our ability to produce products, increase our manufacturing costs, decrease our profit margins, reduce the competitiveness of our products, or inhibit our ability to sell products or purchase raw materials, which could have a material adverse effect on our business, results of operations or financial conditions.

***Climate Change and Legislation Designed to Reduce Climate Change***

The physical and regulatory effects of climate change could have a negative impact on our operations, our customers' operations and the overall demand for our customers' products and, accordingly, our services. There is an increasing focus of local, state, regional, national and international regulatory bodies on Greenhouse Gas ("GHG") emissions and climate change issues. Legislation to regulate GHG emissions has periodically been introduced in the U.S. Congress, and there has been a wide-ranging policy debate, both in the United States and internationally, regarding the impact of these gases and possible means for their regulation. These efforts have included consideration of cap-and-trade programs, carbon taxes, GHG reporting and tracking programs and regulations that directly limit GHG emissions from certain sources. Some of the proposals would require industries to meet stringent new standards that would require substantial reductions in carbon emissions. Those reductions could be costly and difficult to implement. In the absence of federal GHG-limiting legislation, the EPA has determined that GHG emissions present a danger to public health and the environment and has adopted regulations that, among other things, establish construction and operating permit reviews for GHG emissions from certain large stationary sources, require the monitoring and annual reporting of GHG emissions from certain oil and natural gas system sources, implement Clean Air Act emission standards directing the reduction of methane emissions from certain new, modified, or reconstructed facilities in the oil and natural gas sector, and together with the DOT, implement GHG emissions limits on vehicles manufactured for operation in the United States.

In April 2016, the United States signed the Paris Agreement, which requires countries to review and "represent a progression" in their nationally determined contributions, which set emissions reduction goals, every five years. Under the Paris Agreement, the Biden Administration has committed the United States to reducing its greenhouse gas emissions by 50-52% from 2005 levels by 2030. In November 2021, the United States and other countries entered into the Glasgow Climate Pact, which includes a range of measures designed to address climate change, including, but not limited to the phase-out of fossil fuel subsidies, reducing methane emissions 30% by 2030, and cooperating toward the advancement of the development of clean energy. Several states and geographic regions in the United States have also adopted legislation and regulations to reduce emissions of GHGs, including cap and trade regimes and commitments to contribute to meeting the goals of the Paris Agreement.

Governmental, scientific, and public concern over the threat of climate change arising from GHG emissions has resulted in increasing political risks in the United States. President Biden and Congress have identified climate change as a priority, and it is likely that additional executive orders, regulatory action, and/or legislation targeting greenhouse gas emissions, or prohibiting or restricting oil and gas development activities in certain areas, will be proposed and/or promulgated during the Biden Administration. President Biden issued an executive order imposing a moratorium on new oil and gas leasing on federal lands and offshore waters pending completion of a comprehensive review and reconsideration of federal oil and gas permitting and leasing practices. President Biden's order also establishes climate change as a primary foreign policy and national security consideration, affirms that achieving net-zero greenhouse gas emissions by or before midcentury is a critical priority, affirms the Biden Administration's desire to establish the United States as a leader in addressing climate change, generally further integrates climate change and environmental justice considerations into government agencies' decision-making, and

eliminates fossil fuel subsidies, among other measures. Other actions impacting oil and natural gas production activities that could be pursued by the Biden administration may include more restrictive requirements for the establishment of pipeline infrastructure or the permitting of liquified natural gas export facilities.

It is not possible at this time to predict the timing and effects of climate change or whether additional climate-related legislation, regulations or other measures will be adopted at the local, state, regional, national and international levels. However, continued efforts by governments and non-governmental organizations to reduce GHG emissions appear likely, and additional legislation, regulation or other measures that control or limit GHG emissions or otherwise seek to address climate change could adversely affect our customers and our business. Because our business depends on the level of oil exploration, existing or future laws or regulations related to GHGs and climate change, including incentives to conserve energy or use alternative energy sources, our business could be negatively impacted if such laws or regulations reduce demand for our customers' products and, accordingly, our services.

These political, litigation, and financial risks may result in our customers restricting or cancelling exploration or production activities which also could reduce demand for our products and services. In addition to regulatory impacts, the occurrence of weather events caused or exacerbated by climate change could impact local, national or global commodity demand or availability in ways that could be material to our business and/or the business of our customers.

***We Operate in Highly Competitive Markets and Our Competitors May Be Able to Provide Newer or Better Products Than We Are Able to Provide***

The markets for most of our products are highly competitive. Many of our existing and potential competitors have substantially greater marketing, financial and technical resources than we do. Some competitors currently offer a broader range of instruments and equipment for sale than we do and may offer financing arrangements to customers on terms that we may not be able to match. In addition, new competitors may enter the market and competition could intensify.

Revenue from our products may not continue at current volumes or prices if current competitors or new market entrants introduce new products with better features, performance, price or other characteristics than our products. Competitive pressures or other factors may also result in significant price competition that could have a material adverse effect on our results of operations.

***A General Downturn in the Economy in Future Periods May Adversely Affect Our Business.***

Economic slowdowns, currently or in the future, in the United States, China or India, could adversely affect our business in ways that we cannot predict. During times of economic slowdown, our customers may reduce their capital expenditures and defer or cancel pending projects and product orders. Such developments occur even among customers that are not experiencing financial difficulties. During times of economic slowdowns, some of our customers have (and other customers may have) undergone restructuring or bankruptcy that has or could adversely impact our revenues and profitability. Any economic downturn may adversely affect the demand for oil and gas generally or cause volatility in oil and gas commodity prices and, therefore, adversely affect the demand for delivery of our oil and gas products. It could also adversely affect the demand for consumer and industrial products, which could in turn adversely affect our Adjacent Markets business segment. To the extent these factors adversely affect other companies in the industries we serve, there could be an oversupply of products and services and downward pressure on pricing for our products and services, which could adversely affect us. Additionally, bankruptcies or financial difficulties among our oil and gas customers could reduce our cash flows and adversely impact our liquidity and profitability. For a discussion of the customers of our oil and gas products, see "The Limited Market for Our Oil and Gas Products Can Affect Our Revenue," below.

**Risks Associated with Our Business Strategy and Operations**

***Our New Products Require a Substantial Investment by Us in Research and Development Expense and May Not Achieve Market Acceptance.***

Our outlook and assumptions are based on various macro-economic factors and internal assessments, and actual market conditions could vary materially from those assumed. In recent years, we have incurred significant expenditures to fund our research and development efforts, and we intend to continue those expenditures in the future. However, research and development is by its nature speculative, and we cannot assure that these expenditures will result in the development of new products or services or that any new products and services we have developed recently or may develop in the future will be commercially marketable or profitable to us. In particular, we have incurred substantial expenditures to develop our oil and gas nodal seismic data acquisition systems, as well as other products for PRM applications. In addition, we try to use some

of our capabilities to supply products to new adjacent and emerging markets. We cannot assure that we will realize our expectations regarding acceptance of and revenue generated by our new products and services in existing or new markets.

***The Short-Term Nature of Our Order Backlog for Sales of Our Oil and Gas Products and Delayed or Canceled Customer Orders May Cause Us to Experience Fluctuations in Quarterly Results of Operations.***

Historically, the rate of new orders for the sale of our oil and gas products has varied substantially from quarter to quarter. Moreover, we typically operate, and expect to continue operating, on the basis of orders in-hand for our products before we commence substantial manufacturing “runs.” The short-term nature of our order backlog for most of our oil and gas products generally does not allow us to predict with any accuracy demand for our products more than approximately three months in advance. Thus, our ability to replenish orders and the completion of orders, particularly large orders for deep water PRM projects, can significantly impact our operating results and cash flow for any quarter, and results of operations for any one quarter may not be indicative of results of operations for future quarters.

Additionally, customers can delay or even cancel orders and rental contracts before product delivery occurs. For larger orders which generally require us to make a substantial capital investment in our inventories or rental fleet, we attempt to negotiate for a non-refundable deposit or cancellation penalties depending on our relationship with the customer. However, such deposits or penalties, even when obtained, may not fully compensate us for our inventory investment and forgone profits if the order is ultimately cancelled.

These periodic fluctuations in our operating results and the impact of any order delays/cancellations could adversely affect our stock price.

***Our Credit Risk Could Increase and We May Incur Credit Loss Write-Offs If Our Customers Continue to Face Difficult Economic Circumstances.***

While we believe that our allowance for credit losses is adequate in light of known circumstances, additional amounts attributable to uncollectible accounts and notes receivable and credit loss write-offs may have a material adverse effect on our future results of operations. Many of our oil and gas customers are not well capitalized and as a result cannot always pay our invoices when due. We have in the past incurred write-offs in our accounts and notes receivable due to customer credit problems. We have found it necessary from time to time to extend trade credit, including promissory notes, to long-term customers and others where some risks of non-payment exist. Many of our oil and gas customers continue to experience significant liquidity difficulties, which increase those credit risks, due to prolonged periods of low crude oil prices. An increase in the level of credit losses and any deterioration in our credit risk could adversely affect the price of our stock. In addition, we rent equipment to our oil and gas customers who utilize such equipment in various countries around the world. If these customers experience financial difficulties, it could be difficult or impossible to retrieve our rental equipment from foreign countries.

***The Industries in Which We Operate are Characterized by Rapid Technological Development and Product Obsolescence, Which May Affect Our Ability to Provide Product Enhancements or New Products on a Timely and Cost-Effective Basis.***

Our instruments and equipment are constantly undergoing rapid technological improvement. Our future success depends on our ability to continue to:

- improve our existing product lines,
- address the increasingly sophisticated needs of our customers,
- maintain a reputation for technological leadership,
- maintain market acceptance of our products,
- anticipate changes in technology and industry standards,
- respond to technological developments on a timely basis and
- develop new markets for our products and capabilities.

Current competitors or new market entrants may develop new technologies, products or standards that could render our products obsolete. We cannot assure you that we will be successful in developing and marketing, on a timely and cost-effective basis, product enhancements or new products that respond to technological developments, that are accepted in the marketplace or that comply with new industry standards. Additionally, in anticipation of customer product orders, from time to time we acquire substantial quantities of inventories, which if not sold or integrated into products within a reasonable period of time, could become obsolete. In such case, we would be required to impair the value of such inventories on our balance sheet.

***The Limited Market for Our Oil and Gas Markets and Emerging Markets' Products Can Affect Our Revenue.***

In our Oil and Gas Markets segment, we generally market many of our products to seismic service contractors. We estimate that fewer than 30 oil and gas seismic contracting companies are currently operating in countries other than those operating in the Russian Federation and the former Soviet Union, India, the People's Republic of China and certain Eastern European countries, where such information is difficult to verify. We estimate that fewer than 15 seismic contractors are engaged in marine seismic exploration activities. Due to these market factors, a relatively small number of customers, some of whom are experiencing financial difficulties, account for most of our oil and gas product revenue. From time to time, these contractors have sought to vertically integrate and acquire our competitors, which has influenced their supplier decisions before and after such transactions. In addition, consolidation among our customers may further concentrate our business to a limited number of customers and expose us to increased risks related to dependence on a small number of customers. We market our seabed PRM systems' products to large oil and gas companies. Since this product's introduction in 2002, we have received system orders from three offshore oil and gas operators: BP, Shell and Equinor, which have accounted for a significant portion of our revenue in fiscal year 2014 and prior fiscal years. We have not received any orders for large-scale seabed PRM systems since November 2012. Our emerging markets segment primarily sells its products to a small number of agencies within the U.S. government. The loss of a small number of these customers, and particularly our oil and gas customers, could materially and adversely impact our future revenues.

***We Cannot Be Certain of the Effectiveness of Patent Protection on Our Products.***

We hold and from time to time apply for certain patents relating to some of our products. We cannot assure you that our patents will prove enforceable or free of challenge, that any patents will be issued for which we have applied or that competitors will not develop functionally similar technology outside the protection of any patents we have or may obtain.

***Our Strategy of Renting Our Oil and Gas Seismic Products Exposes Us to Additional Risks Relating to Equipment Recovery, Rental Renewals, Technological Obsolescence and Impairment of Assets.***

Our rental fleet of oil and gas seismic equipment represents a significant portion of our assets and accounts for a significant portion of our revenue. Equipment we rent to our customers is frequently located in foreign countries where retrieval of the equipment after the termination of the rental agreement is difficult or impossible if the customer does not return the equipment. The costs associated with retrieving this equipment or the loss of equipment that is not retrieved could be significant and could adversely affect our operations and earnings.

The advancement of seismic technology having a significant competitive advantage over the equipment in our rental fleet could have an adverse effect on our ability to profitably rent and/or sell this equipment. Significant improvements in technology may also require us to record asset impairment charges to write-down the value of our rental fleet investment and to invest significant sums to upgrade or replace our rental fleet with newer equipment demanded by our customers. In addition, rental contracts may not be renewed for equipment in our rental fleet. Significant technology improvements by our competitors could have an adverse effect on our results of operations and earnings.

Our equipment rental business has high fixed costs, which primarily consist of depreciation expenses. In periods of declining rental revenue, these fixed costs generally do not decline. As a result, any significant decline in rental revenue caused by reduced demand could adversely affect our results of operations.

***Our Expansion into the Border and Perimeter Security Market May Not Be Successful.***

We have not previously operated in the border and perimeter security marketplace prior to our 2018 acquisition of Quantum. Quantum is also a relatively recent entrant into this marketplace, and Quantum was not cash-flow positive when we acquired it. In fiscal year 2021, we completed our first contract with the U.S. Customs and Border Protection ("CBP"), except for on-going service and maintenance. While we will continue to devote management time and resources, financial and otherwise, to develop our business in this marketplace, our lack of experience in this market makes it difficult to estimate our financial returns from this business. In addition, some of the customers for this business will be governmental entities and contracting with those entities can be difficult, costly, and unpredictable. We do not have extensive experience in government contracting, and so we may not win, retain, or perform under such future contracts in a manner that is profitable. If we are not successful in this emerging market segment, it will negatively impact our financial performance and could negatively impact our reputation and harm our other business segments.

***We Rely on Key Suppliers for Certain Components Used in Our Products.***

Certain models of our oil and gas marine wireless products require a timing device we purchase from a United States manufacturer. We currently do not possess the ability to manufacture this component and have no other reliable source for this device. If this manufacturer were to discontinue its production of this timing device, were to become unwilling to contract with us on competitive terms or were unable to supply the component in sufficient quantities to meet our requirements, our ability to compete in the marine wireless marketplace could be impaired, which could adversely affect our financial performance.

For our imaging products, we purchase all of our thermal film from one manufacturer. Except for the film sold to us by this manufacturer, we know of no other source for thermal film that performs as well in our imaging equipment. If the manufacturer were to discontinue producing thermal film, were to become unwilling to contract with us on competitive terms or were unable to supply thermal film in sufficient quantities to meet our requirements, our ability to compete in the direct thermal imaging marketplace could be impaired, which could adversely affect our financial performance.

***Our Success Depends Upon a Limited Number of Key Personnel.***

Our success depends on attracting and retaining highly skilled professionals. A number of our employees are highly-skilled engineers and other professionals. In addition, our success depends to a significant extent upon the abilities and efforts of the members of our senior management team. If we fail to continue to attract and retain such professionals, our ability to compete in the industry could be adversely affected.

***We Have a Minimal Disaster Recovery Program at Our Houston Facilities.***

Due to its proximity to the Texas Gulf Coast, our facilities in Houston, Texas are annually subject to the threat of hurricanes, and the aftermath that follows. Hurricanes may cause, among other types of damage, the loss of electrical power for extended periods of time. If we lost electrical power at our Pinemont facility, or if a fire or other natural disaster occurred, we would be unable to continue our manufacturing operations during the power outage because we do not own a generator or any other back-up power source large enough to provide for our manufacturing power consumption needs. Additionally, we do not have an alternative manufacturing or operating location in the United States. Therefore, a significant disruption in our manufacturing operations could materially and adversely affect our business operations during an extended period of a power outage, fire or other natural disaster. We have a back-up generator to provide power for our information technology operations. We store our back-up data offsite and we replicate our mission critical data to an alternative cloud-based data center on a real-time basis. In the event of a major service interruption in our data center, we believe we would be able to activate our mission critical applications within less than 24 hours.

***Our Storage of Lithium Batteries is a Fire Hazard.***

We use lithium batteries in several of our products which are stored at our Pinemont facility. These batteries are known to pose significant fire hazards. Should a fire occur, it could result in personal injuries, damage to our facility and likely interrupt our manufacturing operations. Such an event could materially and adversely affect our business operations. We currently evaluating our fire suppression system in an effort further to mitigate this risk.

***Our Credit Agreement Imposes Restrictions on Our Business.***

We and several of our subsidiaries domiciled in the United States are parties to a credit agreement. Amounts available for borrowing under the credit agreement are determined by a borrowing base, which is determined based upon certain of our domestic assets. Borrowings under the credit agreement will be secured by substantially all of our domestic assets, except for certain excluded property. The credit agreement limits the incurrence of additional indebtedness, contains a covenant that requires us to maintain a certain amount of consolidated tangible net worth and liquidity, and contains other covenants customary in agreements of this type. Our ability to comply with these restrictions may be affected by events beyond our control, including, but not limited to, prevailing economic, financial and industry conditions and continuing declines in our product revenue. The breach of any of these covenants or restrictions, as well as any failure to make a payment of interest or principal when due, could result in a default under the credit agreement. Such a default would permit our lender to declare any amounts borrowed from it to be due and payable, together with accrued and unpaid interest, and our ability to borrow under the credit agreement could be terminated. If we are unable to repay any debts owed to our lender, the lender could proceed against the collateral securing such debt. While we intend to seek alternative sources of cash in such a situation, there is no guarantee that any alternative cash source would be available or would be available on terms favorable to us.



***Reliance on Third Party Subcontractors Could Adversely Affect Our Results of Operations and Reputation.***

We may rely on subcontractors to complete certain projects. The quality and timing of production and services by our subcontractors is not totally under our control. Reliance on subcontractors gives us less control over a project and exposes us to significant risks, including late delivery, substandard quality and high costs. The failure of our subcontractors to deliver quality products or services in a timely manner could adversely affect our profitability and reputation.

***The High Fixed Costs of Our Operations Could Adversely Affect Our Results of Operations.***

We have a high fixed cost structure primarily consisting of (i) depreciation expenses associated with our rental equipment and (ii) fixed manufacturing costs including salaries and benefits, taxes, insurance, maintenance, depreciation and other fixed manufacturing costs. In regards to our rental equipment, large declines in the demand for rental equipment could result in substantial operating losses due to the on-going fixed nature of rental equipment depreciation expense. Concerning our product manufacturing costs, in periods of low product demand our fixed costs generally do not decline or may decline only in modest increments. Therefore, lower demand for our rental equipment and manufactured products could adversely affect our results of operations.

**Legal and Compliance Risks**

***Our Global Operations Expose Us to Risks Associated with Conducting Business Internationally, Including Failure to Comply with U.S. Laws Which Apply to International Operations, Such as the Foreign Corrupt Practices Act and U.S. Export Control Laws, as Well as the Laws of Other Countries***

We have offices in Brazil, Colombia, Canada and the United Kingdom, in addition to our offices in the United States. In addition to the risks that are inherent in conducting business internationally, we are also liable for compliance with international and U.S. laws and regulations that apply to our international operations. These laws and regulations include data privacy requirements, labor relations laws, tax laws, anti-competition regulations, import and trade restrictions, export control laws, U.S. laws such as the Foreign Corrupt Practices Act and similar laws in other countries which also prohibit certain payments to governmental officials or certain payments or remunerations to customers. Many of our products are subject to U.S. export law restrictions that limit the destinations and types of customers to which our products may be sold, or require an export license in connection with revenue transactions outside the United States. Given the high level of complexity of these laws, there is a risk that some provisions may be inadvertently breached, for example through the negligent or the unauthorized intentional behavior of individual employees, our failure to comply with certain formal documentation requirements or otherwise. Additionally, we may be held liable for actions taken by our local dealers and partners. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, and prohibitions on the conduct of our business. Any such violations could include prohibitions on our ability to offer our products in one or more countries and could materially damage our reputation, our brands, our international expansion efforts, our ability to attract and retain employees, our business and our operating results.

***Because We Have No Plans to Pay Any Dividends for the Foreseeable Future, Investors Must Look Solely to Stock Appreciation for a Return on Their Investment in Us.***

We have not paid cash dividends on our common stock since our incorporation and do not anticipate paying any cash dividends in the foreseeable future. Any payment of cash dividends in the future will be dependent on the amount of funds legally available, our financial condition, capital requirements, loan covenants and other factors that our Board of Directors may deem relevant. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment.

***We Have a Relatively Small Public Float, and Our Stock Price May be Volatile.***

At September 30, 2024, we have approximately 11.8 million shares outstanding held by non-affiliates. This limited number of shares outstanding results in a relatively limited market for our common stock. Our daily trading volume for the year ended September 30, 2024 averaged approximately 85,000 shares. Our small float and daily trading volumes have in the past caused, and may in the future result in, significant volatility in our stock price.

## **Financial and Accounting Risks**

### ***Unfavorable Currency Exchange Rate Fluctuations Could Adversely Affect Our Results of Operations.***

Substantially all of our third-party revenue from the United States is invoiced in U.S. dollars, though from time to time we may invoice revenue transactions in foreign currencies including intercompany sales. As a result, we may be subject to foreign currency fluctuations on our revenue. The reporting currency for our financial statements is the U.S. dollar. However, the assets, liabilities, revenue and costs of our Canadian and United Kingdom subsidiaries and our Brazilian and Colombian branch offices are denominated in currencies other than U.S. dollars. To prepare our consolidated financial statements, we must translate those assets, liabilities, revenue and expenses into U.S. dollars at then-applicable exchange rates. Consequently, increases and decreases in the value of the U.S. dollar versus these other currencies will affect the amount of these items in our consolidated financial statements, even if their value has not changed in their original currency. These translations could result in significant changes to our results of operations from period to period. For the fiscal year ended September 30, 2024, approximately 6% of our consolidated revenue was related to the operations of our foreign subsidiaries and branches.

### ***Our Long-Lived Assets May be Subject to Impairment.***

We periodically assess our long-lived assets for impairment. Significant sustained future decreases in crude oil and natural gas prices may require us to write down the value of our long-lived assets in our Oil and Gas Markets business segment, including our manufacturing facilities, manufacturing equipment and rental equipment if future cash flows anticipated to be generated from these assets fall below the asset's net book value. Furthermore, we may be required to write down the value of other intangible assets related to our acquisition of the OptoSeis® fiber optic sensing technology or the goodwill and other intangible assets related to our Aquana acquisition if sufficient cash flows are not generated to recover the carrying value of such assets. If we are forced to write down the value of our long-lived assets, these non-cash asset impairments could adversely affect our results of operations.

### ***Should We Fail to Maintain an Effective System of Internal Control Over Financial Reporting, We May Not Be Able to Accurately Report Our Financial Results and Prevent Material Fraud, Which Could Adversely Affect the Value of Our Common Stock.***

Effective internal control over financial reporting is necessary for us to provide reliable financial reports and effectively prevent and detect material fraud. If we cannot provide reliable financial reports or prevent or detect material fraud, our operating results could be misstated. There can be no assurances that we will be able to prevent control deficiencies from occurring which could cause us to incur unforeseen costs, negatively impact our results of operations, cause the market price of our common stock to decline, or have other potential adverse consequences.

## **Item 1B. Unresolved Staff Comments**

None.

## **Item 1C. Cybersecurity**

### ***Cybersecurity Breaches and Other Disruptions of Our Information Technology Network and Systems Could Adversely Affect Our Business.***

Our Senior Vice President of Information Technology (who is also a certified Chief Information Security Officer) manages our security program. Oversight of the program occurs via IT metrics-based updates provided to an Information Technology Steering team (consisting of the executive officers and other key employees of the Company) on a quarterly basis. Additionally, multiple elements of our cybersecurity security program are tested internally and externally on a bi-yearly basis in alignment with our Sarbanes-Oxley information security controls and we engage independent third parties annually to assess the risks associated with our information technology assets. Our cybersecurity program is part of our enterprise risk management strategy and includes policies and procedures designed to safeguard the confidentiality, integrity, and availability of our information assets. Lastly, a cybersecurity risk assessment is provided to our Board of Directors on an annual basis which includes metrics, security incidents, key risk indicators, and risk mitigation plan as well as on the status of material risks, mitigation measures, and incidents related to such risks. Our Board of Directors has overall responsibility for risk oversight, with the Information Technology Steering team assisting the Board in performing this function based on its respective areas of expertise. As such, the Information Technology Steering team performs materiality determinations of cyber incidents and advises the Board of directors accordingly.

We maintain a comprehensive cybersecurity risk management program that aligns to the National Institute of Standards and Technology (NIST) Cyber Security Framework and adopts a variety of cybersecurity best practices across the enterprise. We leverage industry-leading cybersecurity vendors that provide the following capabilities: Managed Detection and Response (MDR); a Security Operations Center (SOC) that monitors the Company's IT assets on a 24x7x365 basis; tools to interdict emails with phishing links and malware payloads; data leak protection tools that provide real-time interdiction of data transfers outside of normal business usage; vulnerability detection and automated patching tools; firewalls and intrusion detection systems; multi-factor authentication mechanisms; mobile device management systems; penetration testing; and various third-party assessments. Our critical IP data is maintained on segmented, access-controlled data stores. We utilize a variety of backup mechanisms for its data including both warm and cold storage solutions. Lastly, we utilize token-based technologies to support Payment Card Industry Data Security Standard (PCI DSS) compliant safe handling and protection of credit card data.

We have a defined security policy that is reviewed on an annual basis. We have established response procedures for cyber-security incidents and tests the procedures on a periodic basis. We provide robust computer-based cybersecurity and wire fraud / phishing awareness training to all new employees as well as training to existing employees on an annual basis. We have not experienced material information security incidents in the last three years nor have we incurred any material expenses related to penalties and/or settlements related to a material breach nor have we been materially affected or reasonably likely to have had a material adverse effect on us, our business strategy, results of operations, or financial condition. Nevertheless, we do carry a cybersecurity insurance policy.

## Item 2. Properties

As of September 30, 2024, our operations included the following locations:

<b>Location</b>	<b>Owned/Leased</b>	<b>Approximate Square Footage/Acreage</b>	<b>Use</b>	<b>Segment (see notes below)</b>
Houston, Texas.....	Owned	387,000	See Note 1 below	5 and 6
Houston, Texas.....	Owned	17.3 acres	See Note 2 below	5
Austin, Texas.....	Leased	9,000	See Note 3 below	5
Melbourne, Florida.....	Leased	7,000	See Note 4 below	7
Calgary, Alberta, Canada .....	Owned	45,000	Manufacturing, sales and service	5 and 6
Luton, Bedfordshire, England ...	Owned	8,000	Sales and service	6
Bogotá, Colombia.....	Owned	19,000	Sales and service	5

- (1) This property is located at 7007 Pinemont Drive in Houston, Texas (the "Pinemont Facility"). The Pinemont Facility contains substantially all manufacturing activities and all engineering, selling, marketing and administrative activities for us in the United States. The Pinemont Facility also serves as our international corporate headquarters.
- (2) This property is located adjacent to the Pinemont Facility. It is currently being used as additional parking for the Pinemont Facility and legacy structures are being used to support our manufacturing and warehousing operations. This facility is classified as "Property held for sale" on our accompanying consolidated balance sheet as of September 30, 2024.
- (3) This property is located at 8701 Cross Park Drive, Suite 100, in Austin, Texas. This facility supports the majority of our OptoSeis® research and development and engineering operations.
- (4) This property is located at 5700 N. Harbor City Blvd., Suite 100, in Melbourne, Florida. This facility contains all the operations of Quantum.
- (5) Oil and Gas Markets.
- (6) Adjacent Markets
- (7) Emerging Markets

**Item 3. Legal Proceedings**

We are involved in various pending legal actions in the ordinary course of our business. Management is unable to predict the ultimate outcome of these actions, because of the inherent uncertainty of litigation. However, management believes that the most probable, ultimate resolution of currently pending matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

**Item 4. Mine Safety Disclosures**

None.

## PART II

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

#### Holders of Record

Our common stock is traded on The NASDAQ Global Select Market under the symbol "GEOS". On October 31, 2024, there were approximately 136 holders of record of our common stock, and the closing price per share on such date was \$11.20 as quoted by The NASDAQ Global Select Market.

#### Market Information for Common Stock

The following table shows the high and low per share sales prices for our common stock reported on The NASDAQ Global Select Market.

<b>Year Ended September 30, 2024:</b>	<b>Low</b>	<b>High</b>
Fourth Quarter .....		
Third Quarter .....	\$ 8.09	\$ 10.81
Second Quarter .....	8.49	14.83
First Quarter.....	11.40	17.09
	10.35	13.74
<b>Year Ended September 30, 2023:</b>		
Fourth Quarter .....	\$ 7.22	\$ 14.59
Third Quarter .....	6.60	9.16
Second Quarter .....	3.96	7.55
First Quarter.....	3.76	4.88

#### Dividends

Since our initial public offering in 1997, we have not paid dividends, and we do not intend to pay cash dividends on our common stock in the foreseeable future. We presently intend to retain our earnings for use in our business, with any future decision to pay cash dividends dependent upon our growth, profitability, financial condition and other factors our Board of Directors may deem relevant.

## Securities Authorized for Issuance under Equity Compensation Plans

The following equity plan information is provided as of September 30, 2024:

### Equity Compensation Plan Information

<b>Plan Category</b>	<b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</b> <b>(a)</b> <b>(In shares)</b>	<b>Weighted-average Exercise Price of Outstanding Options, Warrants and Rights</b> <b>(b)</b> <b>(In dollars per share)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)</b> <b>(In shares)</b>
Equity Compensation Plans Approved by Security Holders (1) .....	408,895	N/A	827,088
Equity Compensation Plans Not Approved by Security Holders .....	—	—	—
Total .....	408,895	N/A	827,088

- (1) The number of securities shown in column (c) represents number of securities remaining available for issuance under the Company's 2014 Long Term Incentive Plan, as amended (the "2014 Plan"). The 2014 Plan allows for the issuance of restricted stock awards, performance stock awards, performance stock unit awards, restricted stock unit awards (the foregoing, "Full Value Awards"), stock options and stock appreciation rights. For purposes of calculating the number of securities remaining under the 2014 Plan in column (c), Full Value Awards are counted as 1.5 shares for each share awarded. The number of securities shown in column (a) of the table above represents restricted stock unit awards outstanding under the 2014 Plan. Column (b) excludes restricted stock unit awards.

## Recent Sales of Unregistered Securities and Use of Proceeds

None.

## Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information with respect to purchases of common stock of the Company made during the three months ended September 30, 2024:

<b>Period</b>	<b>Total Number of Shares Purchased (1)</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Program</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (1)</b>
July 1, 2024 through July 31, 2024..	\$ 164,048	\$ 9.09	\$ 164,048	\$ 501,000
August 1, 2024 through August 31, 2024.....	141,695	9.23	141,695	1,186,000
September 1, 2024 through September 30, 2024 .....	57,491	9.88	57,491	615,000

- (1) On May 9, 2024, the Company's Board of Directors (the "Board") authorized a stock repurchase program ("the program") under which the Company may repurchase up to \$5 million of its outstanding stock. On August 8, 2024, the Board approved an extension to the Program increasing the dollar amount of shares allowed to be purchased to \$7 million. Under the Program, the Company may purchase shares of common stock on a discretionary basis from time to time through open market transactions through block trades, in privately negotiated transactions and pursuant to any trading plan that may be adopted by the Company's management in accordance with Rule 10b5-1 of the Exchange Act, or otherwise. The timing and number of shares repurchased will depend on a variety of factors, including stock price, trading volume, and general business and market conditions. The Program has no time limit, does not obligate the Company to acquire a specified number of shares and may be modified, suspended or discontinued at any time at the Company's discretion. The repurchase plan will be funded using existing cash or future cash flow.

## **Item 6. [Reserved]**

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

The following is management's discussion and analysis of the major elements of our consolidated financial statements. You should read this discussion and analysis together with our consolidated financial statements, including the accompanying notes, and other detailed information appearing elsewhere in this Annual Report on Form 10-K, including under the heading "Risk Factors." The discussion of our financial condition and results of operations includes various forward-looking statements about our markets, the demand for our products and services and our future plans and results. These statements are based on assumptions that we consider to be reasonable, but that could prove to be incorrect. For more information regarding our assumptions, you should refer to the section entitled "Cautionary Note Regarding Forward-Looking Statements and Assumptions" below.

### **Cautionary Note Regarding Forward-Looking Statements and Assumptions**

This Annual Report on Form 10-K and the documents incorporated by reference herein, if any, contain "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements can be identified by terminology such as "may", "will", "should", "intend", "expect", "plan", "budget", "forecast", "anticipate", "believe", "estimate", "predict", "potential", "continue", "evaluating" or similar words. Statements that contain these words should be read carefully because they discuss our future expectations, contain projections of our future results of operations or of our financial position or state other forward-looking information. Examples of forward-looking statements include, among others, statements that we make regarding our expected operating results, the adoption, results and success of our rollout of our Aquana smart water valves and cloud-based control platform, future demand for our Quantum security solutions, the adoption and sale of our products in various geographic regions, potential tenders for PRM systems, future demand for OBX rental equipment, the adoption of Quantum's SADAR® product monitoring of subsurface reservoirs, the completion of new orders for our channels of our GCL system, the fulfillment of customer payment obligations, the impact of the current armed conflict between Russia and Ukraine, our ability to manage changes and the continued health or availability of management personnel, volatility and direction of oil prices, anticipated levels of capital expenditures and the sources of funding therefor, and our strategy for growth, product development, market position, financial results and the provision of accounting reserves. These forward-looking statements reflect our current judgment about future events and trends based on the information currently available to us. However, there will likely be events in the future that we are not able to predict or control. The factors listed under the caption "Risk Factors", as well as cautionary language in this Annual Report on Form 10-K, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Such examples include, but are not limited to, the failure of the Quantum or OptoSeis® or Aquana technology transactions to yield positive operating results and decreases in commodity price levels which could reduce demand for our products, the failure of our products to achieve market acceptance (despite substantial investment by us) our sensitivity to short term backlog, delayed or cancelled customer orders, product obsolescence resulting from poor industry conditions or new technologies, bad debt write-offs associated with customer accounts, inability to collect on promissory notes, lack of further orders for our OBX rental equipment, failure of our Quantum products to be adopted by the border and perimeter security market, or a decrease in such market due to governmental changes, and infringement or failure to protect intellectual property. The occurrence of the events described in these risk factors and elsewhere in this Annual Report on Form 10-K could have a material adverse effect on our business, results of operations and financial position, and actual events and results of operations may vary materially from our current expectations. We assume no obligation to revise or update any forward-looking statement, whether written or oral, that we may make from time to time, whether as a result of new information, future developments or otherwise.

### **Background**

We design and manufacture seismic instruments and equipment and primarily market these products to the oil and gas industry to locate, characterize and monitor hydrocarbon producing reservoirs. We also market our seismic products to other industries for vibration monitoring, border and perimeter security and various geotechnical applications. We design and manufacture other products of a non-seismic nature, including water meter products, imaging equipment and provide contract manufacturing services. For further information on the nature of our operations, see the information under the heading "Business" in this Annual Report on Form 10-K.

## Consolidated Results of Operations

As we have reported in the past, our revenue and operating profits have varied significantly from quarter-to-quarter, and even year-to-year, and are expected to continue that trend in the future, especially when our quarterly or annual financial results are impacted by the presence or absence of relatively large, but somewhat unpredictable, sales of our oil and gas PRM systems and/or wireless seismic data acquisition systems for land and marine applications.

We report and evaluate financial information for three segments: Oil and Gas Markets, Adjacent Markets and Emerging Markets. Summary financial data by business segment follows (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
<b>Oil and Gas Markets</b>		
Traditional exploration product revenue.....	\$ 9,812	\$ 12,183
Wireless exploration product revenue .....	67,059	60,848
Reservoir product revenue .....	584	962
Total revenue .....	77,455	73,993
Operating income .....	13,134	15,759
<b>Adjacent Markets</b>		
Industrial product revenue .....	43,060	36,859
Imaging product revenue .....	12,565	12,180
Total revenue .....	55,625	49,039
Operating income .....	14,152	11,490
<b>Emerging Markets</b>		
Revenue .....	2,222	1,234
Operating loss.....	(6,193)	(4,003)
<b>Corporate</b>		
Revenue .....	296	243
Operating loss.....	(13,976)	(11,918)
<b>Consolidated Totals</b>		
Revenue .....	135,598	124,509
Operating income.....	7,117	11,328

## Overview

As further discussed below, revenue increased for all of our business segments for fiscal year 2024, confirming increased momentum in our diversification strategy. We have embarked on a diversification strategy to grow our non-Oil and Gas businesses through organic means or through acquisition. As a result of these efforts, we have experienced steady year over year revenue growth in our Adjacent Markets segment.

Our Oil and Gas Markets segment saw a shift from rentals of our OBX marine wireless nodes to purchases of the equipment. This shift signifies our customer's recognition of future backlog to justify ownership versus renting the nodes. Additionally, we experienced year over year growth in oil and gas revenue, mostly due to growing demand for wireless marine nodes for ocean bottom seismic surveys. We do not expect significant expansion of the ocean bottom nodal market, for we expect the market is saturable and future rental fleet use will come from our customer's need to temporarily expand their nodal fleet. We expect our Oil and Gas Markets segment to provide the majority of our revenue for years to come, but in diminishing portion to our other segments.

Growing industry acceptance of our water meter cables and connectors provides a strong enabler for additional revenue from our Adjacent Markets segment. Automatic meter reading efficiencies in operations and improved customer service has begun to be understood by the municipalities of the United States. We expect this portion of our business to continue to grow for the foreseeable future. Additionally, we anticipate this segment to see substantial revenue contributions from our Aquana smart water valve and IoT technology products as market traction and increased sales backlog continues to gather. Given the well-known and often extreme volatility experienced in our Oil and Gas segment, careful expansion of products and market diversity in our Adjacent Markets segment has been a longstanding part of our strategic vision and reflects our on-going diversification efforts.



We continue to maintain a strong balance sheet with no debt. Our current liquidity enables our ability to seek out business acquisitions, allows us to continue investments in capital assets and product research and development, which have historically driven revenue growth.

#### *Fiscal Year 2024 Compared to Fiscal Year 2023*

Consolidated revenue for fiscal year 2024 was \$135.6 million, an increase of \$11.1 million, or 8.9%, from fiscal year 2023. The increase in revenue was driven by increases in demand across all three of our business segments. Revenue from our Oil and Gas Markets segment increased \$3.5 million, which was largely driven by a \$30.0 million sale of our Mariner™ shallow water ocean bottom nodes and a \$10.5 million sale of our shallow water OBX 750E nodes, both of which replaced rental contracts with the customers. This increase was largely offset by a decrease in utilization of our OBX rental fleet and decreased demand for our traditional seismic exploration products. Revenue from our Adjacent Markets segment increased \$6.6 million primarily due to an increase in demand from our industrial products. Revenue from our Emerging Markets segment increased \$1.0 million primarily due to the completion of a government contract.

Consolidated gross profit for fiscal year 2024 was \$52.6 million, an increase of \$0.9 million, or 1.7%, from fiscal year 2023. Gross profit from our Adjacent Markets segment increased \$4.4 million, attributable to (i) the increase in revenue and (ii) margins improvements from fully absorbing our fixed overhead. This increase was offset by a \$3.3 million decrease in gross profit from our Oil and Gas Markets segment as a result of the lower utilization of our OBX rental fleet, of which cost is primarily fixed depreciation.

Consolidated operating expenses for fiscal year 2024 were \$45.5 million, an increase of \$3.8 million, or 9.1%, from fiscal year 2023. The increase was largely due to a \$2.8 million non-cash impairment of intangible assets from our Emerging Markets segment. The increase was also attributable to (i) higher selling and marketing expenses resulting from increased revenue and (ii) increased research and development expense caused by an increase in project expenditures and personnel costs.

In February 2023, we sold our real property located at 7310 Langfield Road in Houston, Texas for a cash sales price of \$3.7 million, net of closing costs of \$0.3 million. We recognized a gain of \$1.3 million from the sale of this property which is included as a component of our income from operations in the accompanying statement of operations.

In August 2024, we sold our oil and gas product manufacturing operations based in the Russian Federation to a group of former employees ("Buyer"). We recorded a loss of \$14.5 million in connection with the transaction, of which \$13.1 million was related to the impact of cumulative foreign currency translation losses previously included in accumulated comprehensive loss. The loss on sale of this subsidiary is included as a component of other income (loss) in the accompanying statement of operations.

We have determined that the Buyer's legal entity is a variable interest entity ("VIE") due to the nature of the financing for the transaction. While the debt represents a direct obligation to absorb significant losses of the VIE, the debt does not establish the right and power to direct activities that most significantly impact the economic performance of the entity. We retained no equity or voting interest, have no employees that are directors or advisors of the new ownership group, and have no direct influence on the day-to-day decisions in operations or affect their ability to generate profits or losses. As such, we have determined we are not the primary beneficiary of the entity.

The sale had no material reduction to our consolidated net assets and is not expected to have a material effect on future revenue, profits or losses.

## Segment Results of Operations

### *Fiscal Year 2024 Compared to Fiscal Year 2023*

#### **Oil and Gas Markets**

##### *Revenue*

Revenue from our Oil and Gas Markets products for fiscal year 2024 increased \$3.5 million, or 4.7%, from fiscal year 2023. The components of this increase were as follows:

- Traditional Exploration Product Revenue – Revenue from our traditional products decreased \$2.4 million, or 19.5% from the prior fiscal year. The decrease primarily reflects lower demand for our sensor and marine products.
- Wireless Exploration Product Revenue – Revenue from our wireless exploration products increased \$6.2 million, or 10.2%, from the prior fiscal year. This increase was largely due a \$30.0 million sale of our Mariner™ shallow water ocean bottom nodes and a \$10.5 million sale of our shallow water OBX 750E nodes, both of which replaced rental contracts with the customers. This increase was largely offset by a decrease in utilization of our OBX rental fleet.

##### *Operating Income*

Operating income associated with our Oil and Gas Markets products for fiscal year 2024 was \$13.1 million, a decrease of \$2.6 million, or 16.7%, from the prior fiscal year. The decrease in operating income was primarily due to lower utilization of our OBX rental fleet, of which its cost is primarily fixed depreciation. This decrease was partially offset by lower research and development costs.

#### **Adjacent Markets**

##### *Revenue*

Revenue from our Adjacent Markets products for fiscal year 2024 increased \$6.6 million, or 13.4%, from the prior fiscal year. The components of this increase were as follows:

- Industrial Product Revenue and Services – Revenue from our industrial products increased \$6.2 million, or 16.8%, from the prior fiscal year. The increase was primarily due to higher demand for our water meter products.
- Imaging Product Revenue – Revenue from our imaging products increased \$0.4 million, or 3.2%, from the prior fiscal year. The increase was primarily due to higher demand for our film products, partially offset by a decrease in demand for our imaging equipment.

##### *Operating Income*

Operating income from our Adjacent Markets products for fiscal year 2024 was \$14.2 million, an increase of \$2.7 million, or 23.2%, from the prior fiscal year. The increase in operating income was primarily due to the increase in revenue and gross margin improvements. The increase was partially offset by (i) an increase in operating expenses resulting from the increased revenue and (ii) higher research and development expense.

#### **Emerging Markets**

##### *Revenue*

Revenue from our Emerging Markets products for fiscal year 2024 was \$2.2 million, compared to \$1.2 million from the prior fiscal year. The increase in revenue was primarily due to revenue recognized on \$1.5 million government contract completed in third quarter of fiscal year 2024.

## *Operating Loss*

Operating loss from our Emerging Markets products for fiscal year 2024 was \$6.2 million, compared to \$4.0 million from the prior fiscal year. The increase in operating loss for fiscal year 2024 was primarily due a \$2.8 million non-cash impairment of intangible assets.

## **Liquidity and Capital Resources**

At September 30, 2024, we had approximately \$37.1 million in cash and cash equivalents and short-term investments. For the fiscal year ended September 30, 2024, we used \$9.1 million of cash from operating activities. Our net loss of \$6.6 million was offset by net non-cash charges of \$18.8 million resulting from deferred income taxes, depreciation, amortization, impairment, accretion, inventory obsolescence, stock-based compensation and provision for credit losses. Other uses of cash included a (i) \$11.0 million increase in inventories for the strategic purchase of long lead components needed for use in wireless products, valves and contract manufacturing and (ii) \$3.0 million decrease in other liabilities due to the return of customer deposits on rental contracts, partially offset by an increase in our product warranty accrual and (iii) \$0.3 million increase in other assets. These uses of cash were partially offset by a (i) \$6.6 million decrease in trade accounts and notes receivable primarily due to the timing of collections from customers and (ii) \$2.7 million increase in accounts payable due to timing of payments to our suppliers.

For the fiscal year ended September 30, 2024, we generated cash of \$3.8 million in investing activities. Source of cash was proceeds of \$32.0 million from the sale of used rental equipment. This source of cash was partially offset by (i) \$3.9 million for additions to our property, plant and equipment, (ii) \$8.3 million for additions to our equipment rental fleet, (iii) net disbursements of \$14.7 million for purchases of short-term investments and (iv) \$1.2 million for cash disposed on sale of our subsidiary. We expect fiscal year 2025 cash investments into our rental fleet will be approximately \$3 million. We expect fiscal year 2025 cash investments in our property, plant and equipment will be approximately \$8 million. Our capital expenditures are expected to be funded from our cash on hand, internal cash flows, cash flows from our rental contracts or, if necessary, borrowings under our new credit agreement.

For the fiscal year ended September 30, 2024, we used cash of \$6.4 million from financing activities for the purchase of treasury stock pursuant to a stock buy-back program authorized by our Board of Directors. The program authorizes us to repurchase up to \$7.0 million of our common stock in open market transactions. At September 30, 2024, \$0.6 million of our common stock remains available for repurchases under the program.

In July 2023, we entered into a credit agreement (“the Agreement”) with Woodforest National Bank, as sole lender. The Agreement refinanced our credit agreement dated May 6, 2022, with Amerisource Funding, Inc., as administrative agent and as a lender, and Woodforest National Bank, as a lender. The Agreement provides a revolving credit facility with a maximum availability of \$15 million. Availability under the Agreement is determined based upon a borrowing base comprised of certain of our domestic assets which include (i) 80% of eligible accounts receivable, plus (ii) 90% of eligible foreign insured accounts, plus (iii) 25% of eligible inventory plus (iv) 50% of the orderly liquidation value of eligible equipment, in each case subject to certain limitations and adjustments. Interest shall accrue on outstanding borrowings at a rate equal to Term SOFR (Secured Overnight Financing Rate) plus a margin equal to 3.25% per annum. We are required to make monthly interest payments on borrowed funds. The Agreement is secured by substantially all of our assets, except for certain excluded property. The Agreement requires us to maintain a minimum (i) consolidated tangible net worth of \$100 million, (ii) liquidity of \$5 million, and (iii) current ratio no less than 2.00 to 1.00, in each case tested quarterly. The Agreement also requires us to maintain a springing minimum interest coverage ratio of 1.50 to 1.00, tested quarterly whenever there is an outstanding balance. The Agreement expires in July 2025.

At September 30, 2024, we had no outstanding borrowings under the Agreement and our borrowing base availability under the Agreement was \$14.9 million after consideration of a \$0.1 million outstanding letter of credit. We were in compliance with all covenants under the Agreement. We do not currently anticipate the need to borrow under the Agreement; however, we may decide to do so in the future, if needed.

Our available cash, cash equivalents and short-term investments was \$37.1 million at September 30, 2024, which included \$1.1 million of cash and cash equivalents held by our foreign subsidiaries and branch offices. In the absence of future profitable results of operations, we may need to rely on other sources of liquidity to fund our future operations, including executed rental contracts, available borrowings under the Agreement through its expiration in July 2025, sales or leveraging real estate assets, sales of rental assets and other liquidity sources which may be available to us. We currently believe that our cash and short-term investments will be sufficient to finance any future operating losses and planned capital expenditures through the next twelve months.

We do not have any obligations which meet the definition of an off-balance sheet arrangement, and which have or are reasonably likely to have a current or future effect on our financial statements or the items contained therein that are material to investors.

## **Contractual Obligations**

### *Contingent Compensation Costs*

In connection with the acquisition of Aquana in 2021, we are subject to additional contingent cash payments to the former members of Aquana over a six-year earn-out period. The contingent payments, if any, will be derived from certain eligible revenue generated during the earn-out period from products and services sold by Aquana. There is no maximum limit to the contingent cash payments that could be made. The merger agreement with Aquana requires the continued employment of a certain key employee and former member of Aquana for the first four years of the six year earn-out period for any of Aquana's former members to be eligible to receive any earn-out payments. In accordance with ASC 805, *Business Combinations*, due to the continued employment requirement, no liability has been recorded for the estimated fair value of contingent earn-out payments for this transaction. Earn-outs achieved are recorded as compensation expense when incurred.

See Note 18 to our consolidated financial statements in this Annual Report on Form 10-K for more information on our contractual contingencies.

## **Critical Accounting Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. We consider many factors in selecting appropriate operational and financial accounting policies and controls and in developing the estimates and assumptions that are used in the preparation of these financial statements. We continually evaluate our estimates, including those related to revenue recognition, bad debt reserves, inventory obsolescence reserves, goodwill and long-lived asset impairment. We base our estimates on historical experience and various other factors, including the impact from the current economic conditions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different conditions or assumptions.

Our normal credit terms for trade receivables are 30 days. In certain situations, credit terms for trade receivables may be extended to 60 days or longer and such receivables generally do not require collateral. Additionally, we provide long-term financing in the form of promissory notes and sales-type leases when competitive conditions require such financing and, in such cases, we may require collateral. We perform ongoing credit evaluations of our accounts and financing receivables, and allowances are recognized for potential credit losses.

Our long-lived assets are reviewed for impairment whenever an event or change in circumstances indicates the carrying amount of an asset or group of assets may not be recoverable. The impairment review, if necessary, includes a comparison of expected future cash flows (undiscounted and without interest charges) to be generated by an asset group with the associated carrying value of the related assets. If the carrying value of the asset group exceeds the expected future cash flows, an impairment loss is recognized to the extent that the carrying value of the asset group exceeds its fair value.

We conduct our evaluation of goodwill at the reporting unit level on an annual basis as of September 30 and more frequently if events or circumstances indicate that the carrying value of a reporting unit exceeds its fair value. The guidance on the testing of goodwill for impairment provides the option to first assess qualitative factors to determine if the fair value of a reporting unit exceeds its carrying amount. If, based on the qualitative assessment of events or circumstances, an entity determines it is more likely than not that the fair value of a reporting unit is more than its carrying amount, then it is not necessary to perform a quantitative assessment. However, if an entity concludes otherwise, then a quantitative assessment must be performed. If, based on the quantitative assessment, we determine that the fair value of a reporting unit is less than its carrying amount, a goodwill impairment is recognized equal to the difference between the carrying amount of the reporting unit and its fair value, not to exceed the carrying amount of the goodwill.

We record a write-down of our inventories when the cost basis of any manufactured product, including any estimated future costs to complete the manufacturing process, exceeds its net realizable value. Inventories are stated at the lower of cost or net realizable value. Cost is determined on a first-in, first-out method, except that our subsidiary in the United Kingdom uses an average cost method to value their inventories.

We periodically review the composition of our inventories to determine if market demand, product modifications, technology changes, excessive quantities on-hand and other factors hinder our ability to recover our investment in such inventories. Management's assessment is based upon historical product demand, estimated future product demand and various other judgments and estimates. Inventory obsolescence reserves are recorded when such assessments reveal that portions or components of our inventory investment will not be realized in our operating activities.

The value of our inventories not expected to be realized in cash, sold or consumed during our next operating cycle are classified as non-current assets in our consolidated balance sheets.

We recognize revenue from product sales and services in accordance with ASC Topic 606, *Revenue from Contracts with Customers*. This standard applies to contracts for the sale of products and services and does not apply to contracts for the rental or lease of products. Under this standard, we recognize revenue when performance of contractual obligations are satisfied, generally when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled in exchange for those goods or services. Revenue from product sales is recognized when obligations under the terms of a contract are satisfied, control is transferred and collectability of the sales price is reasonably assured. Transfer of control generally occurs with shipment or delivery, depending on the terms of the underlying contract. Our products are generally sold without any customer acceptance provisions, and our standard terms of sale do not allow customers to return products for credit. Most of our products do not require installation assistance or sophisticated instruction. We offer a standard product warranty, which obligates us to repair or replace our products having manufacturing defects. We maintain a reserve for future warranty costs based on historical experience or, in the absence of historical experience, management estimates. Revenue from engineering services is recognized as services are rendered over the duration of a project or as billed on a per hour basis. Field service revenue is recognized when services are rendered and is generally priced on a per day rate. We recognize rental revenue as earned over the rental period. Rentals of our equipment generally range from daily rentals to rental periods of up to six months or longer.

We recognize rental revenue in accordance with ASC Topic 842, *Leases*. In the event collectability of lease payments is not probable at the lease commencement date, we recognize revenue when payments are received. We regularly evaluate the collectability of our lease receivables on a lease-by-lease basis. The evaluation primarily consists of reviewing past due account balances and other factors such as the credit quality of the customer, historical trends of the customer and current economic conditions. We suspend the recognition of rental revenue when the collectability of amounts due are no longer probable and record a direct write-off of the lease receivable to rental revenue.

### **Recent Accounting Pronouncements**

Please refer to Note 1 to our consolidated financial statements contained in this Annual Report on Form 10-K for a discussion of recent accounting pronouncements.

### **Management's Current Outlook and Assumptions**

Regarding our Oil and Gas Markets business segment, demand for our products are subject to volatile fluctuations in crude oil prices. As a result of substantial declines in crude oil prices in recent years, oil and gas exploration and production companies experienced a significant reduction in cash flows resulting in sharp reductions in their capital spending budgets for oil and gas exploration-focused activities including seismic data acquisition activities. While we experienced stronger marine nodal product sales in fiscal year 2024, the need for new seismic equipment, particularly land-based equipment, remains restrained due to our customers' (i) limited capital resources, (ii) lack of visibility into future demand for their seismic services and (iii) in some cases, under-utilized legacy equipment. Crude oil prices have rebounded; however, lasting higher levels of oil and gas commodity pricing may not stabilize in the long term, thus continuing the challenging industry conditions we have experienced in previous fiscal years.

The vast majority of our oil and gas revenue in fiscal year 2024 was derived from wireless product sales and rentals. We believe our wireless product sales and rentals will increase in fiscal year 2025, over 2024 levels, primarily driven by our recent introduction of our Mariner™ marine wireless system and our Pioneer™ land based wireless system, but we can make no assurance in this regard.

Many of our land-based traditional seismic products can be damaged, destroyed or otherwise consumed during our customer's field operations. We expect fiscal year 2025 demand for our land-based traditional seismic products to remain flat over fiscal year 2024 levels.

We expect that fiscal year 2025 revenue from our oil and gas reservoir products, and principally our borehole tools and services, will increase slightly over fiscal year 2024 levels. In July 2024, we received requests for bids on Front-End Engineering and Design studies from a major oil and gas producer issued ahead of PRM tenders that may follow. These are multistage, large-scale opportunities. If a large scale PRM order were received in fiscal year 2025, revenue would likely not be recognized until fiscal year 2026 and 2027.

We expect fiscal year 2025 revenue from our Adjacent Markets products to increase over fiscal year 2024 levels due to our acquisition of Aquana and integration of Aquana's products into our business and optimism that demand for our industrial, imaging products and contract manufacturing services will continue to increase in fiscal year 2025.

We are aggressively marketing our SADAR technologies to security and oil and gas industry customers. While marked acceptance of SADAR as an effective analytical tool for categorizing seismic data, we continue to believe acceptance will occur. Fiscal year 2025 revenue from our Emerging Markets products is expected to be flat or modestly increase compared to fiscal year 2024.

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

Not required.

## **Item 8. Financial Statements and Supplementary Data**

Our consolidated financial statements, including the reports thereon, the notes thereto and supplementary data begin at page F-1 of this Annual Report on Form 10-K and are incorporated herein by reference.

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

None.

## **Item 9A. Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this Annual Report on Form 10-K, we conducted an evaluation, under supervision and with the participation of management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended (Exchange Act). Based upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures are effective at a reasonable assurance level. Disclosure controls and procedures are defined by Rules 13a-15(e) and 15d-15(e) of the Exchange Act as controls and other procedures that are designed to ensure that information required to be disclosed by us in reports filed with the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining effective internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). 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.

Our management assessed the effectiveness of our internal control over financial reporting as of September 30, 2024. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control Integrated Framework (2013)*. Based on this assessment, our management concluded that, as of September 30, 2024, our internal control over financial reporting is effective based on those criteria.

Our independent registered public accounting firm, RSM US LLP, has audited the effectiveness of our internal controls over financial reporting, as stated in their attestation report included in this Annual Report on Form 10-K.

## **Changes in Internal Control Over Financial Reporting**

In the fourth quarter of fiscal year 2024, management determined that during the first two quarters of the fiscal year there was a material weakness in the design of its internal controls over financial reporting related to segregation of duties which had the potential to materially impact substantially all account balances and transactions, which management believes did not result in a material misstatement of its financial statements. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. As of July 1, 2024, management implemented system configuration changes to address this segregation of duties issue. We believe this measure remediated the material weakness identified and has strengthened the internal controls over financial reporting.

There have not been any other changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the fiscal quarter ended September 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Item 9B. Other Information**

None.

## **Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspection**

None.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is contained in our definitive Proxy Statement to be distributed within 120 days of September 30, 2024, in connection with our 2025 Annual Meeting of Stockholders under the captions “Election of Directors,” “Executive Officers and Compensation,” “Section 16(a) Beneficial Ownership Reporting Compliance” and “Code of Ethics” and is incorporated herein by reference.

### **Item 11. Executive Compensation**

The information required by this Item is contained in our definitive Proxy Statement to be distributed within 120 days of September 30, 2024, in connection with our 2025 Annual Meeting of Stockholders under the caption “Executive Officers and Compensation” and is incorporated herein by reference.

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

The information required by this Item is contained in our definitive Proxy Statement to be distributed within 120 days of September 30, 2024, in connection with our 2025 Annual Meeting of Stockholders under the caption “Security Ownership of Certain Beneficial Owners and Management” and is incorporated herein by reference, and in Item 5, “Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities,” contained in Part II hereof.

### **Item 13. Certain Relationships and Related Transactions and Director Independence**

The information required by this Item is contained in our definitive Proxy Statement to be distributed within 120 days of September 30, 2024, in connection with our 2025 Annual Meeting of Stockholders under the caption “Certain Relationships and Related Transactions” and is incorporated herein by reference.

### **Item 14. Principal Accountant Fees and Services**

The information required by this Item is contained in our definitive Proxy Statement to be distributed within 120 days of September 30, 2024, in connection with our 2025 Annual Meeting of Stockholders under the caption “Independent Public Accountants” and is incorporated herein by reference.



## PART IV

### Item 15. Exhibits

#### Financial Statements

The financial statements listed on the accompanying Index to Financial Statements (see page F-1) are filed as part of this Annual Report on Form 10-K.

#### Exhibits

Exhibit Number	Description of Documents
3.1	Amended and Restated Certificate of Formation of Geospace Technologies Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed May 8, 2015).
3.2	Amended and Restated Bylaws of Geospace Technologies Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed August 8, 2019).
10.1	Employment Agreement dated as of August 1, 1997, between the Company and Michael J. Sheen (incorporated by reference to the Registrant's Registration Statement on Form S-1 filed September 30, 1997 (Registration No. 333-36727)).*
10.2	Employment Termination and Consulting Agreement dated June 30, 2023 between the Company and Michael J. Sheen incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the year ended September 30, 2023 filed November 17, 2023.*
10.3	Employment Agreement effective as of January 1, 2012, by and between OYO Geospace Corporation and Walter R. Wheeler (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed December 9, 2011).*
10.4	Employment Agreement effective as of January 1, 2012, by and between OYO Geospace Corporation and Robbin B. Adams (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K filed December 9, 2011).*
10.5	Employment Agreement dated April 29, 2024 between Richard Kelley and the Company.**
10.6	Geospace Technologies Corporation 2014 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A filed December 11, 2013).*
10.7	First Amendment to the Geospace Technologies Corporation 2014 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A filed December 30, 2020).*
10.8	Form of Employee Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Form S-8 filed May 21, 2014).*
10.9	Form of Employee Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed November 26, 2018).*
10.10	Form of Employee Incentive Stock Option Award Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Form S-8 filed May 21, 2014).*
10.11	Form of Employee Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Form S-8 filed May 21, 2014).*
10.12	Form of Performance Option Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed November 20, 2015).*

- 10.13 Form of Consultant Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.4 to the Registrant's Form S-8 filed May 21, 2014).\*
- 10.14 Form of Consultant Stock Option Award Agreement (incorporated by reference to Exhibit 10.5 to the Registrant's Form S-8 filed May 21, 2014).\*
- 10.15 Form of Director Stock Option Award Agreement (incorporated by reference to Exhibit 10.6 to the Registrant's Form S-8 filed May 21, 2014).\*
- 10.16 Form of Director Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.7 to the Registrant's Form S-8 filed May 21, 2014).\*
- 10.17 Form of Director Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed May 3, 2019).\*
- 10.18 Form of Employee Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed November 26, 2018).\*
- 10.19 Form of Amended and Restated Indemnity Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed May 26, 2015).\*
- 10.20 Geospace Technologies Corporation Annual Bonus Program (incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K for the year ended September 30, 2017 filed December 1, 2017).\*
- 10.21 Credit Agreement dated July 26, 2023 among the Company, and each other person from time to time party thereto as a borrower, and Woodforest National Bank, as lender (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed August 1, 2023).
- 10.22 Commercial Contract – Improved Property, dated June 3, 2019 by and between GTC, Inc. and Harmony Public Schools (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 3, 2019).
- 14.1 General Code of Business Conduct and Supplemental Code of Ethics for CEO and Senior Financial Officers (incorporated by reference to Exhibit 14.1 to the Registrant's Current Report on Form 8-K filed February 6, 2019).
- 19.1 Insider Trading Policy for Employees, Officers and Directors.\*\*
- 21.1 Subsidiaries of the Registrant.\*\*
- 23.1 Consent of RSM US LLP.\*\*
- 31.1 Certification of the Company's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*\*
- 31.2 Certification of the Company's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*\*
- 32.1 Certification of the Company's Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*
- 32.2 Certification of the Company's Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*
- 97.1 Executive Compensation Clawback Policy.\*\*

- 101 The following financial information from the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2024, formatted in Inline Extensible Business Reporting Language (iXBRL): (i) the Consolidated Balance Sheets as of September 30, 2024 and September 30, 2023, (ii) the Consolidated Statements of Operations for the years ended September 30, 2024 and 2023, (iii) the Consolidated Statements of Comprehensive Loss for the years ended September 30, 2024 and 2023, (iv) the Consolidated Statements of Stockholders' Equity for the years ended September 30, 2024 and 2023, (v) the Consolidated Statements of Cash Flows for the years ended September 30, 2024 and 2023 and (vi) Notes to Consolidated Financial Statements.\*\*
- 104 The cover page from the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2024 formatted in iXBRL. \*\*

---

\* This exhibit is a management contract or a compensatory plan or arrangement.

\*\* Filed herewith.

#### **Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### GEOSPACE TECHNOLOGIES CORPORATION

By: /s/ WALTER R. WHEELER

Walter R. Wheeler,  
Director and Principal Executive Officer  
November 22, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ WALTER R. WHEELER</u> Walter R. Wheeler	Director and Principal Executive Officer	November 22, 2024
<u>/s/ ROBERT L. CURDA</u> Robert L. Curda	Vice President, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	November 22, 2024
<u>/s/ GARY D. OWENS</u> Gary D. Owens	Chairman of the Board	November 22, 2024
<u>/s/ MARGARET S. ASHWORTH</u> Margaret S. Ashworth	Director	November 22, 2024
<u>/s/ THOMAS L. DAVIS</u> Thomas L. Davis	Director	November 22, 2024
<u>/s/ EDGAR R. GIESINGER, JR.</u> Edgar R. Giesinger, Jr.	Director	November 22, 2024
<u>/s/ STEPHEN C. JUMPER</u> Stephen C. Jumper	Director	November 22, 2024
<u>/s/ RICHARD F. MILES</u> Richard F. Miles	Director	November 22, 2024

**GEOSPACE TECHNOLOGIES CORPORATION AND SUBSIDIARIES**  
**INDEX TO FINANCIAL STATEMENTS**

Reports of Independent Registered Public Accounting Firm .....	F-2
Consolidated Balance Sheets as of September 30, 2024 and 2023 .....	F-5
Consolidated Statements of Operations for the Years Ended September 30, 2024 and 2023 .....	F-6
Consolidated Statements of Comprehensive Income for the Years Ended September 30, 2024 and 2023 .....	F-7
Consolidated Statements of Stockholders' Equity for the Years Ended September 30, 2024 and 2023 .....	F-8
Consolidated Statements of Cash Flows for the Years Ended September 30, 2024 and 2023 .....	F-9
Notes to Consolidated Financial Statements .....	F-10

## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Geospace Technologies Corporation

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Geospace Technologies Corporation and its subsidiaries (the Company) as of September 30, 2024 and 2023, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the two years in the period ended September 30, 2024, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2024 and 2023, and the results of its operations and its cash flows for each of the two years in the period ended September 30, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of September 30, 2024, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated November 22, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### Basis for Opinion

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

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

### Critical Audit Matters

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

### Inventory Valuation

As described in Note 1 to the consolidated financial statements, the Company's consolidated inventories balance, which is stated at lower of cost or net realizable value, was \$44.2 million as of September 30, 2024. The valuation of inventories is based on the Company's periodic review of the composition of its inventories to determine if market demand, product modifications, technology changes, excessive quantities on-hand and other factors hinder its ability to recover its investment in such inventories. The Company's assessment is based upon historical product demand, estimated future product demand and various other judgments and estimates. Inventory obsolescence reserves are recorded when such assessments reveal that portions or components of the Company's investment will not be realized in its operating activities.

We identified the valuation of inventories at the lower of cost or net realizable value as a critical audit matter due to the significant judgment and estimates required by management. Determining whether a decline in value has occurred requires management to make complex judgments related to (i) historical and estimated future product demand in relation to quantities on hand and (ii) obsolescence of certain products based on changes in technology and demand. Auditing these judgments is especially challenging and involved significant auditor judgment due to fluctuations in sales trends and evolving customer demands.

Our audit procedures related to the Company's valuation of inventory included the following, among others:

- We obtained an understanding of the relevant controls related to inventory valuation reserve and tested such controls for design and operating effectiveness.
- We evaluated management's calculation of the inventory valuation reserve by testing the mathematical accuracy of the calculation.
- We tested the completeness, accuracy, and relevance of the reports and inputs used in the Company's analysis.
- We evaluated the appropriateness and consistency of management's methods and assumptions used in developing their estimate of the inventory valuation reserve, which included consideration of recent changes in historical usage information.
- We evaluated management's process for subsequent adjustments to net realizable value by performing a retrospective review on an individual item basis to test for subsequent changes in the inventory values after the net realizable value had been established.
- We compared actual purchases and sales data on an individual item basis for all inventory items and aggregated to perform an independent assessment of the net realizable value of inventory.

***Recoverability of Long-lived Assets—Emerging Markets Asset Group***

As discussed in Note 11 to the consolidated financial statements, at September 30, 2024 the Company performed a recoverability assessment on the long-lived assets of its Emerging Markets asset group. In performing the recoverability assessment, the Company first compared the carrying value of the asset group to the estimated undiscounted cash flows to be generated over the remaining useful life of the asset group's primary asset, its developed technology. Because the carrying value of the asset group exceeded the estimated undiscounted cash flows, the Company then estimated the fair value of the asset group and recorded an impairment charge of \$2.8 million.

We identified the recoverability assessment of long-lived assets for the Emerging Market's asset group as a critical audit matter because of the significant assumptions management used in estimating the undiscounted cash flows expected to be generated by the asset group over the remaining life of the primary asset, including revenue growth rates and projected gross margins, among others. Auditing management's assumptions involved a high degree of auditor judgment and increased audit effort due to the impact these assumptions could have on the recoverability conclusion of the Emerging Market's asset group and the resulting impairment recorded.

Our audit procedures related to the Company's recoverability assessment of long-lived assets for the Emerging Markets asset group included the following, among others:

- We obtained an understanding of the relevant controls related to management's recoverability assessment and tested such controls for design and operating effectiveness, including controls over management's review of the significant assumptions used in estimating the undiscounted cash flows.
- We tested the reasonableness of management's forecasts of revenue and gross margins by comparing them to historical results, evaluating publicly available industry information, considering the probability of additional contracts with its significant customers by reviewing supporting documentation, and comparing current year results to prior year estimates.
- We tested the underlying data used by management in the development of the estimated undiscounted cash flows for completeness and accuracy by agreeing it to source data.

/s/ RSM US LLP

We have served as the Company's auditor since 2018.

Houston, Texas  
November 22, 2024

## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Geospace Technologies Corporation

### **Opinion on the Internal Control Over Financial Reporting**

We have audited Geospace Technologies Corporation and its subsidiaries (the Company) internal control over financial reporting as of September 30, 2024, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2024, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements of the Company and our report dated November 22, 2024, expressed an unqualified opinion.

### **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 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 U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, 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/ RSM US LLP

Houston, Texas  
November 22, 2024



**Geospace Technologies Corporation and Subsidiaries**  
**Consolidated Balance Sheets**  
(In thousands, except share amounts)

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents .....	\$ 6,895	\$ 18,803
Short-term investments .....	30,227	14,921
Trade accounts and notes receivable, net.....	21,868	21,373
Inventories, net .....	26,222	18,430
Assets held for sale .....	1,841	—
Prepaid expenses and other current assets .....	2,313	2,251
Total current assets.....	89,366	75,778
Non-current inventories, net.....	18,031	24,888
Rental equipment, net.....	14,186	21,587
Property, plant and equipment, net.....	21,083	24,048
Non-current trade accounts and note receivable, net.....	6,375	—
Operating right-of-use assets .....	464	714
Goodwill .....	736	736
Other intangible assets, net.....	1,649	4,805
Other non-current assets .....	304	486
Total assets.....	<u>\$ 152,194</u>	<u>\$ 153,042</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable trade .....	\$ 8,003	\$ 6,659
Operating lease liabilities.....	173	257
Other current liabilities .....	9,021	12,882
Total current liabilities .....	17,197	19,798
Non-current operating lease liabilities.....	339	512
Deferred tax liabilities, net.....	34	16
Total liabilities .....	<u>17,570</u>	<u>20,326</u>
Commitments and contingencies (See Note 18)		
Stockholders' equity:		
Preferred stock, 1,000,000 shares authorized, no shares issued and outstanding .....	—	—
Common stock, \$.01 par value, 20,000,000 shares authorized, 14,206,082 and 14,030,481 shares issued, respectively; and 12,709,381 and 13,188,489 shares outstanding, respectively .....	142	140
Additional paid-in capital .....	97,342	96,040
Retained earnings.....	55,282	61,860
Accumulated other comprehensive loss.....	(4,257)	(17,824)
Treasury stock, at cost, 1,496,701 shares and 841,992 shares, respectively .....	(13,885)	(7,500)
Total stockholders' equity .....	134,624	132,716
Total liabilities and stockholders' equity .....	<u>\$ 152,194</u>	<u>\$ 153,042</u>

The accompanying notes are an integral part of the consolidated financial statements.

**Geospace Technologies Corporation and Subsidiaries**  
**Consolidated Statements of Operations**  
(In thousands, except share and per share amounts)

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Revenue:		
Products.....	\$ 116,036	\$ 73,333
Rental equipment.....	19,562	51,176
Total revenue.....	<u>135,598</u>	<u>124,509</u>
Cost of revenue:		
Products.....	69,318	55,136
Rental equipment.....	13,707	17,683
Total cost of revenue.....	<u>83,025</u>	<u>72,819</u>
Gross profit.....	52,573	51,690
Operating expenses:		
Selling, general and administrative .....	26,554	25,952
Research and development.....	16,251	15,863
Other intangible asset impairment.....	2,761	—
Provision for (recovery of) credit losses.....	(110)	(138)
Total operating expenses.....	<u>45,456</u>	<u>41,677</u>
Gain on disposal of property .....	—	1,315
Income from operations.....	<u>7,117</u>	<u>11,328</u>
Other income (expense):		
Loss on sale of subsidiary .....	(14,539)	—
Interest expense.....	(187)	(134)
Interest income .....	1,558	539
Foreign currency transaction gains (losses), net.....	(270)	994
Other, net.....	(143)	(158)
Total other income (expense), net.....	<u>(13,581)</u>	<u>1,241</u>
Income (loss) before income taxes.....	(6,464)	12,569
Income tax expense .....	114	363
Net income (loss).....	<u>\$ (6,578)</u>	<u>\$ 12,206</u>
Income (loss) per common share:		
Basic.....	<u>\$ (0.50)</u>	<u>\$ 0.93</u>
Diluted.....	<u>\$ (0.50)</u>	<u>\$ 0.92</u>
Weighted average common shares outstanding:		
Basic.....	<u>13,151,600</u>	<u>13,146,085</u>
Diluted.....	<u>13,151,600</u>	<u>13,215,066</u>

The accompanying notes are an integral part of the consolidated financial statements.

**Geospace Technologies Corporation and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
(In thousands)

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Net income (loss) .....	\$ (6,578)	\$ 12,206
Other comprehensive income (loss):		
Recognition of cumulative translation adjustments due to sale of foreign entity .....	13,083	—
Foreign currency translation adjustments .....	417	(2,515)
Change in unrealized gains on available-for-sale securities, net of tax .....	67	4
Total other comprehensive income (loss), net .....	13,567	(2,511)
Total comprehensive income .....	<u>\$ 6,989</u>	<u>\$ 9,695</u>

The accompanying notes are an integral part of the consolidated financial statements.

**Geospace Technologies Corporation and Subsidiaries**  
**Consolidated Statements of Stockholders' Equity**  
**For the years ended September 30, 2024 and 2023**  
**(In thousands, except share amounts)**

	<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Treasury Stock</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>					
Balance at October 1, 2022 .....	13,021,241	\$ 139	\$ 94,667	\$ 49,654	\$ (15,313)	\$ (7,500)	\$121,647
Net income .....	—	—	—	12,206	—	—	12,206
Other comprehensive loss .....	—	—	—	—	(2,511)	—	(2,511)
Issuance of common stock pursuant to the vesting of restricted stock units .....	167,248	1	(1)	—	—	—	—
Stock-based compensation .....	—	—	1,374	—	—	—	1,374
Balance at September 30, 2023 .....	13,188,489	140	96,040	61,860	(17,824)	(7,500)	132,716
Net loss .....	—	—	—	(6,578)	—	—	(6,578)
Other comprehensive income .....	—	—	—	—	13,567	—	13,567
Issuance of common stock pursuant to the vesting of restricted stock units .....	175,601	2	(2)	—	—	—	—
Purchase of treasury stock .....	(654,709)	—	—	—	—	(6,385)	(6,385)
Stock-based compensation .....	—	—	1,304	—	—	—	1,304
Balance at September 30, 2024 .....	<u>12,709,381</u>	<u>\$ 142</u>	<u>\$ 97,342</u>	<u>\$ 55,282</u>	<u>\$ (4,257)</u>	<u>\$ (13,885)</u>	<u>\$134,624</u>

The accompanying notes are an integral part of the consolidated financial statements.

**Geospace Technologies Corporation and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(In thousands)

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Cash flows from operating activities:		
Net income (loss).....	\$ (6,578)	\$ 12,206
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Deferred income tax expense .....	18	3
Rental equipment depreciation.....	10,859	11,766
Property, plant and equipment depreciation.....	3,512	3,704
Amortization of intangible assets .....	395	768
Intangible assets impairment expense .....	2,761	—
Accretion of discounts on short-term investments .....	(566)	(144)
Stock-based compensation expense .....	1,304	1,374
Provision for (recovery of) credit losses .....	(110)	(138)
Inventory obsolescence expense .....	589	2,229
Loss on sale of subsidiary .....	14,539	—
Realized foreign currency translation gain from dissolution of foreign subsidiary..	—	38
Gross profit from sale of rental equipment.....	(30,998)	(4,424)
Loss on disposal of equipment.....	16	244
Gain on disposal of property .....	—	(1,315)
Effects of changes in operating assets and liabilities:		
Trade accounts and notes receivable .....	6,593	(5,561)
Inventories .....	(10,985)	(11,026)
Other assets.....	(199)	442
Accounts payable trade.....	2,746	41
Other liabilities .....	(2,979)	5,351
Net cash provided by (used in) operating activities .....	<u>(9,083)</u>	<u>15,558</u>
Cash flows from investing activities:		
Purchase of property, plant and equipment .....	(3,857)	(3,964)
Investment in rental equipment .....	(8,321)	(9,920)
Proceeds from the sale of property, plant and equipment .....	9	4,406
Proceeds from the sale of rental equipment .....	31,964	11,478
Purchase of short-term investments .....	(32,078)	(24,782)
Proceeds from the sale of short-term investments.....	17,338	10,900
Cash disposed from sale of subsidiary .....	(1,231)	—
Net cash provided by (used in) investing activities.....	<u>3,824</u>	<u>(11,882)</u>
Cash flows from financing activities:		
Payments of contingent consideration.....	—	(175)
Debt issuance costs .....	—	(350)
Purchase of treasury stock.....	(6,385)	—
Net cash used in financing activities .....	<u>(6,385)</u>	<u>(525)</u>
Effect of exchange rate changes on cash .....	(264)	(457)
Increase (decrease) in cash and cash equivalents .....	(11,908)	2,694
Cash and cash equivalents, beginning of fiscal year .....	18,803	16,109
Cash and cash equivalents, end of fiscal year .....	<u>\$ 6,895</u>	<u>\$ 18,803</u>

The accompanying notes are an integral part of the consolidated financial statements.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements**

**1. Summary of Significant Accounting Policies:**

*The Company*

Geospace Technologies Corporation (“Geospace”) designs and manufactures instruments and equipment used by the oil and gas industry to acquire seismic data in order to locate, characterize and monitor hydrocarbon producing reservoirs. Geospace also designs and manufactures Adjacent Markets products including industrial products, imaging equipment, and provides contract manufacturing services, and Emerging Market products consisting of border and perimeter security products. Geospace and its subsidiaries are referred to collectively as the “Company”.

*Basis of Presentation*

The accompanying financial statements present the consolidated financial position, results of operations and cash flows of the Company in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). All significant intercompany balances and transactions have been eliminated.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires the use of estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Company considers many factors in selecting appropriate operational and financial accounting policies and controls and in developing the estimates and assumptions that are used in the preparation of these financial statements. The Company continually evaluates its estimates, including those related to revenue recognition, credit loss, collectability of rental revenue, inventory obsolescence reserves, self-insurance reserves, product warranty reserves, useful lives of long-lived assets, impairment of long-lived assets, impairment of goodwill and other intangible assets and deferred income tax assets. The Company bases its estimates on historical experience and various other factors that are believed to be reasonable under the circumstances. While management believes current estimates are reasonable and appropriate, actual results may differ from these estimates under different conditions or assumptions.

*Cash and Cash Equivalents*

The Company considers all highly liquid investments purchased with an original or remaining maturity at the time of purchase of three months or less to be cash equivalents. At September 30, 2024, cash and cash equivalents included \$1.1 million held by the Company’s foreign subsidiaries and branch offices.

*Concentrations of Risk*

Credit

The Company maintains its cash in bank deposit accounts that, at times, exceed federally insured limits. Management of the Company believes that the financial strength of the financial institutions holding such deposits minimizes the credit risk of such deposits.

The Company sells products to customers throughout the United States and various foreign countries. The Company’s normal credit terms for trade receivables are 30 days. In certain situations, credit terms may be extended to 60 days or longer. The Company performs ongoing credit evaluations of its customers and generally does not require collateral for its trade receivables. Additionally, the Company provides long-term financing in the form of promissory notes and sales-type leases when competitive conditions require such financing. In such cases, the Company may require collateral. Allowances are recognized for immediately for expected credit losses. The Company determines the allowance for credit losses through a review of several factors, including historical collection experience, customer credit worthiness, current aging of customer accounts and current financial conditions of its customers. Receivables are charged off against the allowance whenever it is probable that the balance will not be recoverable.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

Two customers each comprised 27.4% and 16.0% of the Company's revenue during fiscal year 2024. At September 30, 2024, the Company had trade accounts and notes receivable from these customers of \$ 4.1 million and \$9.5 million, respectively. Two customers each comprised 26.7% and 11.7% of the Company's revenue during fiscal year 2023. At September 30, 2023, the Company had trade accounts and notes receivable from these customers of \$3.5 million and \$4.8 million, respectively.

Supplier

Certain models of the Company's oil and gas marine wireless products require a timing device it purchases from a United States of America manufacturer. The Company currently does not possess the ability to manufacture this component and has no other reliable source for this device. If this manufacturer were to discontinue its production of this timing device, were to become unwilling to contract with the Company on competitive terms or were unable to supply the component in sufficient quantities to meet its requirements, the Company's ability to compete in the marine wireless marketplace could be impaired, which could adversely affect its financial performance. The device is used in certain models of the Company's rental equipment. The Company had no product sales in fiscal year 2024 requiring this device. Product sales requiring this device in fiscal year 2023 represented approximately 4% of the Company's revenue.

The Company purchases all of its thermal film from one manufacturer for its imaging products. Except for the film sold to the Company by this manufacturer, the Company knows of no other source for thermal film that performs as well in its imaging equipment. If the manufacturer were to discontinue producing thermal film, were to become unwilling to contract with the Company on competitive terms or were unable to supply thermal film in sufficient quantities to meet its requirements, the Company's ability to compete in the direct thermal imaging marketplace could be impaired, which could adversely affect its financial performance. Thermal film sales represented approximately 5% of the Company's revenue in each of fiscal years 2024 and 2023.

In June 2016, the Financial Accounting Standards Board (the "FASB") issued guidance surrounding credit losses for financial instruments that replaces the incurred loss impairment methodology in generally accepted accounting principles. The new impairment model requires immediate recognition of estimated credit losses expected to occur for most financial assets and certain other financial instruments. For available-for-sale debt securities with unrealized losses, credit losses will be recognized as allowances rather than reductions in the amortized cost of the securities. The Company adopted this standard on October 1, 2023. The adoption of this standard did not have any material impact on its consolidated financial statements.

*Short-term Investments*

The Company classifies its short-term investments as available-for-sale debt securities which have maturities of less than one year. These securities are carried at fair market value with net unrealized gains and losses reported as a component of accumulated other comprehensive loss in stockholders' equity. Credit losses are recorded as an allowance rather than a reduction of the amortized cost basis for debt securities determined to be impaired for which there is neither an intent nor a more-likely-than-not requirement to sell. Reversals of credit losses are recorded in current period income as they occur.

*Inventories*

The Company records a write-down of its inventories when the cost basis of any manufactured product, including any estimated future costs to complete the manufacturing process, exceeds its net realizable value. Inventories are stated at the lower of cost or net realizable value. Cost is determined on the first-in, first-out method, except that certain of the Company's foreign subsidiaries use an average cost method to value their inventories.

The Company periodically reviews the composition of its inventories to determine if market demand, product modifications, technology changes, excessive quantities on-hand and other factors hinder our ability to recover its investment in such inventories. The Company's assessment is based upon historical product demand, estimated future product demand and various other judgments and estimates. Inventory obsolescence reserves are recorded when such assessments reveal that portions or components of the Company's inventory investment will not be realized in its operating activities.

The Company reviews its inventories for classification purposes. The value of inventories not expected to be realized in cash, sold or consumed during its next operating cycle are classified as non-current assets.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

*Property, Plant and Equipment and Rental Equipment*

Property, plant and equipment and rental equipment are stated at cost. Depreciation expense is calculated using the straight-line method over the following estimated useful lives:

	<u>Years</u>
Rental equipment.....	2 - 5
Property, plant and equipment:	
Machinery and equipment .....	3 - 15
Buildings and building improvements .....	10 - 50
Other .....	5 - 10

Expenditures for renewals and betterments are capitalized. Repairs and maintenance expenditures are charged to expense as incurred. The cost and accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts and any gain or loss thereon is reflected in the statements of operations.

*Impairment of Long-lived Assets*

The Company's long-lived assets are reviewed for impairment whenever an event or change in circumstances indicates the carrying amount of an asset or group of assets may not be recoverable. The impairment review, if necessary, includes a comparison of expected future cash flows (undiscounted and without interest charges) to be generated by an asset group with the associated carrying value of the related assets. If the carrying value of the asset group exceeds the expected future cash flows, an impairment loss is recognized to the extent that the carrying value of the asset group exceeds its fair value.

At September 30, 2024, in light of the Company's historical losses and continued delays in obtaining additional contracts from the U.S. Customs and Border Protection and other customers on its Emerging Markets segment, the Company performed a recoverability assessment on the long-lived assets of its Emerging Markets asset group in which its carrying value was compared to estimated undiscounted cash flows over the remaining useful life of the asset group's primary asset, its developed technology. The carrying value of the asset group was in excess of the estimated undiscounted future cash flows. Accordingly, a fair value analysis was performed. Based on the assessment, the Company determined the fair value of the asset was less than its carrying value. The Company used an excess earnings approach to value the asset. Key assumptions used in the analysis include revenue, gross margin and cash flow projections. As a result of the assessment, the Company recorded an impairment charge of \$2.8 million on this asset group, which impaired its developed technology intangible asset in its entirety.

*Goodwill*

The Company conducts its evaluation of goodwill at the reporting unit level on an annual basis as of September 30 and more frequently if events or circumstances indicate that the carrying value of a reporting unit exceeds its fair value. The Company first assesses qualitative factors to determine if the fair value of a reporting unit exceeds its carrying amount. If, based on the qualitative assessment of events or circumstances, the Company determines it is more likely than not that the fair value of a reporting unit is more than its carrying amount then it does not perform a quantitative assessment. However, if the Company concludes otherwise, then it performs a quantitative assessment. If, based on the quantitative assessment, the Company determines that the fair value of a reporting unit is less than its carrying amount, a goodwill impairment is recognized equal to the difference between the carrying amount of the reporting unit and its fair value, not to exceed the carrying amount of the goodwill.



**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

*Other Intangible Assets*

Intangible assets are carried at cost, net of accumulated amortization. The estimated useful life of the Company's other intangible assets are evaluated each reporting period to determine whether events or circumstances warrant a revision to the remaining amortization period. If the estimate of an intangible asset's remaining useful life is changed, the amortization period should be changed prospectively. Amortization expense is calculated using the straight-line method over the following estimated useful lives:

	<b>Years</b>
Developed technology.....	18
Trade names .....	5
Customer relationships.....	4
Non-compete agreements.....	4

*Revenue Recognition*

See Note 2 to these consolidated financial statements.

*Research and Development Costs*

The Company expenses research and development costs as incurred. Research and development costs include salaries, employee benefit costs, department supplies, direct project costs and other related costs.

*Product Warranties*

Most of the Company's products do not require installation assistance or sophisticated instructions. The Company offers a standard product warranty obligating it to repair or replace equipment with manufacturing defects. The Company maintains a reserve for future warranty costs based on historical experience or, in the absence of historical product experience, management's estimates. Reserves for future warranty costs are included within other current liabilities on the consolidated balance sheets.

Changes in the product warranty reserve are reflected in the following table (in thousands):

Balance at October 1, 2022 .....	\$ 524
Accruals for warranties issued during the year.....	1,655
Settlements made (in cash or in kind) during the year .....	(1,521)
Balance at September 30, 2023 .....	658
Accruals for warranties issued during the year.....	2,331
Settlements made (in cash or in kind) during the year .....	(1,738)
Balance at September 30, 2024 .....	<u>\$ 1,251</u>

*Stock-Based Compensation*

The Company accounts for stock-based compensation, including grants of restricted awards and unqualified stock options in accordance with Accounting Standards Codification Topic 718, which requires that all share-based payments (to the extent that they are compensatory) be recognized as an expense in the Company's consolidated statements of operations based on their fair values on the award date and the estimated number of shares it ultimately expects to vest.

The Company recognizes stock-based compensation expense on a straight-line basis over the requisite service period of the award. The Company's stock-based compensation plan and awards are more fully described in Note 15 to these consolidated financial statements.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

*Foreign Currency Gains and Losses*

The assets and liabilities of the Company's foreign subsidiaries and branch offices that have a foreign currency as their functional currency have been translated into U.S. dollars using the exchange rates in effect at the balance sheet date. Results of operations have been translated using the average exchange rates during the year. Resulting translation adjustments have been recorded as a component of accumulated other comprehensive loss in stockholders' equity. Foreign currency transaction gains and losses are included in the statements of operations as they occur. Transaction gains and losses on intra-entity foreign currency transactions and balances, including advances and demand notes payable on which settlement is not planned or anticipated in the foreseeable future, are recorded in "accumulated other comprehensive loss" on our consolidated balance sheets.

*Fair Value*

Fair value is the price that would be received to sell an asset or the amount paid to transfer a liability in an orderly transaction between market participants (an exit price) at the measurement date. U.S. GAAP has established a fair value hierarchy which prioritizes the inputs to the valuation techniques used to measure fair value into three levels. These levels are determined based on the lowest level input that is significant to the fair value measurement. Level 1 represents unadjusted quoted prices in active markets for identical assets and liabilities. Level 2 represents quoted prices for similar assets and liabilities in active markets (other than those included in Level 1) which are observable, either directly or indirectly. Level 3 represents valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. Also see Note 5 to these consolidated financial statements.

*Income Taxes*

Income taxes are presented in accordance with the Accounting Standards Codification Topic 740 ("Topic 740") guidance for accounting for income taxes. The estimated future tax effects of temporary differences between the tax basis of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating loss and tax credit carrybacks and carryforwards are recorded. Deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities (temporary differences) and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company periodically reviews the recoverability of tax assets recorded on the balance sheet and provides valuation allowances if it is more likely than not that such assets will not be realized.

The Company follows the guidance of Topic 740 to analyze all tax positions that are less than certain. Topic 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. In accordance with Topic 740, the Company recognizes in its financial statements the impact of a tax position if that position is "more likely than not" to be sustained on audit, based on the technical merits of the position. The Company's estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of relevant risks, facts, and circumstances existing at that time. The Company classifies interest and penalties associated with the payment of income taxes, if any, in the Other Income (Expense) section of its consolidated statements of operations.

*Recently Adopted Accounting Pronouncements*

In June 2016, the Financial Accounting Standards Board (the "FASB") issued guidance surrounding credit losses for financial instruments that replaces the incurred loss impairment methodology in generally accepted accounting principles. The new impairment model requires immediate recognition of estimated credit losses expected to occur for most financial assets and certain other financial instruments. For available-for-sale debt securities with unrealized losses, credit losses will be recognized as allowances rather than reductions in the amortized cost of the securities. The Company adopted this standard on October 1, 2023. The adoption of this standard did not have any material impact on its consolidated financial statements.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

*Recently Issued Accounting Pronouncements*

In November 2023, the FASB issued guidance which updates reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. The guidance is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The guidance shall be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the provisions of this guidance and the impact on its consolidated financial statements.

In December 2023, the FASB issued guidance regarding improvements in income tax disclosure which will require the Company to disclose specified additional information in its income tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. The guidance will also require the Company to disaggregate its income taxes paid disclosure by federal, state and foreign taxes, with further disaggregation required for significant individual jurisdictions. The Company will adopt this guidance in its fourth quarter of fiscal year 2026. The guidance allows for adoption using either a prospective or retrospective transition method. The adoption of this guidance is not expected to have any material impact on its consolidation financial statements.

## **2. Revenue Recognition**

In accordance with ASC Topic 606, *Revenue from Contracts with Customers* (“ASC 606”), the Company recognizes revenue when performance of contractual obligations are satisfied, generally when control of the promised goods or services is transferred to its customers, in an amount that reflects the consideration it expects to be entitled to in exchange for those goods or services.

The Company primarily derives product revenue from the sale of its manufactured products. Revenue from these product sales, including the sale of used rental equipment, is recognized when obligations under the terms of a contract are satisfied, control is transferred and collectability of the sales price is probable. The Company records deferred revenue when customer funds are received prior to shipment or delivery or performance has not yet occurred. The Company assesses collectability during the contract assessment phase. In situations where collectability of the sales price is not probable, the Company recognizes revenue when it determines that collectability is probable or when non-refundable cash is received from its customers and there is not a significant right of return. Transfer of control generally occurs with shipment or delivery, depending on the terms of the underlying contract. The Company’s products are generally sold without any customer acceptance provisions, and the Company’s standard terms of sale do not allow customers to return products for credit.

Revenue from engineering services is recognized as services are rendered over the duration of a project, or as billed on a per hour basis. Field service revenue is recognized when services are rendered and is generally priced on a per day rate.

The Company also generates revenue from short-term rentals under operating leases of its manufactured products. Rental revenue is recognized as earned over the rental period if collectability of the rent is reasonably assured. Rentals of the Company’s equipment generally range from daily rentals to minimum rental periods of up to one year. The Company has determined that ASC 606 does not apply to rental contracts, which are within the scope of ASC Topic 842, *Leases*.

As permissible under ASC 606, sales taxes and transaction-based taxes are excluded from revenue. The Company does not disclose the value of unsatisfied performance obligations for contracts with an original expected duration of one year or less. Additionally, the Company expenses costs incurred to obtain contracts when incurred because the amortization period would have been one year or less. These costs are recorded in selling, general and administrative expenses.

The Company has elected to treat shipping and handling activities in a sales transaction after the customer obtains control of the goods as a fulfillment cost and not as a promised service. Accordingly, fulfillment costs related to the shipping and handling of goods are accrued at the time of shipment. Amounts billed to a customer in a sales transaction related to reimbursable shipping and handling costs are included in revenue, and the associated costs incurred by the Company for reimbursable shipping and handling expenses are reported in cost of revenue. The Company incurred shipping and handling expenses of \$0.3 million and \$0.5 million, respectively, for the fiscal years ended September 30, 2024 and 2023, respectively.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

At September 30, 2024, the Company had no deferred contract liabilities and no deferred contract costs. At September 30, 2023, the Company had deferred contract liabilities of \$0.7 million and no deferred contract cost. At October 1, 2022, the Company had no deferred contract liabilities and no deferred contract costs. At October 1, 2022, the Company had accounts receivable from contracts with customers of \$13.2 million. For the fiscal year ended September 30, 2024, revenue of \$0.7 million was recognized from deferred contract liabilities. For the fiscal year ended September 30, 2023, no revenue was recognized from deferred contract liabilities and no cost of revenue was recognized from deferred contract costs. At September 30, 2024, all contracts had an original duration of one year or less.

For the fiscal years ended September 30, 2024 and 2023, revenue recognized from contracts with customers satisfied over-time was \$1.3 million and \$0.2 million, respectively. All other revenue from contracts with customers was recognized at a point-in-time. Revenue satisfied over-time for the fiscal years ended September 30, 2024 and 2023 over-time was from the Company's Emerging Markets operating segment.

For each of the Company's operating segments, the following table presents revenue only from the sale of products and the performance of services under contracts with customers (in thousands). Therefore, the table excludes all revenue earned from rental contracts.

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
<b>Oil and Gas Markets</b>		
Traditional exploration product revenue .....	\$ 9,666	\$ 12,081
Wireless exploration product revenue .....	48,094	10,168
Reservoir product revenue.....	596	962
Total revenue .....	<u>58,356</u>	<u>23,211</u>
<b>Adjacent Markets</b>		
Industrial product revenue.....	43,058	36,859
Imaging product revenue.....	12,400	12,029
Total revenue .....	<u>55,458</u>	<u>48,888</u>
<b>Emerging Markets</b>		
Revenue.....	<u>2,222</u>	<u>1,234</u>
<b>Total.....</b>	<u>\$ 116,036</u>	<u>\$ 73,333</u>

See Note 20 for more information on the Company's operating segments.

For each of the geographic areas where the Company operates, the following table presents revenue from the sale of products and performance of services under contracts with customers (in thousands). Therefore, the table excludes all revenue earned from rental contracts.

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Asia (including Russian Federation) .....	\$ 43,831	\$ 13,006
Canada.....	1,578	1,032
Europe .....	6,430	5,976
Mexico.....	1,959	1,792
South America.....	384	448
United States .....	61,009	49,828
Other.....	845	1,251
	<u>\$ 116,036</u>	<u>\$ 73,333</u>

Revenue is attributable to countries based on the ultimate destination of the product sold, if known. If the ultimate destination is not known, revenue is attributable to countries based on the geographic location of the initial shipment.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

**3. Sale of Subsidiary**

On August 30, 2024, the Company sold its oil and gas product manufacturing operations based in the Russian Federation. The sale was consummated pursuant to a stock purchase agreement between the Company and a group of former employees based in the Russian Federation ("the Buyer"). Consideration to the Company consists of a \$1.0 million cash payment due from the buyer within 90 days of the sale and a \$3.5 million promissory note. The note is for a 10-year term and bears interest at 5% per annum. Principal and interest installments of \$37,000 are due monthly. The Company recorded a loss on sale in connection with the transaction of \$14.5 million, of which \$13.1 million was related to the impact of cumulative foreign currency translation losses previously included in accumulated comprehensive loss. Based on a fair value analysis performed on the promissory note as of the sale date, the Company recorded a \$0.9 million discount to fair value on the note receivable. The note receivable is included as components of current and non-current trade accounts and notes receivable, net, on the consolidated balance sheet as of September 30, 2024. The sale did not have a material effect on the Company's consolidated net assets and is not expected to have a material effect on the Company's future revenue, profits or losses. Also see Note 5.

The Company has determined that the Buyer's legal entity is a variable interest entity ("VIE") due to the nature of the financing for the transaction. A VIE is an entity in which equity investors lack the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. VIEs are consolidated by the primary beneficiary, which is the party who has the power to direct the activities of a VIE that most significantly impact the entity's economic performance and who has an obligation to absorb losses of the entity or a right to receive benefits from the entity that could potentially be significant to the entity. The Company determines whether it is the primary beneficiary of a VIE upon initial involvement with a VIE and reassesses whether it is the primary beneficiary of a VIE on an ongoing basis. The determination of whether an entity is a VIE and whether it is primary beneficiary of a VIE is based upon the facts and circumstances for the VIE and requires significant judgments such as whether the entity's interest in a VIE is a variable interest, whether it controls the activities that most significantly impact the economic performance of the VIE, and whether it has the obligation to absorb losses or the right to receive benefits of the VIE that could be significant to the VIE. A VIE is consolidated if management determines it is the primary beneficiary of the VIE.

While the debt represents a direct obligation to absorb significant losses of the VIE, the debt does not establish the right and power to direct activities that most significantly impact the economic performance of the entity. The Company retained no equity or voting interest, has no employees that are directors or advisors of the new ownership group, and has no direct influence on the day-to-day decisions in operations or affect the VIE's ability to generate profits or losses. As such, the Company has determined it is not the primary beneficiary of the VIE. The Company's maximum exposure to loss at September 30, 2024 due to its involvement with the VIE is the carrying value of our account and note receivable from the sale of our former subsidiary, which is \$3.6 million.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

**4. Short-term Investments**

The Company classifies its short-term investments as available-for-sale debt securities. These securities are carried at fair market value with net unrealized gains and losses reported as a component of accumulated other comprehensive loss in stockholders' equity. The Company's short-term investments were composed of the following (in thousands):

<b>AS OF SEPTEMBER 30, 2024</b>				
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Estimated Fair Value</b>
Short-term investments:				
Corporate bonds.....	\$ 21,814	\$ 35	\$ —	\$ 21,849
U.S. treasury securities and securities of U.S. government-sponsored agency.....	8,356	22	—	8,378
Total.....	<u>\$ 30,170</u>	<u>\$ 57</u>	<u>\$ —</u>	<u>\$ 30,227</u>

  

<b>AS OF SEPTEMBER 30, 2023</b>				
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Estimated Fair Value</b>
Short-term investments:				
Corporate bonds.....	\$ 11,310	\$ —	\$ (15)	\$ 11,295
U.S. treasury securities and securities of U.S. government-sponsored agency.....	3,622	4	—	3,626
Total.....	<u>\$ 14,932</u>	<u>\$ 4</u>	<u>\$ (15)</u>	<u>\$ 14,921</u>

At September 30, 2024 and 2023, accrued interest receivable related to these investments of \$0.3 million and \$0.1 million, respectively, are included as a component of prepaid expenses and other current assets.

The Company has no debt securities in a material unrealized loss position at September 30, 2024 and 2023 and does not believe the unrealized losses associated with these debt securities represent credit losses based on the evaluation of evidence, which includes an assessment of whether it is more likely than not it will be required to sell or intend to sell the investment before recovery of the investments amortized cost basis. No gains or losses were realized from the sale of short-term investments for the fiscal years ended September 30, 2024 and 2023.

The Company's short-term investments have contractual maturities ranging from October 2024 to September 2025.

**5. Fair Value of Financial Instruments**

The Company's financial instruments generally include cash and cash equivalents, short-term investments, trade accounts, notes receivable and accounts payable. Due to the short-term maturities of cash and cash equivalents, trade accounts and notes receivable and accounts payable, the carrying amounts approximate fair value on the respective balance sheet dates.

The Company measures its short-term investments at fair value on a recurring basis.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

The following tables present the fair value of the Company's short-term investments and note receivable on sale of subsidiary by valuation hierarchy and input (in thousands):

<b>AS OF SEPTEMBER 30, 2024</b>				
	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Totals</u>
<b>Recurring:</b>				
Short-term investments				
Corporate bonds.....	\$ —	\$ 21,849	\$ —	\$ 21,849
U.S. treasury securities and securities of				
U.S. government-sponsored agency.....	—	8,378	—	8,378
Total recurring.....	<u>\$ —</u>	<u>\$ 30,227</u>	<u>\$ —</u>	<u>\$ 30,227</u>

<b>Nonrecurring:</b>				
Note receivable on sale of subsidiary .....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,600</u>	<u>\$ 2,600</u>

<b>AS OF SEPTEMBER 30, 2023</b>				
	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Totals</u>
Short-term investments:				
Corporate bonds.....	\$ —	\$ 11,295	\$ —	\$ 11,295
U.S. treasury securities and securities of				
U.S. government-sponsored agency.....	—	3,626	—	3,626
Total .....	<u>\$ —</u>	<u>\$ 14,921</u>	<u>\$ —</u>	<u>\$ 14,921</u>

*Assets and Liabilities Measured on a Nonrecurring Basis*

The Company performed a fair value analysis of the \$3.5 million promissory note obtained in connection with its subsidiary sale as of the August 2024 transaction date. The measurements utilized to determine the implied fair value of the note receivable obtained represented significant unobservable inputs (Level 3). The derivation of discount rate utilized in the analysis was based on comparable market yields. Based on the analysis, the Company recorded a \$0.9 million discount to fair value on this note receivable. Also see Note 3 to these consolidated financial statements.

The measurements utilized to determine the implied fair value of the Company's Emerging Markets asset group as of September 30, 2024 represented significant unobservable inputs (Level 3). The Company determined the fair value of this asset group to be approximately zero. See Note 11 for more information.

**6. Accumulated Other Comprehensive Loss**

Accumulated other comprehensive loss consisted of the following (in thousands):

	<b>Unrealized Losses on Available-for- Sale Securities</b>	<b>Foreign Currency Translation Adjustments</b>	<b>Total</b>
Balance at October 1, 2022 .....	\$ (15)	\$ (15,298)	\$ (15,313)
Other comprehensive income (loss) .....	4	(2,515)	(2,511)
Balance at September 30, 2023 .....	\$ (11)	(17,813)	(17,824)
Other comprehensive income .....	67	13,500	13,567
Balance at September 30, 2024 .....	<u>\$ 56</u>	<u>\$ (4,313)</u>	<u>\$ (4,257)</u>

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

**7. Trade Accounts and Notes Receivable**

Trade accounts receivable, net (excluding notes receivable) are reflected in the following table (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Trade accounts receivable .....	\$ 16,151	\$ 20,282
Allowance for credit losses .....	(4)	(125)
Total .....	16,147	20,157
Less current portion .....	(14,637)	(20,157)
Non-current trade accounts receivable .....	\$ 1,510	\$ —

Allowances for credit losses related to trade accounts receivable are reflected in the following table (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Allowance for credit losses:		
<b>Beginning of period</b> .....	125	591
Provision for credit losses .....	65	428
Recoveries .....	(175)	(566)
Write-offs .....	(11)	(303)
Currency translation .....	—	(25)
<b>End of period</b> .....	\$ 4	\$ 125

Trade accounts receivable at September 30, 2024, included \$1.5 million classified as non-current, which is due in December 2025. Trade accounts receivable balances are charged off against the allowance whenever it is probable that the receivable balance will not be recoverable.

Notes receivable are reflected in the following table (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Notes receivable .....	\$ 12,996	\$ 1,216
Discount to fair value .....	(900)	—
	12,096	1,216
Less current portion .....	(7,231)	(1,216)
Non-current notes receivable .....	\$ 4,865	\$ —

In August 2024, the Company entered into a \$9.4 million promissory note with a customer related to a product sale. The note bears interest at 9.5% per annum and matures in December 2025. Principal and interest installments of \$0.9 million are due monthly beginning in January 2025. The note is collateralized by the product sold.

In August 2024, the Company entered into a \$3.5 million promissory note with the buyer of its Russian subsidiary. The note bears interest at 5% per annum and is for a 10-year term. Principal and interest installments of \$37,000 are due monthly beginning in November 2024. Based on a fair value analysis performed at the date of sale, a discount to fair value of \$0.9 million was placed on the note. Interest income on the amortization of the discount will be recognized under the effective interest method.

Credit quality indicators used for the non-current portion of trade accounts and notes receivable consisted of historical collection experience, internal credit risk grades and collateral. The Company determines the allowance for credit losses through a review of several factors, including historical collection experience, customer credit worthiness, current aging of customer accounts and current financial conditions of its customers.



**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

**8. Inventories**

Inventories consisted of the following (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Finished goods.....	\$ 18,099	\$ 18,555
Work in process.....	3,626	11,992
Raw materials.....	30,941	26,832
Obsolescence reserve (net realizable value adjustment).....	(8,413)	(14,061)
	44,253	43,318
Less current portion.....	26,222	18,430
Non-current portion.....	<u>\$ 18,031</u>	<u>\$ 24,888</u>

Inventory obsolescence expense totaled \$0.6 million and \$2.2 million during fiscal years 2024 and 2023, respectively. Raw materials include semi-finished goods and component parts that totaled approximately \$8.6 million and \$10.6 million at September 30, 2024 and 2023, respectively.

**9. Leases**

As Lessee

The Company has elected not to record operating right-of-use assets or operating lease liabilities on its consolidated balance sheet for leases having a minimum term of 12 months or less. Such leases are expensed on a straight-line basis over the lease term. Variable lease payments are excluded from the measurement of operating right-of-use assets and operating liabilities and recognized in the period in which the obligation for those payments is incurred. As of September 30, 2024, the Company has two operating right-of use assets related to leased facilities in Austin, Texas and Melbourne, Florida.

Maturities of the operating lease liabilities as of September 30, 2024 were as follows (in thousands):

For fiscal years ending September 30,		
2025.....		186
2026.....		130
2027.....		134
2028.....		93
Future minimum lease payments.....	\$	543
Less interest.....		(31)
Present value of minimum lease payments.....	\$	512
Less current portion.....		(173)
Long-term portion .....	<u>\$</u>	<u>339</u>

Lease costs recognized in the consolidated statements of operations for the fiscal years ended September 30, 2024 and 2023 is as follows (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Right-of-use operating lease costs.....	\$ 271	\$ 272
Short-term lease costs.....	123	220
Total .....	<u>\$ 394</u>	<u>\$ 492</u>

Right-of-use operating lease costs and short-term lease costs are included as a component of total operating expenses.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

Other information related to operating leases is as follows (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases .....	\$ 278	\$ 270
Weighted average remaining lease term.....	3.4 years	3.9 years
Weighted average discount rate.....	3.25%	3.25%

The discount rate used on the operating right-of-use assets represented the Company's incremental borrowing rate at lease inception.

As Lessor

*Equipment*

The Company leases equipment to customers which generally range from daily rentals to minimum rental periods of up to one year. All of the Company's current leasing arrangements, with the Company acting as lessor, are classified as operating leases. The majority of the Company's rental revenue is generated from its marine-based wireless seismic data acquisition system.

The Company regularly evaluates the collectability of its lease receivables on a lease-by-lease basis. The evaluation primarily consists of reviewing past due account balances and other factors such as the credit quality of the customer, historical trends of the customer and current economic conditions. The Company suspends revenue recognition when the collectability of amounts due are no longer probable and concurrently records a direct write-off of the lease receivable to rental revenue to limit rental revenue recognized to the cash collections received. As of September 30, 2024, the Company's trade accounts receivables included lease receivables of \$1.0 million.

Rental revenue related to leased equipment for fiscal years 2024 and 2023 was \$19.3 million and \$51.0 million, respectively.

Future minimum lease obligations due from the Company's leasing customers as of September 30, 2024 were \$15.2 million, the majority of which is due within the next 12 months.

Rental equipment consisted of the following (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Rental equipment, primarily wireless recording equipment.....	\$ 63,111	\$ 82,926
Accumulated depreciation and impairment.....	(48,925)	(61,339)
	<u>\$ 14,186</u>	<u>\$ 21,587</u>

Rental equipment depreciation expense was \$10.8 million and \$11.8 million in fiscal years 2024 and 2023, respectively.

*Property*

During the first quarter of fiscal year 2022, the Company leased a portion of its property located in Calgary, Alberta, Canada and fully leased its warehouse in Bogotá, Colombia. The lease in Canada commenced in November 2021 and is for a five-year term. The lease on the warehouse in Bogotá commenced in December 2021 and is currently on a month-to-month basis.

Rental revenue related to these two properties was \$0.3 million and \$0.2 million in fiscal years 2024 and 2023, respectively.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

Future minimum lease payments due to the Company as of September 30, 2024 were as follows (in thousands):

For fiscal years ending September 30,	
2025 .....	131
2026 .....	132
2027 .....	11
	\$ 274

## 10. Property, Plant and Equipment

At September 30, 2024, the Company's property located adjacent to its main campus at 7007 Pinemont Drive in Houston, Texas was classified as assets held for sale on the consolidated balance sheet. The 17.3-acre property serves as additional parking for the main campus and contains legacy structures used to support the Company's manufacturing and warehousing operations. The carrying value of the property was \$1.8 million at September 30, 2024. The Company believes the fair market value of the property exceeds its carrying value.

In February 2023, the Company sold its satellite property located at 6410 Langfield Road in Houston, Texas for a cash price of \$3.7 million, net of closing costs of \$0.3 million, and realized a gain on disposal of \$1.3 million. The satellite property provided additional warehousing and maintenance and repair capacity for the Company's marine rental equipment operations. The Company has relocated the operations of this facility to its main campus at 7007 Pinemont Drive in Houston, Texas.

Property, plant and equipment consisted of the following (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Land and land improvements .....	\$ 4,869	\$ 7,069
Building and building improvements .....	21,312	21,931
Machinery and equipment .....	49,860	48,877
Furniture and fixtures .....	1,470	1,487
Tools and molds .....	3,628	3,287
Construction in progress .....	392	3,343
Transportation equipment .....	75	74
	81,606	86,068
Accumulated depreciation and impairment .....	(60,523)	(62,020)
	\$ 21,083	\$ 24,048

Property, plant and equipment depreciation expense was \$3.5 million and \$3.7 million for the fiscal years ended September 30, 2024 and 2023.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

**11. Goodwill and Other Intangible Assets**

At September 30, 2024, the Company had goodwill of \$0.7 million and other intangible assets, net of \$0.5 million attributable to its Adjacent Markets reporting unit and other intangible assets, net of \$1.2 million attributable to its Oil and Gas Markets reporting unit. Goodwill represents the excess cost of a business acquired over the fair market value of identifiable net assets at the date of acquisition.

At September 30, 2024, in light of the Company's historical losses and continued delays in obtaining additional contracts from the U.S. Customs and Border Protection and other customers on its Emerging Markets segment, the Company performed a recoverability assessment on the long-lived assets of its Emerging Markets asset group in which its carrying value was compared to estimated undiscounted cash flows over the remaining useful life of the asset group's primary asset, its developed technology. Accordingly, a fair value analysis was performed. Based on the assessment, the Company determined the fair value of the asset was less than its carrying value. The Company used an excess earnings approach to value the asset. Key assumptions used in the analysis include revenue, gross margin and cash flow projections. As a result of the assessment, the Company recorded an impairment charge of \$2.8 million on this asset group, which impaired its intangible assets in their entirety.

Also see Note 1 to these consolidated financial statements.

The Company's consolidated goodwill and other intangible assets consisted of the following (in thousands):

	<b>Weighted- Average Remaining Useful Lives (in years)</b>	<b>AS OF SEPTEMBER 30,</b>	
		<b>2024</b>	<b>2023</b>
Goodwill:			
Emerging Markets reporting unit.....		\$ 4,336	\$ 4,336
Adjacent Markets reporting unit.....		736	736
Total goodwill.....		5,072	5,072
Accumulated impairment losses.....		(4,336)	(4,336)
		<u>\$ 736</u>	<u>\$ 736</u>
Other intangible assets:			
Developed technology.....	4.5	\$ 2,275	\$ 6,475
Customer relationships.....	—	3,900	3,900
Trade names.....	0.1	2,022	2,022
Non-compete agreements.....	0.1	186	186
Total other intangible assets.....	2.3	8,383	12,583
Accumulated amortization.....		(6,734)	(7,778)
		<u>\$ 1,649</u>	<u>\$ 4,805</u>

Other intangible assets amortization expense for fiscal years 2024 and 2023 was \$0.4 million and \$0.8 million, respectively.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

As of September 30, 2024, fiscal year future estimated amortization expense of other intangible assets is as follows (in thousands):

2025.....	148
2026.....	140
2027.....	126
2028.....	126
2029.....	126
Thereafter.....	983
	\$ 1,649

## 12. Long-Term Debt

The Company had no long-term debt outstanding at September 30, 2024 or 2023.

On July 26, 2023, the Company entered into a credit agreement (“the Agreement”) with Woodforest National Bank, as sole lender. The Agreement refinanced the Company's credit agreement dated May 6, 2022, with Amerisource Funding, Inc., as administrative agent and as a lender, and Woodforest National Bank, as a lender. The Agreement provides a revolving credit facility with a maximum availability of \$15 million. Availability under the Agreement is determined based upon a borrowing base comprised of certain of the Company's domestic assets which include (i) 80% of eligible accounts, plus (ii) 90% of eligible foreign insured accounts, plus (iii) 25% of eligible inventory plus (iv) 50% of the orderly liquidation value of eligible equipment, in each case subject to certain limitations and adjustments. Interest shall accrue on outstanding borrowings at a rate equal to Term SOFR (Secured Overnight Financing Rate) plus a margin equal to 3.25% per annum. The Company is required to make monthly interest payments on borrowed funds. The Agreement is secured by substantially all the Company's assets, except for certain excluded property. The Agreement requires the Company to maintain a minimum (i) consolidated tangible net worth of \$100 million, (ii) liquidity of \$5 million, and (iii) current ratio no less than 2.00 to 1.00, in each case tested quarterly. The Agreement also requires the Company to maintain a springing minimum interest coverage ratio of 1.50 to 1.00, tested quarterly whenever there is an outstanding balance. The Agreement expires in July 2025. At September 30, 2024, the Company's borrowing availability under the Agreement was \$14.9 million after consideration of a \$0.1 million outstanding letter of credit. At September 30, 2024, the Company was in compliance with all covenants under the Agreement.

Debt issuance costs of \$0.4 million were incurred in connection with the Agreement in fiscal year 2023. These costs were capitalized in other non-current assets on the consolidated balance sheet and are being amortized to interest expense over the term of the Agreement.

## 13. Other Current Liabilities

Other current liabilities consisted of the following (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Deferred revenue.....	\$ 1,427	\$ 4,368
Employee bonuses.....	1,050	1,665
Compensated absences.....	1,821	1,746
Payroll.....	426	940
Property and sales taxes.....	1,062	974
Legal and professional fees.....	355	616
Medical claims.....	538	641
Agent commissions.....	329	211
Product warranty.....	1,251	658
Income taxes.....	17	117
Other.....	745	946
	\$ 9,021	\$ 12,882

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

The Company is self-insured for certain losses related to employee medical claims. The Company has purchased stop-loss coverage for individual claims in excess of \$0.2 million per claimant per year in order to limit its exposure to any significant levels of employee medical claims. Self-insured losses are accrued based on the Company's historical experience and on estimates of aggregate liability for uninsured claims incurred using certain actuarial assumptions followed in the insurance industry.

#### **14. Employee Benefits**

The Company's United States employees are participants in the Geospace Technologies Corporation's Employee's 401(k) Retirement Plan (the "Plan"), which covers substantially all eligible employees in the United States. The Plan is a qualified salary reduction plan in which all eligible participants may elect to have a percentage of their compensation contributed to the Plan, subject to certain guidelines issued by the Internal Revenue Service. The Company's share of discretionary matching contributions was \$1.1 million and \$1.3 million in fiscal years 2024 and 2023, respectively.

The Company's stock incentive plans in which key employees may participate are discussed in Note 15 to these consolidated financial statements.

#### **15. Stockholders' Equity**

In February 2014, the board of directors and stockholders approved the 2014 Long Term Incentive Plan, as amended (the "2014 Plan"). Under the 2014 Plan, an aggregate of 3,000,000 shares of common stock may be issued. The Company is authorized to issue nonqualified and incentive stock options to purchase common stock, restricted stock awards ("RSAs") and restricted stock units ("RSUs") to key employees, directors and consultants under the 2014 Plan. Options have a term not to exceed ten years, with the exception of incentive stock options granted to employees owning ten percent or more of the outstanding shares of common stock, which have a term not to exceed five years. The exercise price of any option may not be less than the fair market value of the common stock on the date of grant. In the case of incentive stock options granted to an employee owning ten percent or more of the outstanding shares of common stock, the exercise price of such option may not be less than 110% of the fair market value of the common stock on the date of grant. An RSU represents a contingent right to receive one share of the common stock upon vesting. Under the 2014 Plan, the Company may issue RSAs and RSUs to employees for no payment by the employee or for a payment below the fair market value on the date of grant. The RSAs and RSUs are subject to certain restrictions described in the 2014 Plan.

At September 30, 2024, an aggregate of 827,088 shares of common stock were available for issuance under the 2014 Plan.

The following table summarizes the combined activity under the equity incentive plans for the indicated periods:

	<b>Number of Nonqualified Options Outstanding</b>	<b>Weighted Average Exercise Price per Share</b>	<b>Number of RSAs</b>	<b>Weighted Average Grant-date Fair Value per Share</b>	<b>Number of RSUs</b>	<b>Weighted Average Grant-date Fair Value per Unit</b>
Outstanding at October 1, 2022.....	—	\$ —	1,000	\$ 14.59	323,859	\$ 9.54
Granted.....	—	—	—	—	228,250	4.70
Forfeited.....	—	—	—	—	(7,312)	8.44
Vested.....	—	—	(1,000)	14.59	(167,248)	9.94
Outstanding at September 30, 2023 ....	—	—	—	—	377,549	\$ 6.46
Granted.....	—	—	—	—	233,200	12.26
Forfeited.....	—	—	—	—	(26,253)	6.47
Vested.....	—	—	—	—	(175,601)	7.08
Outstanding at September 30, 2024 ....	—	\$ —	—	\$ —	408,895	\$ 9.50

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

During fiscal years 2024 and 2023, the Company issued 233,200 and 228,250 RSUs, respectively, to certain of its employees, executive officers and directors under the 2014 Plan. The RSUs issued include both time-based and performance-based vesting provisions. The weighted average grant date fair value of each RSU issued for fiscal years 2024 and 2023 was \$12.26 and \$4.70 per unit, respectively. The total grant date fair value of all RSUs issued for fiscal years 2024 and 2023 was \$2.9 million and \$1.1 million, respectively, which will be charged to expense over the next 1-4 years as the restrictions lapse. Compensation expense for RSUs was determined based on the closing market price of the Company's stock on the date of grant applied to the total number of units that are anticipated to fully vest. All RSUs outstanding at September 30, 2024 and 2023 were issued from the 2014 Plan.

No RSAs have been issued since fiscal year 2019 and none were outstanding at September 30, 2024.

Stock-based compensation expense recognized for the fiscal years ended September 30, 2024 and 2023 was \$1.3 million and \$1.4 million, respectively. The Company accounts for forfeitures as they occur and records compensation costs under the assumption that the holder will complete the requisite service period. As of September 30, 2024, the Company had unrecognized compensation expense of \$1.9 million relating to RSUs which is expected to be recognized over a weighted average period of 2.3 years.

**16. Income Taxes:**

Components of income (loss) before income taxes were as follows (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
United States .....	\$ (6,930)	\$ 11,190
Foreign .....	466	1,379
	<u>\$ (6,464)</u>	<u>\$ 12,569</u>

The provision for income taxes consisted of the following (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Current		
Federal .....	\$ —	\$ 63
Foreign .....	55	244
State .....	41	59
	<u>96</u>	<u>366</u>
Deferred:		
Federal .....	—	—
Foreign .....	18	(3)
	<u>18</u>	<u>(3)</u>
	<u>\$ 114</u>	<u>\$ 363</u>

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

The difference between the effective tax rate reflected in the provision for income taxes and the U.S. federal statutory rate were as follows (in thousands):

	YEAR ENDED SEPTEMBER 30, 2024		YEAR ENDED SEPTEMBER 30, 2023	
	Amount	Percent	Amount	Percent
Expense (benefit) for U.S. federal income tax at statutory rate .....	\$ (1,357)	21.0%	\$ 2,639	21.0%
Research and experimentation tax credit.....	(572)	8.8%	(480)	(3.9)%
State income taxes, net of federal income tax benefit .....	32	(0.5)%	302	2.5%
Change in valuation allowance.....	1,934	(29.9)%	(2,459)	(19.6)%
Foreign earnings tax .....	125	(1.9)%	—	—
Stock compensation.....	(210)	3.2%	171	1.4%
Impact due to foreign currency translation.....	(44)	0.7%	51	0.4%
Other items .....	206	(3.2)%	139	1.1%
Total tax expense and effective tax rate .....	<u>\$ 114</u>	<u>(1.8)%</u>	<u>\$ 363</u>	<u>2.9%</u>

The income tax expense for fiscal years 2024 and 2023 primarily reflects tax accrual for U.S. state and Russian income tax. The Company maintains a full valuation allowance against deferred tax assets resulting from net operating loss ("NOL") carry-forwards in the United States and Canada due to the uncertainty surrounding its ability to utilize such losses in the future to offset taxable income.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred income tax assets (liabilities) were as follows (in thousands):

	YEAR ENDED SEPTEMBER 30,	
	2024	2023
Deferred income tax assets:		
Inventories.....	\$ 5,447	\$ 8,269
Loss and tax credit carryforwards .....	31,850	29,581
Accrued compensation .....	733	870
R&D expenditure capitalization .....	3,064	1,538
Intangible assets .....	290	—
Property and equipment.....	331	504
Other reserves.....	456	590
Subtotal deferred income tax assets .....	42,171	41,352
Valuation allowance.....	(40,851)	(38,917)
Net deferred income tax assets .....	1,320	2,435
Deferred income tax liabilities:		
Intangible assets .....	—	(292)
Property and equipment.....	(1,249)	(2,153)
Other.....	(105)	(6)
Total deferred income tax liabilities.....	(1,354)	(2,451)
Net deferred income tax liabilities .....	<u>\$ (34)</u>	<u>\$ (16)</u>

The financial reporting basis of investments in foreign subsidiaries exceed their tax basis. A deferred tax liability is not recorded for this temporary difference because the investment is deemed to be permanent. A reversal of the Company's plans to permanently invest in these foreign operations would cause the excess to become taxable. At September 30, 2024, the Company had \$1.1 million of cash and cash equivalents held by its foreign subsidiaries. At September 30, 2024 and 2023, the temporary difference related to undistributed earnings for which no deferred taxes have been provided was approximately \$1.2 million and \$8.2 million, respectively.



**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

The Company is subject to taxation in the United States as well as various states and foreign jurisdictions. Tax years that remain subject to examination by significant tax jurisdictions are the United States for tax years ending after 2016, the United Kingdom for tax years ending after 2022, and Canada for tax years ending after 2019.

At of September 30, 2024, the Company had NOL carry-forwards of approximately \$85.6 million in the United States and \$19.2 million in Canada which are available to offset future taxable income in those jurisdictions. The NOL carry-forward for Canada will begin to expire in 2033. The NOL carry-forward for the United States which originated prior to the 2017 Tax Act of \$32.4 million begins to expire in 2029 and those originating after the 2017 Tax Act of \$53.2 million do not expire.

Management of the Company has concluded that it was not more-likely-than-not that its U.S., Canadian and Russian net deferred tax assets will be realized in accordance with U.S. GAAP. On September 30, 2024 and September 30, 2023, the Company had a valuation allowance against its U.S. net deferred tax assets of \$36.1 million and \$33.7 million, respectively. At September 30, 2024 and September 30, 2023, the Company had a valuation allowance against its Canadian net deferred tax assets of \$4.8 million and \$4.8 million, respectively. At September 30, 2023, the Company had a valuation allowance against its Russian net deferred tax assets of \$0.4 million.

**17. Income (Loss) Per Common Share**

Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares used in basic earnings (loss) per share during the period. Diluted earnings (loss) per share is determined on the assumption that outstanding RSUs have been exchanged for common stock and outstanding dilutive stock options have been exercised and the aggregate proceeds as defined were used to reacquire common stock using the average price of such common stock for the period.

The following table summarizes the calculation of net income (loss) and weighted average common shares and common equivalent shares outstanding for purposes of the computation of earnings (loss) per share (in thousands, except share and per share amounts):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Net income (loss) .....	\$ (6,578)	\$ 12,206
Less: Income allocable to unvested restricted stock.....	—	—
Income (loss) attributable to common shareholders for diluted earnings (loss) per share.....	<u>\$ (6,578)</u>	<u>\$ 12,206</u>
Weighted average number of common share equivalents:		
Common shares used in basic earnings (loss) per share .....	13,151,600	13,146,085
Common share equivalents outstanding related to RSUs.....	—	68,981
Total weighted average common shares and common share equivalents used in diluted earnings (loss) per share .....	<u>13,151,600</u>	<u>13,215,066</u>
Earnings (loss) per share:		
Basic .....	<u>\$ (0.50)</u>	<u>\$ 0.93</u>
Diluted .....	<u>\$ (0.50)</u>	<u>\$ 0.92</u>

For the calculation of diluted earnings (loss) per share for fiscal years 2024 and 2023, RSUs of 408,895 and 308,568, respectively, were excluded in the calculation of weighted average shares outstanding as a result of their impact being antidilutive.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

**18. Commitments and Contingencies**

*Contingent Compensation Costs*

In connection with the acquisition of Aquana, LLC ("Aquana") in 2021, the Company is subject to additional contingent cash payments to the former members of Aquana over a six-year earn-out period. The contingent payments, if any, will be derived from certain eligible revenue generated during the earn-out period from products and services sold by Aquana. There is no maximum limit to the contingent cash payments that could be made. The merger agreement with Aquana requires the continued employment of a certain key employee and former member of Aquana for the first four years of the six year earn-out period in order for any of Aquana's former members to be eligible to any earn-out payments. Due to the continued employment requirement, no liability has been recorded for the estimated fair value of contingent earn-out payments for this transaction. Earn-outs achieved, are recorded as compensation expense when incurred. Eligible revenue earned for fiscal year 2024 was \$17,000. No eligible revenue was earned in fiscal year 2023.

*Legal Proceedings*

The Company is involved in various pending legal actions in the ordinary course of its business. Management is unable to predict the ultimate outcome of these actions, because of the inherent uncertainty of such actions. However, management believes that the most probable, ultimate resolution of current pending matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

**19. Supplemental Cash Flow Information**

Supplemental cash flow information is as follows (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Cash paid for income taxes .....	\$ 164	\$ 151
Non-cash investing and financing activities:		
Inventory transferred to rental equipment .....	5,954	587
Note and accounts receivable related to sale of subsidiary .....	3,600	—
Note receivable and accrued interest related to sale of rental equipment .....	9,496	—
Account receivable related to sale of rental equipment .....	1,510	—

**20. Segment and Geographic Information**

The Company reports and evaluates financial information for three operating business segments: Oil and Gas Markets, Adjacent Markets and Emerging Markets. The Oil and Gas Markets segment's products include wireless seismic data acquisition systems, reservoir characterization products and services, and traditional seismic exploration products such as geophones, hydrophones, leader wire, connectors, cables, marine streamer retrieval and steering devices and various other seismic products. The Adjacent Markets segment's products include imaging equipment, water meter products, remote shut-off valves and IoT platform, as well as seismic sensors used for vibration monitoring and geotechnical applications such as mine safety applications and earthquake detection. The Emerging Markets segment designs and markets seismic products targeted at the border and perimeter security markets.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

The following tables summarize the Company's segment information:

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Revenue:		
Oil and Gas Markets .....	\$ 77,455	\$ 73,993
Adjacent Markets .....	55,625	49,039
Emerging Markets .....	2,222	1,234
Corporate .....	296	243
	<u>135,598</u>	<u>124,509</u>
Income (loss) from operations:		
Oil and Gas Markets .....	13,134	15,759
Adjacent Markets .....	14,152	11,490
Emerging Markets .....	(6,193)	(4,003)
Corporate .....	<u>(13,976)</u>	<u>(11,918)</u>
	7,117	11,328
Depreciation and amortization expenses:		
Oil and Gas Markets .....	13,243	14,428
Adjacent Markets .....	860	703
Emerging Markets .....	275	565
Corporate .....	<u>388</u>	<u>542</u>
	14,766	16,238
Impairment, inventory obsolescence and stock-based compensation expenses:		
Oil and Gas Markets .....	993	2,329
Adjacent Markets .....	221	656
Emerging Markets .....	2,798	52
Corporate .....	<u>642</u>	<u>566</u>
	4,654	3,603
Interest income:		
Oil and Gas Markets .....	315	352
Adjacent Markets .....	—	—
Emerging Markets .....	—	—
Corporate .....	<u>1,243</u>	<u>187</u>
	1,558	539
Interest expense:		
Oil and Gas Markets .....	17	105
Adjacent Markets .....	—	—
Emerging Markets .....	—	—
Corporate .....	<u>170</u>	<u>29</u>
	187	134

The Company's manufacturing operations for its business segments are combined. Therefore, the Company does not segregate and report separate balance sheet accounts for each of its segments and, therefore, no such segment balance sheet information is presented in the table above.

"Corporate" expense from operations primarily consists of the Company's Houston headquarters general and administrative expenses.

**Geospace Technologies Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements—(Continued)**

The Company generates revenue from product sales, product rentals and services from its subsidiaries located in the United States, Canada, Colombia, the Russian Federation and the United Kingdom. Revenue generated by the Company's subsidiaries is as follows (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
United States .....	\$ 127,488	\$ 118,017
Canada.....	1,777	1,924
Russian Federation .....	3,487	1,850
United Kingdom.....	2,846	2,718
	<u>\$ 135,598</u>	<u>\$ 124,509</u>

A summary of revenue by geographic area is as follows (in thousands):

	<b>YEAR ENDED SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
Asia (including Russian Federation) .....	\$ 51,103	\$ 26,685
Canada.....	2,015	2,703
Europe .....	13,817	20,826
Mexico.....	1,959	1,792
South America.....	2,798	8,166
United States .....	63,061	62,611
Other.....	845	1,726
	<u>\$ 135,598</u>	<u>\$ 124,509</u>

Revenue is attributed to countries based on the ultimate destination of the product sold, if known. If the ultimate destination is not known, revenue is attributed to countries based on the geographic location of the initial shipment.

Long-lived asset balances are as follows (in thousands):

	<b>AS OF SEPTEMBER 30,</b>	
	<b>2024</b>	<b>2023</b>
United States .....	\$ 61,487	\$ 75,321
Canada.....	414	575
Colombia .....	399	442
Russian Federation .....	—	543
United Kingdom.....	528	383
	<u>\$ 62,828</u>	<u>\$ 77,264</u>

*This page intentionally left blank*

*This page intentionally left blank*



