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**FOR IMMEDIATE RELEASE**

**11 October 2022**

**RECOMMENDED CASH ACQUISITION**

**of**

**RPS Group plc ("RPS")**

**by**

**Tetra Tech UK Holdings Limited ("Tetra Tech")**

**a wholly-owned subsidiary of Tetra Tech, Inc. ("Tetra, Tech, Inc.")**

**to be effected by means of a scheme of arrangement**

**under Part 26 of the Companies Act 2006**

**Publication of Scheme Document**

On 8 August 2022, the boards of WSP Global, WSP Holdings and RPS announced that they had reached agreement on the terms of a recommended cash offer of 206 pence per RPS Share pursuant to which WSP Holdings, or another wholly-owned subsidiary of WSP Global, would acquire the entire issued and to be issued share capital of RPS, to be implemented by a scheme of arrangement (the "**WSP Offer**"). The scheme document in respect of the WSP Offer was published on 1 September 2022.

On 23 September 2022, the boards of Tetra Tech, Inc., Tetra Tech and RPS announced that they had reached agreement on the terms of a higher recommended cash offer of 222 pence per RPS Share pursuant to which Tetra Tech (a wholly-owned subsidiary of Tetra Tech, Inc.) will acquire the entire issued and to be issued share capital of RPS (the "**Tetra Tech Acquisition**"). The Tetra Tech Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

The board of RPS is pleased to announce that it has today published a circular in relation to the Scheme (the "**Scheme Document**") setting out, amongst other things, a letter from the Chairman of RPS, an explanatory statement pursuant to section 897 of the Companies Act 2006, the full terms and conditions of the Scheme, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by RPS Shareholders, together with Forms of Proxy for the Court Meeting and the General Meeting. RPS will also send to participants in the RPS Share Plans the Scheme Document and details of the proposals being made to such participants.

Hard copies of the Scheme Document (or, depending on RPS Shareholders' communication preferences, a letter or email giving details of the website where the Scheme Document may be accessed), and Forms of Proxy for the Court Meeting and the General Meeting are being sent to RPS Shareholders.

Capitalised terms used in this announcement (the "**Announcement**") shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

Copies of this Announcement and the Scheme Document will be made available (subject to certain restrictions relating to persons in Restricted Jurisdictions) on RPS' website at

<https://www.rpsgroup.com/tetra-tech-offer> up to and including the Effective Date. The contents of RPS' website are not incorporated into, and do not form part of, this Announcement. A copy of the Scheme Document (together with a copy of any related documents that are required to be so filed) will shortly be submitted to the National Storage Mechanism and will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

## **Notices of the Court Meeting and General Meeting**

As further detailed in the Scheme Document, to become Effective, the Scheme requires, among other things, the approval of a majority in number representing not less than 75 per cent. in value of the Scheme Shares held by Scheme Shareholders present and voting (and entitled to vote), either in person or by proxy, at the Court Meeting (or any adjournment thereof), which has been convened with the permission of the Court. In addition, the Resolution must be passed by the requisite majority at the General Meeting (or any adjournment thereof). The Scheme must also be sanctioned by the Court. The Scheme is also subject to the satisfaction or waiver of the Conditions and further terms that are set out in the Scheme Document.

Notices convening the Court Meeting and General Meeting to be held at 10:00 a.m. and 10:15 a.m. (or, if later, as soon as the Court Meeting has been concluded or adjourned) respectively on Thursday 3 November 2022 at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC1A 4HT are set out in the Scheme Document.

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to Scheme Shareholders and RPS Shareholders before the Shareholder Meetings, through RPS' website at the link detailed above and by announcement through a Regulatory Information Service.

**It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of the opinion of Scheme Shareholders. Whether or not Scheme Shareholders intend to attend and/or vote at the Shareholder Meetings, Scheme Shareholders are therefore strongly encouraged to complete, sign and return their Forms of Proxy or transmit a proxy instruction (either electronically or through CREST) (once received) as soon as possible and, in any event, by no later than 10.00 a.m. on Tuesday 1 November 2022 in the case of the Court Meeting and by 10.15 a.m. on Tuesday 1 November 2022 in the case of the General Meeting (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting, in each case excluding any part of such 48 hour period falling on a day that is not a working day) in accordance with the instructions for so doing.**

## **Timetable**

The current expected timetable of principal events for the implementation of the Scheme is set out in the Scheme Document and is also attached as an Appendix to this Announcement. The dates and times given are indicative only and are based on RPS', Tetra Tech's and Tetra Tech, Inc.'s current expectations and may be subject to change. If any of the dates and/or times set out in the expected timetable change, an announcement will be made through a Regulatory Information Service.

The Scheme remains conditional on the approval of the requisite majority of eligible Scheme Shareholders at the Court Meeting and the requisite majority of eligible RPS Shareholders at the General Meeting. The Scheme is also subject to satisfaction (or, where applicable, waiver) of the other

Conditions set out in the Scheme Document, including the approval of the Court. The Scheme is expected to become Effective by the end of 2022.

## **Recommendation**

In light of the superior proposal from Tetra Tech as compared to the WSP Offer, the RPS Directors, who have been so advised by Gleacher Shacklock and AEC Advisors as to the financial terms of the Tetra Tech Acquisition, consider the terms of the Tetra Tech Acquisition to be fair and reasonable. In providing their advice to the RPS Directors, Gleacher Shacklock and AEC Advisors have taken into account the commercial assessments of the RPS Directors. Gleacher Shacklock is providing independent financial advice to the RPS Directors for the purposes of Rule 3 of the Takeover Code. In addition, the RPS Directors consider the terms of the Tetra Tech Acquisition to be in the best interests of RPS Shareholders as a whole.

Accordingly, the RPS Directors recommend unanimously that RPS Shareholders vote in favour of the Scheme at the Court Meeting and the Resolution to be proposed at the General Meeting. The RPS Directors have withdrawn their recommendation of the WSP Offer and have postponed the WSP Shareholder Meetings, as announced on 23 September 2022. The RPS Directors unanimously support and intend to take the relevant actions to implement the Tetra Tech Acquisition.

RPS Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

## **Information for RPS Shareholders**

If you have any questions about this Announcement, the Scheme Document, the Court Meeting, the General Meeting, or are in any doubt as to how to submit your proxies online or how to complete the Forms of Proxy or to appoint a proxy through the CREST electronic proxy appointment service, please call Equiniti on +44 (0)345 504 9911. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Tetra Tech Acquisition or give any financial, legal or tax advice.

If the Scheme is sanctioned as outlined above, the last day of dealings in, and registration of transfers of, RPS Shares on the London Stock Exchange is expected to be the Business Day immediately after the Court Hearing, following which RPS Shares will be suspended from the Official List and from the London Stock Exchange's Main Market for listed securities from 7:30 a.m. on the next Business Day thereafter. It is intended that, prior to the Effective Date, applications will be made to the London Stock Exchange for RPS Shares to cease to be admitted to trading on the Main Market and to the FCA for the listing of RPS Shares on the Official List to be cancelled, in each case to take effect on the Business Day following the Effective Date.

The statements contained in this Announcement are not to be construed as legal, business, financial or tax advice.

## **Enquiries:**

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DLA Piper UK LLP is retained as legal adviser to RPS. Hogan Lovells International LLP is retained as international legal adviser to Tetra Tech, Inc. and Tetra Tech.

## **Important Notices**

Gleacher Shacklock LLP ("**Gleacher Shacklock**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to RPS and no one else in connection with the Tetra Tech Acquisition and will not be responsible to anyone other than RPS for providing the protections afforded to clients of Gleacher Shacklock nor for providing advice in connection with the Tetra Tech Acquisition or any matter referred to herein.

AEC Advisors LLC ("**AEC Advisors**"), which provides M&A advice under an exemption from registration issued by the United States Securities and Exchange Commission ("**SEC**"), is acting exclusively as financial adviser to RPS and no one else in connection with the Tetra Tech Acquisition and shall not be responsible to anyone other than RPS for providing the protections afforded to clients of AEC Advisors nor for providing advice in connection with the Tetra Tech Acquisition or any matter referred to herein. No representation or warranty, express or implied, is made by AEC Advisors as to the contents of this Announcement.

Merrill Lynch International ("**BofA Securities**"), a subsidiary of Bank of America Corporation, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Tetra Tech, Inc. and Tetra Tech in connection with the matters set out in this Announcement and for no one else and will not

be responsible to anyone other than Tetra Tech, Inc. and Tetra Tech for providing the protections afforded to its clients or for providing advice in relation to the subject matter of this Announcement or any other matters referred to in this Announcement. Neither BofA Securities, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of BofA Securities in connection with this Announcement, any statement contained herein or otherwise.

### **Further Information**

This Announcement is for information purposes only and is not intended to and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Tetra Tech Acquisition or otherwise.

The Tetra Tech Acquisition will be made solely through and on the terms set out in the Scheme Document (or, if the Tetra Tech Acquisition is implemented by way of a Takeover Offer, any document by which the Takeover Offer is made) which, together with the Forms of Proxy, will contain the full terms and conditions of the Tetra Tech Acquisition, including details of how to vote in respect of the Tetra Tech Acquisition. Any decision in respect of, or other response to, the Tetra Tech Acquisition should be made only on the basis of the information contained in the Scheme Document or any document by which the Tetra Tech Acquisition is made.

### **Overseas Shareholders**

This Announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and the Listing Rules and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

The release, publication, or distribution of this Announcement in or into certain jurisdictions other than the United Kingdom may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any jurisdiction other than the United Kingdom. To the fullest extent permitted by applicable law, the companies and persons involved in the Tetra Tech Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement does not constitute an offer or invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this Announcement or otherwise in any jurisdiction in which such offer or solicitation is unlawful.

Unless otherwise determined by Tetra Tech or Tetra Tech, Inc., or required by the Takeover Code, and permitted by applicable law and regulation, the Tetra Tech Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Tetra Tech Acquisition by any such use, means, instrumentality or form (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Tetra Tech Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would

violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Tetra Tech Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction. Doing so may render invalid any related purported vote in respect of the Tetra Tech Acquisition. To the fullest extent permitted by applicable law, the companies and persons involved in the Tetra Tech Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. If the Tetra Tech Acquisition is implemented (with the consent of the Takeover Panel) by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Tetra Tech Acquisition to RPS Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Tetra Tech Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

If any Overseas Shareholder remains in any doubt, it should consult an appropriate independent professional adviser in its relevant jurisdiction without delay.

The Tetra Tech Acquisition shall be subject to the applicable requirements of the Takeover Code, the Takeover Panel, the London Stock Exchange and the Financial Conduct Authority.

### **Additional information for US investors**

RPS Shareholders in the United States should note that the Tetra Tech Acquisition relates to shares of an English company and is proposed to be effected by means of a scheme of arrangement provided for under, and governed by, the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended (the "**US Exchange Act**").

Accordingly, the Tetra Tech Acquisition is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules.

However, if Tetra Tech were to elect to implement the Tetra Tech Acquisition by means of a Takeover Offer, such Takeover Offer shall be made in compliance with all applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by Tetra Tech and no one else.

In the event that the Tetra Tech Acquisition is implemented by way of a Takeover Offer, in accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Tetra Tech or its nominees, or its brokers (acting as agents), may from time to time make certain purchases

of, or arrangements to purchase, shares or other securities of RPS outside the United States, other than pursuant to such Takeover Offer, during the period in which such Takeover Offer would remain open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including United Kingdom laws and the US Exchange Act. Any such purchases by Tetra Tech or its or its nominees, or its brokers (acting as agents), will not be made at prices higher than the price of the Tetra Tech Acquisition provided in this Announcement unless the price of the Tetra Tech Acquisition is increased accordingly. Any information about such purchases or arrangements to purchase shall be disclosed as required in the United Kingdom, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

This Announcement does not constitute or form a part of any offer to sell or issue, or any solicitation of any offer to purchase, subscribe for or otherwise acquire, any securities in the United States. Neither the Tetra Tech Acquisition nor this Announcement have been approved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities approved or disapproved or passed judgment upon the fairness or the merits of the Tetra Tech Acquisition, or determined if this Announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the United States.

Each RPS Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Tetra Tech Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws.

Except where otherwise indicated, financial information relating to RPS and/or the RPS Group included in this Announcement has been or shall have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Tetra Tech, Inc. is incorporated under the laws of Delaware and RPS is organised under the laws of England and Wales. Some or all of the officers and directors of Tetra Tech, Inc. Tetra Tech and RPS may be residents of countries other than the United States. In addition, most of the assets of RPS are located outside the United States. As a result, it may be difficult for US shareholders of RPS to effect service of process within the United States upon Tetra Tech, Inc., Tetra Tech and RPS or their respective officers or directors or to enforce against them a judgment of a US court predicated upon the federal or state securities laws of the United States.

### **Additional information for Canadian investors**

Holders of RPS Shares resident or located in Canada should note that the Tetra Tech Acquisition relates to shares of an English company and is proposed to be implemented by means of a scheme of arrangement provided for under the laws of England and Wales (although Tetra Tech reserves the right to implement the Tetra Tech Acquisition by way of a Takeover Offer, subject to the Takeover Panel's consent). A transaction implemented by means of a scheme of arrangement is not subject to the provisions of Canadian provincial securities laws applicable to takeover bids. Accordingly, the Tetra Tech Acquisition is subject to applicable disclosure and other procedural requirements and practices applicable in the United Kingdom, which differ from those applicable to takeover bids under Canadian provincial securities laws. Except where otherwise indicated, the financial information included in this Announcement has been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial information of Canadian companies or companies whose financial statements are prepared in accordance with generally accepted accounting

principles in Canada. If the Tetra Tech Acquisition is implemented by way of a Takeover Offer, that offer will be made in compliance with (or pursuant to available exemptions from) the applicable requirements of Canadian provincial securities laws. The receipt of cash pursuant to the Tetra Tech Acquisition by a Canadian holder as consideration for the transfer of its RPS Shares pursuant to the Scheme may be a taxable transaction for Canadian federal income tax purposes and under applicable Canadian provincial income tax laws, as well as foreign and other tax laws. Each RPS Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Tetra Tech Acquisition applicable to them. RPS is located in a country other than Canada, and some or all of its officers and directors may be residents of a country other than Canada. It may be difficult for Canadian holders of RPS Shares to enforce judgments obtained in Canada against any person that is incorporated, continued or otherwise organised under the laws of a foreign jurisdiction or resides outside Canada, even if the party has appointed an agent for service of process.

### **Cautionary note regarding forward-looking statements**

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Tetra Tech Acquisition, and other information published by RPS, Tetra Tech or any member of the Wider Tetra Tech Group or Wider RPS Group contains statements which are, or may be deemed to be, "forward-looking statements" under applicable securities laws. Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which RPS, Tetra Tech, any member of the Wider Tetra Tech Group, the Wider RPS Group or the Enlarged Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.

The forward-looking statements contained in this Announcement relate to future events, including RPS, Tetra Tech, any member of the Wider Tetra Tech Group, the Wider RPS Group or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Tetra Tech Acquisition, certain plans and objectives of the boards of directors of RPS, Tetra Tech, any member of the Wider Tetra Tech Group or Wider RPS Group, expectations regarding whether the Tetra Tech Acquisition will be completed, including whether any conditions to Completion will be satisfied, and the anticipated timing for Completion, the expected effects of the Tetra Tech Acquisition on RPS, Tetra Tech, any member of the Wider Tetra Tech Group or Wider RPS Group; as well as the financial condition, results of operations and businesses of Tetra Tech, any member of the Wider Tetra Tech Group, RPS or the Wider RPS Group following the implementation of the Tetra Tech Acquisition, and other statements other than historical facts. These include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, economic performance, synergies, indebtedness, financial condition, dividend policy, losses and future prospects of RPS, Tetra Tech, the Wider Tetra Tech Group, the Wider RPS Group and/or the Enlarged Group; (ii) business and management strategies and the expansion and growth of RPS', Tetra Tech's, any member of the Wider Tetra Tech Group's, the Wider RPS Group's and/or the Enlarged Group's operations, benefits and potential synergies resulting from the Tetra Tech Acquisition; (iii) expectations regarding the integration of the Wider RPS Group and timing thereof; (iv) expectations regarding anticipated cost savings, operating efficiencies and operational, competitive and cost synergies, and the manner of achieving such synergies; and (v) the effects of global economic conditions and governmental regulation on RPS', Tetra Tech's, any member of the Wider Tetra Tech Group's, the Wider RPS Group's or the Enlarged Group's businesses. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects", "intends", "may", "will", "shall" or "should" or their negatives or other variations or comparable terminology. Such forward-looking statements reflect current beliefs of management of RPS, or Tetra Tech, as applicable, and are based on certain factors



and assumptions, which by their nature are subject to inherent risks and uncertainties. While RPS and Tetra Tech consider these factors and assumptions to be reasonable based on information available as at the date hereof, actual events or results could differ materially from the results, predictions, forecasts, conclusions or projections expressed or implied in the forward-looking statements.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include changes in, and assumptions about, the global, political, economic, business, competitive, market and regulatory forces and conditions, future exchange and interest rates, changes in tax rates, future business combinations or disposals, any epidemic, pandemic or disease outbreak, the satisfaction of the conditions to Completion on the proposed terms and schedule, the state of the global economy and the economies of the regions in which RPS, Tetra Tech, the Wider Tetra Tech Group and/or the Wider RPS Group operate, the state of and access to global and local capital and credit markets, the availability of borrowings to be drawn down under, and the utilisation of, various elements and components of Tetra Tech's financing plan in accordance with their respective terms; the sufficiency of Tetra Tech's, the Wider Tetra Tech Group's or the Wider RPS Group's liquidity and working capital requirements for the foreseeable future; the ability of the Tetra Tech Group and the Wider RPS Group to successfully integrate their respective businesses, processes, systems and operations and retain key employees, the Enlarged Group's ability to make acquisitions and its ability to integrate or manage such acquired businesses, and the anticipated impacts of the COVID-19 pandemic and the Russia-Ukraine war on RPS', Tetra Tech's, the Wider Tetra Tech Group's, the Wider RPS Group's or the Enlarged Group's businesses, operating results, cash flows and/or financial condition, including the effect of measures implemented as a result of the COVID-19 pandemic and the Russia-Ukraine war and, as relates to Tetra Tech specifically, risks, uncertainties and assumptions relating to the potential failure to realise anticipated benefits from the Tetra Tech Acquisition, currency exchange risk and foreign currency exposure related to the purchase price of the Tetra Tech Acquisition, the absence of deal protection mechanisms under the Tetra Tech Acquisition, Tetra Tech's reliance upon information provided by RPS in connection with the Tetra Tech Acquisition and publicly available information, risks associated with historical and pro forma financial information, potential undisclosed costs or liabilities associated with the Tetra Tech Acquisition, Tetra Tech or RPS being adversely impacted during the pendency of the Tetra Tech Acquisition, and change of control and other similar provisions and fees; Tetra Tech's ability to retain and attract new business, achieve synergies and maintain market position arising from successful integration plans relating to the Tetra Tech Acquisition, Tetra Tech's ability to otherwise complete the integration of RPS within anticipated time periods and at expected cost levels, Tetra Tech's ability to attract and retain key employees in connection with the Tetra Tech Acquisition, management's estimates and expectations in relation to future economic and business conditions and other factors in relation to the Tetra Tech Acquisition and resulting impact on growth and accretion in various financial metrics, the realisation of the expected strategic, financial and other benefits of the Tetra Tech Acquisition in the timeframe anticipated, the accuracy and completeness of public and other disclosure (including financial disclosure) by RPS. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Accordingly, Tetra Tech and RPS can give no assurance that such expectations, estimations or projections will prove to be correct and such forward-looking statements should therefore be construed in the light of such factors. Tetra Tech and RPS caution that the foregoing list of risk factors is not exhaustive. Neither RPS nor any of Tetra Tech or any member of the Wider Tetra Tech Group or the Wider RPS Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement shall actually occur or that actual results will be consistent with forward-looking statements. Given these risks and uncertainties, readers should not place any reliance on forward-looking statements.

Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the

Enlarged Group, there may be additional changes to the Enlarged Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

The forward-looking statements speak only at the date of this Announcement. All subsequent oral or written forward-looking statements attributable to any member of the Tetra Tech Group or RPS Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Tetra Tech and RPS expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

### **No profit forecasts or estimates**

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per ordinary share for Tetra Tech or RPS, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per ordinary share for Tetra Tech or RPS, as appropriate.

### **Disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror, and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Takeover Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain information provided by RPS Shareholders, persons with information rights and other relevant persons for the receipt of communications from RPS may be provided to Tetra Tech or Tetra Tech, Inc. during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code.

### **Publication on website and availability of hard copies**

In accordance with Rule 26.1 of the Takeover Code, a copy of this Announcement will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) on Tetra Tech's and RPS' websites at <https://www.tetrattech.com/investor-offer> and <https://www.rpsgroup.com/tetra-tech-offer>, respectively, by no later than 12 noon (London time) on the Business Day following the date of this Announcement. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.

In accordance with Rule 30.3 of the Takeover Code, RPS Shareholders, persons with information rights and participants in the RPS Share Plans may request a hard copy of this Announcement (and any information incorporated in this Announcement by reference to another source), free of charge: (i) by telephoning Equiniti on +44 (0)345 504 9911; or (ii) by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 8.30 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones.

For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement and any such information incorporated in it by reference to another source will not be sent unless so requested. In accordance with Rule 30.3 of the Takeover Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Tetra Tech Acquisition should be in hard copy form.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and

Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

## APPENDIX

The following indicative timetable sets out the expected dates for implementation of the Scheme.

<b>Event</b>	<b>Time and/or date<sup>(1)</sup></b>
Publication of the Scheme Document	Tuesday 11 October 2022
Latest time for lodging Forms of Proxy for the:	
Court Meeting (BLUE Form of Proxy)	10.00 a.m. on Tuesday 1 November 2022 <sup>(2)</sup>
General Meeting (PINK Form of Proxy)	10.15 a.m. on Tuesday 1 November 2022 <sup>(3)</sup>
Voting Record Time	6.30 p.m. on Tuesday 1 November 2022 <sup>(4)</sup>
<b>Court Meeting</b>	10.00 a.m. on Thursday 3 November 2022
<b>General Meeting</b>	10.15 a.m. on Thursday 3 November 2022 <sup>(5)</sup>
<p><i>The following times and dates associated with the Scheme are indicative only and will depend, among other things, on the date on which: (i) the Conditions are either satisfied or (if capable of waiver) waived in respect of the Scheme; (ii) the Court sanctions the Scheme; and (iii) the Court Order(s) sanctioning the Scheme are delivered to the Registrar of Companies. RPS will give adequate notice of any change(s) by issuing an announcement through a Regulatory Information Service (with such announcement being made available on RPS' website at <a href="https://www.rpsgroup.com/">https://www.rpsgroup.com/</a>) and, if required by the Takeover Panel, send notice of the change(s) to Shareholders and other persons with information rights and, for information only, to participants in the RPS Share Plans. Further updates and changes to these times will be notified in the same way. Please see also note (1) below.</i></p>	
Court Hearing to seek sanction of the Scheme	a date no later than 30 days after the satisfaction (or, if applicable, waiver) of the Conditions (other than Condition 2.3), prior to the Long Stop Date ("D") <sup>(6)</sup>
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, RPS Shares	D+1 Business Day
Scheme Record Time	6.00 p.m. on D+1 Business Day
Disablement of CREST in respect of RPS Shares	6.00 p.m. on D+1 Business Day
Suspension of listing of, and dealings in, RPS Shares	by 7.30 a.m. on D+2 Business Days
<b>Effective Date of Scheme<sup>(7)</sup></b>	D+2 Business Days
Cancellation of listing and admission to trading of RPS Shares	7.30 a.m. on the next Business Day after the Effective Date
Latest date for despatch of cheques and crediting of CREST accounts and processing electronic transfers for cash consideration due under the Scheme	Within 14 days of the Effective Date
Long-stop Date	9 August 2023 <sup>(8)</sup>

<sup>(1)</sup> The dates and times given are indicative only, are based on current expectations, are subject to change (including as a result of changes to the regulatory timetable) and will depend, among other things, on the date on which: (i) the

Conditions are either satisfied, or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to RPS Shareholders by announcement through a Regulatory Information Service and, if required by the Takeover Panel, notice of the change(s) will be sent to RPS Shareholders and other persons with information rights. Participants in the RPS Share Plans will be contacted separately to inform them of the effect of the Scheme on their rights under the RPS Share Plans.

- (2) The BLUE Form of Proxy for the Court Meeting should be received by Equiniti before 10.00 a.m. on Tuesday 1 November 2022, or, if the Court Meeting is adjourned, not later than 48 hours before the time fixed for the holding of the adjourned meeting, excluding any part of such 48 hour period falling on a day that is not a working day. BLUE Forms of Proxy not so received may be handed to the Chair of the Court Meeting or the Equiniti representative who will be present at the Court Meeting before the commencement of the Court Meeting.
- (3) The PINK Form of Proxy for the General Meeting must be lodged with Equiniti before 10.15 a.m. on Tuesday 1 November 2022 in order for it to be valid, or, if the General Meeting is adjourned, not later than 48 hours before the time fixed for the holding of the adjourned meeting, excluding any part of such 48 hour period falling on a day that is not a working day. The PINK Form of Proxy cannot be handed to the Chair of the General Meeting or the Equiniti representative at that meeting and will be invalid if submitted after these deadlines.
- (4) If a Shareholder Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6.30 p.m. on the day which is two Business Days before the adjourned meeting will be entitled to attend and vote.
- (5) To commence at the time fixed or, if later, immediately after the conclusion or adjournment of the Court Meeting.
- (6) Tetra Tech, Tetra Tech, Inc. and RPS may agree a later date, with the consent of the Takeover Panel and, if required, which the Court may allow.
- (7) RPS expects that, subject to the satisfaction (or, where applicable, waiver) of the Conditions in Part 3 (*Conditions and Further Terms of the Tetra Tech Acquisition and the Scheme*) of the Scheme Document, the Scheme will become Effective by the end of 2022.
- (8) This is the last date on which the Scheme may become Effective unless Tetra Tech and RPS, with the consent of the Takeover Panel and, if required, the approval of the Court, agree a later date.