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**FOR IMMEDIATE RELEASE**

**23 September 2022**

### **RPS GROUP PLC (“RPS”)**

The RPS Directors note the announcement made on 23 September 2022 by the boards of Tetra Tech, Inc., Tetra Tech UK Holdings Limited (“**Tetra Tech**”) and RPS that they have reached agreement on the terms of a recommended cash acquisition, 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 Rule 2.7 Announcement**”). It is anticipated that the Acquisition will be effected by means of a scheme of arrangement under Part 26 of the Companies Act.

Under the terms of the Acquisition, **RPS Shareholders will be entitled to receive, for each RPS Share held:**

**222 pence in cash** (the “**Acquisition Price**”)

The Acquisition Price represents a premium of approximately:

- 7.8 per cent. to the offer price of 206 pence per RPS Share offered pursuant to the WSP Offer; and
- 109.5 per cent. to the volume-weighted average price of 106 pence per RPS Share for the 90-day period ended 8 August 2022 (being the last Business Day prior to the start of the Offer Period).

The Acquisition values the entire issued and to be issued share capital of RPS at approximately £636 million.

In light of the superior proposal per RPS Share 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 Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their financial 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 Code.

Accordingly, the RPS Directors intend to recommend unanimously that RPS Shareholders vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the RPS General Meeting, each to be convened in due course. **The RPS Directors have withdrawn their recommendation of the WSP Offer.** The RPS Directors’ unanimously support and intend to take the relevant actions to implement the Acquisition.

Following the Tetra Tech Rule 2.7 Announcement and given the timetable for the Acquisition by Tetra Tech has yet to be announced, the RPS Directors intend to postpone the court meeting and the general meeting which were to be held in connection with the WSP Offer at 10.00 am and 10.15 am, respectively, on 26 September 2022 to 10.00 am and 10.15 am, respectively, on 21 November 2022 at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC14 4HT. This is a technical postponement pursuant to article 52 of the RPS articles of association. RPS will notify shareholders of the dates, times and place for the meetings to be convened for the approval of either the Acquisition by Tetra Tech or the WSP Offer as soon as reasonably practicable and in any event giving at least 21 days’ notice to the new dates and times of these meetings.

Terms defined in the Tetra Tech Rule 2.7 Announcement shall have the same meanings in this RNS announcement unless the context otherwise requires.

#### **Shareholder communications**

This RNS announcement and any further updates, including notice of the rescheduled shareholder meetings for the WSP offer, will be made available to all shareholders by their appropriate method of communication and will also be available for view on the Company’s website [www.rpsgroup.com](http://www.rpsgroup.com) and announced through the London Stock Exchange as appropriate.

#### **ENQUIRIES:**

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#### **Publication on a website**

In accordance with Rule 26.1 of the City Code on Takeovers and Mergers, a copy of this announcement will be available on RPS’ website ([www.rpsgroup.com](http://www.rpsgroup.com)) by no later than 12 noon (London time) on the business day following the date of this announcement. The contents of the website referred to in this announcement are not incorporated into, and do not form part of, this announcement.

#### **Important notice**

Gleacher Shacklock LLP (“**Gleacher Shacklock**”), which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively as financial adviser to RPS and no one else in connection with the Acquisition and shall 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 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, is acting exclusively as financial adviser to RPS and no one else in connection with the 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 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.

#### **Further information**

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, subscribe for, otherwise acquire, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. This announcement does not constitute a prospectus or a prospectus equivalent document.

The Acquisition is to be made by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"), any document to be published in connection with the Acquisition will, together with the Forms of Proxy (or form of acceptance), contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition.

This announcement has been prepared for the purpose of complying with English law and the 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.

#### **General**

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, accountant 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 appropriately authorised independent financial adviser.