



## AECOM announces expiration and results of offer to purchase 5.125% Senior Notes due 2027

July 22, 2025 at 10:36 AM EDT

DALLAS--(BUSINESS WIRE)--Jul. 22, 2025-- AECOM (NYSE: ACM) today announced that its previously announced cash tender offer (the "Tender Offer") for any and all of its 5.125% senior notes due 2027 (the "Notes") expired at 5:00 p.m. New York City time, on July 21, 2025 (the "Expiration Date"). According to information provided by D.F. King and Co., Inc., the Tender and Information Agent for the Tender Offer, \$732,914,000 aggregate principal amount of the Notes, or 73.49% of the aggregate principal amount outstanding, were validly tendered at or prior to the expiration of the Tender Offer and not validly withdrawn. In addition, \$4,376,000 aggregate principal amount of the Notes were tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, dated July 15, 2025 (the "Offer to Purchase") and remain subject to the applicable delivery requirements under such procedures. The Tender Offer was made pursuant to the Offer to Purchase and the related Notice of Guaranteed Delivery (together with the Offer to Purchase, the "Offer Documents"). The obligation of AECOM to accept the Notes tendered and to pay the consideration for the Notes is subject to satisfaction or waiver of certain conditions, which are more fully described in the Offer to Purchase. The settlement date for Notes validly tendered and not validly withdrawn and accepted for purchase and delivered at or prior to the Expiration Date is today, July 22, 2025 (the "Initial Settlement Date"), and the settlement date for Notes delivered pursuant to the guaranteed delivery procedures described in the Offer to Purchase is expected to be July 24, 2025 (the "Guaranteed Delivery Settlement Date"). On the Initial Settlement Date and the Guaranteed Delivery Settlement Date, as applicable, AECOM will pay for all Notes that have been validly tendered and not validly withdrawn.

Title of Notes	CUSIP Nos	Outstanding Principal Amount <sup>(1)</sup>	Principal Amount Tendered (Excluding Guaranteed Delivery)	Principal Amount Reflected in Notices of Guaranteed Delivery
	00774CAB3			
5.125% Senior Notes due 2027	00774CAA5	\$997,293,000	732,914,000	4,376,000
	U0081CAA0			

(1) Immediately prior to the commencement of the Tender Offer

Holders of Notes accepted for purchase pursuant to the Tender Offer will receive the previously announced total consideration of \$1,008.76 for each \$1,000 principal amount of the Notes, plus accrued and unpaid interest on Notes purchased up to, but not including, the Initial Settlement Date. For the avoidance of doubt, accrued interest will cease to accrue on the Initial Settlement Date for all Notes accepted in the Tender Offer, whether such Notes are purchased on the Initial Settlement Date or the Guaranteed Delivery Settlement Date.

On July 15, 2025, AECOM issued a conditional notice of redemption to the holders of the Notes to redeem any and all Notes that remain outstanding after completion of the Tender Offer at a make-whole redemption price based on a make-whole spread of 50 basis points over the yield on a US Treasury reference security (expected to be the 4.375% due December 15, 2026), calculated pursuant to the applicable provisions of the indenture governing the Notes, plus accrued and unpaid interest to, but not including, August 14, 2025 (the "Redemption Date"). The redemption of any and all Notes that remain outstanding after completion of the Tender Offer was conditioned upon AECOM having raised net proceeds from its previously announced offering of senior unsecured notes due 2033 (the "Notes Offering"), which, together with cash on hand or other immediately available funds, are sufficient to fund the redemption of all remaining outstanding Notes (such condition, the "Financing Condition"). The Notes Offering closed today and the Financing Condition has been satisfied, with the result that all Notes remaining outstanding after settlement of the Tender Offer will be redeemed on August 14, 2025.

AECOM has retained BofA Securities to act as exclusive Dealer Manager for the Tender Offer. D.F. King and Co., Inc. has been retained to serve as both the tender and information agent (the "Tender and Information Agent") for the Tender Offer. For additional information regarding the terms of the Tender Offer, please contact: BofA Securities at [debt\\_advisory@bofa.com](mailto:debt_advisory@bofa.com) (email), (888) 292-0070 (toll free) or (646) 743-2120 (collect). Requests for copies of the Offer to Purchase and other related materials should be directed to D.F. King and Co., Inc. at [aecom@dfking.com](mailto:aecom@dfking.com) (email), (888) 887-0082 (U.S. Toll Free), (212) 365-6884 (Banks and Brokers).

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell with respect to any Notes nor is this announcement an offer to sell or a solicitation of an offer to purchase new debt securities, or a notice of redemption of the Notes. The Tender Offer was made solely pursuant to the Offer Documents, which set forth the complete terms and conditions of the Tender Offer. The Tender Offer is not being made to, nor will AECOM accept tenders of Notes from, holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

**About AECOM**

AECOM (NYSE: ACM) is the global infrastructure leader, committed to delivering a better world. As a trusted professional services firm powered by deep technical abilities, we solve our clients' complex challenges in water, environment, energy, transportation and buildings. Our teams partner with public- and private-sector clients to create innovative, sustainable and resilient solutions throughout the project lifecycle – from advisory, planning, design and engineering to program and construction management. AECOM is a Fortune 500 firm that had revenue of \$16.1 billion in fiscal year 2024.

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

All statements in this press release other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any statements of the plans, strategies and objectives for future operations, profitability, strategic value creation, capital allocation strategy including stock repurchases, risk profile and investment strategies, and any statements regarding future economic conditions or performance, and the expected financial and operational results of AECOM. Although AECOM believes that the expectations reflected in these forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of these forward-looking statements. Important factors that could cause AECOM's actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in these forward-looking statements include, but are not limited to, the following: AECOM's business is cyclical and vulnerable to economic downturns and client spending reductions; potential government shutdowns, changes in administration or other funding directives and circumstances that may cause governmental agencies to modify, curtail or terminate AECOM's contracts; government contracts are subject to audits and adjustments of contractual terms; long-term government contracts and subject to uncertainties related to government contract appropriations; losses under fixed-price contracts; limited control over operations that run through AECOM's joint venture entities; liability for misconduct by AECOM's employees or consultants; changes in government laws, regulations and policies, including failure to comply with laws or regulations applicable to AECOM's business; maintaining adequate surety and financial capacity; potential high leverage and inability to service AECOM's debt and guarantees; ability to continue payment of dividends; exposure to political and economic risks in different countries, including tariffs and trade policies, geopolitical events, and conflicts; inflation, currency exchange rates and interest rate fluctuations; changes in capital markets and stock market volatility; retaining and recruiting key technical and management personnel; legal claims and litigation; inadequate insurance coverage; environmental law compliance and inadequate nuclear indemnification; unexpected adjustments and cancellations related to AECOM's backlog; partners and third parties who may fail to satisfy their legal obligations; managing pension costs; AECOM Capital real estate development; cybersecurity issues, IT outages and data privacy; risks associated with the benefits and costs of the sale of AECOM's Management Services and self-perform at-risk civil infrastructure, power construction and oil and gas construction businesses, including the risk that any purchase adjustments from those transactions could be unfavorable and any future proceeds owed to us as part of the transactions could be lower than we expect; as well as other additional risks and factors that could cause actual results to differ materially from these forward-looking statements set forth in AECOM's reports filed with the Securities and Exchange Commission. Any forward-looking statements are made as of the date hereof. AECOM does not intend, and undertakes no obligation, to update any forward-looking statement.

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