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FOR IMMEDIATE RELEASE

8 August 2022

RECOMMENDED CASH ACQUISITION

of

RPS Group plc (“RPS”)

by

WSP Group Holdings Limited (“WSP Holdings”)

a wholly-owned subsidiary of WSP Global Inc. (“WSP Global”)

**to be effected by means of a scheme of arrangement
under Part 26 of the Companies Act 2006**

Summary

- The boards of WSP Global, WSP Holdings and RPS are pleased to announce that they have reached agreement on the terms of a recommended cash acquisition pursuant to which WSP Holdings, or another wholly-owned subsidiary of WSP Global, will acquire the entire issued and to be issued share capital of RPS. 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:**

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

- The Acquisition Price represents a premium of approximately:
 - 76 per cent. to the Closing Price per RPS Share of 117 pence on 8 August 2022 (being the last Business Day prior to the start of the Offer Period); and
 - 94 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 £591.1 million.
- The boards of RPS, WSP Holdings and WSP Global have also agreed that, if and to the extent that any interim dividend is declared in respect of the six-month period ended 30 June 2022, RPS Shareholders would be entitled to receive any such interim dividend up to 0.45 pence per RPS Share (the “**Agreed Dividend**”) without any reduction in the Acquisition Price payable under the Acquisition. If, on or after the date of this announcement and on or prior to the Effective Date, any dividend, distribution, or other return of value is declared, made, or paid or becomes payable by RPS (other than, or in excess of, the Agreed Dividend), the Acquisition Price will be reduced accordingly. In such circumstances, RPS Shareholders will

be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid. Further details are set out in paragraph 16 of this announcement.

- The Acquisition represents a multiple of approximately 14.9x the RPS Group's Last 12 Months' pre-IFRS 16 Adjusted EBITDA as at 30 June 2022 or 10.1x the RPS Group's estimated Last 12 Months' pre-IFRS 16 Adjusted EBITDA as at 30 June 2022 once the full benefit of expected synergies are taken into account. WSP Global and WSP Holdings are constrained under UK regulations from publishing forward-looking multiples in the absence of a Reporting Accountant's report to support such a statement, as it would typically seek to do when announcing an acquisition. However, WSP Global and WSP Holdings note the trading update published on 24 June 2022 by RPS which confirmed that following the strong performance in the first half of 2022 and the growing contracted order book RPS expected the momentum to continue in the second half of 2022.
- The Acquisition is also expected to be immediately accretive to the WSP Group's adjusted net earnings.

RPS Recommendation

- The RPS Directors, who have been so advised by Gleacher Shacklock and AEC as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the RPS Directors, Gleacher Shacklock and AEC 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. In addition, the RPS Directors consider the terms of the Acquisition to be in the best interests of RPS Shareholders as a whole.
- Accordingly, the RPS Directors intend to 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 as those RPS Directors who hold RPS Shares have irrevocably undertaken to do (or to procure to the fullest extent that they are able to be done) in respect of their own beneficial holdings of 1,606,564 RPS Shares representing, in aggregate, approximately 0.58 per cent. of the share capital of RPS in issue on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).

Irrevocable Undertakings

- As noted above, WSP Global and WSP Holdings have received irrevocable undertakings from each of the RPS Directors who hold RPS Shares to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting, in respect of a total of 1,606,564 RPS Shares, representing approximately 0.58 per cent. of the existing issued share capital of RPS on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).
- WSP Global and WSP Holdings have also received an irrevocable undertaking to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting from Rokahesu Pty Ltd as the trustee of The Douglas Family Trust (of which John Douglas is a beneficiary) in respect of a total of 941,761 RPS Shares, representing, in aggregate, approximately 0.34 per cent. of RPS' issued share capital in issue on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).
- In addition, WSP Global and WSP Holdings have received irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting from Aberforth Partners LLP (acting in its capacity as a discretionary fund

manager for clients) (“**Aberforth**”) and The Wellcome Trust Limited (as trustee of The Wellcome Trust) (“**The Wellcome Trust**”) in respect of a total of 47,399,087 RPS Shares, representing, in aggregate, approximately 17.08 per cent. of RPS’ issued share capital in issue on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).

- WSP Global and WSP Holdings have therefore received irrevocable undertakings in respect of a total of 49,947,412 RPS Shares representing, in aggregate, approximately 18.00 per cent. of RPS’ share capital in issue on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).
- Further details of these irrevocable undertakings are set out in Appendix III to this announcement.

Information on WSP Holdings and WSP Global

- WSP Holdings is a limited company registered in England and Wales and was incorporated on 14 September 2011. WSP Holdings is a wholly-owned subsidiary of WSP Global and its principal activity is as an intermediate holding company within the WSP Group. As at 31 December 2021, WSP Holdings had net assets of £428,614,000 (2020: £432,125,000). Further details in relation to WSP Holdings will be contained in the Scheme Document.
- WSP Global is the ultimate parent company of the WSP Group, one of the world’s leading professional services firms. The WSP Group exists to future-proof its cities and environment. The WSP Group provides strategic advisory, engineering, and design services to clients in the transportation, infrastructure, earth & environment, building, power, energy, water, mining, and resources sectors. The WSP Group’s approximately 57,500 trusted professionals are united by the common purpose of creating positive, long-lasting impacts on the communities they serve through a culture of innovation, integrity, and inclusion. Sustainability and science permeate the WSP Group’s work. WSP Global derived approximately half of its revenue for the year ended 31 December 2021 from clean sources.
- The WSP Group’s business model is centred on maintaining a leadership position in each of its end markets and the regions in which it operates by establishing a strong commitment to, and recognising the needs of, surrounding communities, as well as local and national clients. The WSP Group offers a variety of professional services throughout all project execution phases, from the initial development and planning studies through to the project and programme management, design, construction management, commissioning and maintenance phases. Under this business model, the WSP Group benefits from regional offices with a full-service offering. Functionally, sector leaders work together with regional leaders to develop and co-ordinate markets served, combining local knowledge and relationships with nationally recognised expertise. The WSP Group has developed a multidisciplinary team approach whereby employees work closely with clients to develop optimised solutions.
- The WSP Group has also completed a number of acquisitions in recent years, and mergers and acquisitions activity is a key part of its growth strategy. The WSP Group’s management believes that growth through a disciplined acquisition strategy can enhance its value proposition and accelerate its ability to achieve its strategic objectives. For example, on 7 April 2021, WSP Global, through a wholly-owned subsidiary, acquired Enterra Holdings Ltd., the holding company of Golder Associates (“**Golder Associates**”), a global engineering and consulting firm with 60 years of experience in the geosciences sector focused on earth and environmental conditions, for an aggregate cash consideration of approximately US\$1.14 billion. In addition, on 1 June 2022, WSP Global announced that it had entered into a definitive

agreement to acquire the environment and infrastructure business (the “**E&I Business**”) of John Wood Group plc (“**Wood**”) for an aggregate cash consideration of approximately US\$1.81 billion, which is expected to complete by the end of the third quarter of 2022, subject to the satisfaction of certain customary closing conditions. In addition, on 2 August 2022, WSP Global announced that it had entered into an agreement to acquire two UK-based businesses, Capita Real Estate and Infrastructure Limited and GL Hearn Limited, both owned by Capita plc, for an aggregate cash consideration of £60 million. The transaction is expected to close upon receipt of regulatory approvals and within the second half of 2022.

- WSP Global’s shares are publicly listed on the Toronto Stock Exchange with a current market capitalisation of approximately CAD\$18 billion as at 5 August 2022. WSP Global reported consolidated revenues of CAD\$10.3 billion (2020: CAD\$8.8 billion) and generated Adjusted EBITDA of CAD\$1.32 billion (2020: CAD\$1.05 billion) as reported for the year ended 31 December 2021.

Information on RPS

- Founded in 1970 and built on a legacy of environmental and social engagement, RPS is a diversified and well-recognised global professional services firm of approximately 5,000 talented employees including consultants, designers, planners, engineers, and technical specialists. As an established, technology enabled consultancy that operates across a range of sectors, RPS provides specialist services to government and private sector clients with a focus on front-end consulting.
- RPS creates shared value for all stakeholders by solving problems that matter in a complex, urbanising, resource-scarce world and concentrates its expertise on the parts of project lifecycles that have the biggest impact on project outcomes, with a strong sustainability agenda. The RPS Group has been widely recognised in this respect, having been highly ranked for climate change and energy consulting by the Environment Analysis for 2019/2020, a top 200 environmental firm by Engineering News-Record in 2021 and recognised in 2021 as one of the first “carbon champions” by the Institution of Civil Engineers. The RPS Shares are listed on the Official List of the London Stock Exchange.

Timetable and conditions

- It is intended that the Acquisition will be implemented by way of a scheme of arrangement under Part 26 of the Companies Act (although WSP Holdings reserves the right to implement the Acquisition by way of a Takeover Offer, subject to the Panel's consent and the terms of the Co-operation Agreement).
- The Acquisition is conditional on, among other things, the approval of the requisite majority of RPS Shareholders at the Court Meeting and at the General Meeting. In order to become effective, the Scheme must be approved by a majority in number of the RPS Shareholders voting at the Court Meeting, either in person or by proxy, representing at least 75 per cent. in value of the RPS Shares voted. In addition, a special resolution implementing the Scheme must be passed by RPS Shareholders representing at least 75 per cent. of votes cast at the General Meeting. Following the Court Meeting, the Scheme must also be sanctioned by the Court.
- The Acquisition is also subject to the Conditions and further terms set out in Appendix I to this announcement, including the receipt of the relevant merger control and foreign investment clearances in Australia, the Netherlands, Norway and the United Kingdom, in each case to the

extent required, as well as the further terms and conditions of the Scheme Document when issued.

- Further details about the Acquisition (including the expected timetable and notices of the Court Meeting and the General Meeting) will be contained in the Scheme Document that will be distributed to RPS Shareholders (along with the Forms of Proxy for use in connection with the Court Meeting and the General Meeting) as soon as reasonably practicable and, in any event, within 28 days of this announcement (unless otherwise agreed by the Panel, WSP Holdings and RPS).

Commenting on the Acquisition, Ken Lever, Chairman of RPS, said:

“The RPS Directors believe that RPS has a clear strategy and is strongly positioned for the future, underpinned by favourable trends in its end markets and the benefits that are starting to flow from investments in RPS’ talent programme, brand, marketing strategy and technology initiatives.

However, this is a compelling offer from WSP which fully values the business and its future prospects. It represents a highly attractive premium to recent trading levels and provides certain value in cash today for RPS Shareholders. The RPS Directors also believe that the Acquisition will provide career opportunities for our employees within the enlarged WSP Group as well as access to a comprehensive and expanded service offering for our clients.”

Commenting on the Acquisition, Alexandre J. L'Heureux, President and CEO of WSP Global, said:

“Combining the capabilities of the RPS Group and the WSP Group is strategically compelling and will allow us to leverage our collective know-how and provide a broader range of complementary services to our clients while building a world-class ESG advisory business. We are looking forward to welcoming the RPS Group’s talented employees and believe they will benefit from the expanded career and development opportunities this acquisition will bring the employees of both firms.”

This summary should be read in conjunction with the full text of this announcement and its appendices. The Acquisition will be subject to the Conditions and further terms set out in Appendix I to this announcement and to the full terms and conditions which will be set out in the Scheme Document. Appendix II to this announcement contains the sources of information and bases of calculations of certain information contained in this announcement, Appendix III contains a summary of the irrevocable undertakings received in relation to this Acquisition and Appendix IV contains definitions of certain expressions used in this summary and in this announcement. The appendices form part of this announcement.

There will be an investor and analyst conference call held by WSP Global at 4.45 p.m. (Eastern Daylight Time) on 8 August 2022. There will be a recording of the investor and analyst conference call available on WSP Global's website at www.wsp.com/investors and on RPS' website at <https://www.rpsgroup.com/offer-for-rps/>.

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Linklaters LLP is retained as international legal adviser to WSP Holdings and WSP Global. Stikeman Elliott LLP is retained as Canadian legal adviser to WSP Global. DLA Piper UK LLP is retained as legal adviser to RPS.

Important Notices

HSBC Bank plc (“HSBC”) is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom and is acting exclusively for WSP Global and WSP Holdings and no one else in connection with the matters referred to in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to the matters referred to in this announcement and is not, and will not be, responsible to anyone other than WSP Global and WSP Holdings for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement or any transaction or arrangement referred to in this announcement.

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”), 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 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 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 an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise.

The Acquisition will be made solely through and on the terms set out in the Scheme Document (or, if the 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 (or forms of acceptance), will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document or any document by which the Acquisition is made.

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

In accordance with normal UK practice, WSP Holdings and/or WSP Global or their respective nominees, or their respective brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase RPS Shares, other than pursuant to the Acquisition, until the date of the Scheme (or the Takeover Offer, if applicable) becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK and will be reported to a regulatory information service.

RPS and WSP Holdings will prepare the Scheme Document to be distributed to RPS Shareholders. RPS and WSP Holdings and WSP Global urge RPS Shareholders to read the Scheme Document when it becomes available because it will contain important information relating to the Acquisition.

This announcement is not an advertisement and does not constitute a prospectus or prospectus exempted document.

This announcement contains inside information in relation to RPS for the purposes of Article 7 of the Market Abuse Regulation. The person responsible for arranging the release of this announcement on behalf of RPS is Karen Atterbury, Company Secretary. RPS' Legal Entity Identifier is 213800BHEVF3ZB6NG750.

Overseas Shareholders

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.

Unless otherwise determined by WSP Holdings or required by the Code, and permitted by applicable law and regulation, the 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 Acquisition by any such use, means, instrumentality or form within a 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 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 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. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

The availability of the 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.

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

Additional information for US investors

The Acquisition relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under 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 US Exchange Act.

Accordingly, the 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.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the Acquisition or determined if this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the US.

However, if WSP Holdings were to elect to implement the 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. Such a takeover would be made in the United States by WSP Holdings and no one else.

In the event that the Acquisition is implemented by way of a Takeover Offer, in accordance with normal United Kingdom practice and pursuant to Rule 14e-15(b) of the US Exchange Act, WSP Holdings 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 US, 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. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

The receipt of consideration by a US holder for the transfer of its RPS Shares pursuant to the Scheme shall be a taxable transaction for United States federal income tax purposes. Each RPS Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws.

Financial information relating to RPS and/or the RPS Group included in this announcement and the Scheme Document 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.

WSP Global is organised under the laws of Canada and WSP Holdings and RPS are organised under the laws of England and Wales. Some or all of the officers and directors of WSP Holdings, WSP Global and RPS, respectively, may be residents of countries other than the United States. In addition, most of the assets of WSP Holdings, WSP Global and 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 WSP Global or WSP Holdings or 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 Acquisition relates to shares of a UK company and is proposed to be implemented by means of a scheme of arrangement provided for under the laws of England and Wales (although WSP Holdings reserves the right to implement the Acquisition by way of a Takeover Offer, subject to the Panel's consent and the terms of the Co-operation Agreement). A transaction implemented by means of a scheme of arrangement is not subject to the provisions of Canadian provincial securities laws applicable to take-over bids. Accordingly, the Acquisition is subject to applicable disclosure and other procedural requirements and practices applicable in the United Kingdom, which differ from those applicable to take-over bids under Canadian provincial securities laws. Other than with respect to financial information relating to WSP Global, the financial information included in this announcement and the Scheme Document (when issued) has been or will have 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 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 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 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.

Forward-Looking Statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by RPS, WSP Global, WSP Holdings or any member of the Wider WSP 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, WSP Global, WSP Holdings, any member of the Wider WSP 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, WSP Global, WSP Holdings, any member of the Wider WSP Group, the Wider RPS Group or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition, certain plans and objectives of the boards of directors of RPS, WSP Global, WSP Holdings, any member of the Wider WSP Group or Wider RPS Group, expectations regarding whether the Acquisition will be completed, including whether any conditions to Completion of the Acquisition will be satisfied, and the anticipated timing for Completion, the expected effects of the Acquisition on WSP Global, WSP Holdings, any member of the Wider WSP Group or Wider RPS Group or the RPS Group; as well as the financial condition, results of operations and businesses of WSP Global, WSP Holdings, any member of the Wider WSP Group, RPS or the Wider RPS Group following the implementation of the 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, WSP Global, WSP Holdings, the Wider WSP Group, the Wider RPS Group and/or the Enlarged Group; (ii) business and management strategies and the expansion and growth of RPS', WSP Global's, WSP Holdings', any member of the Wider WSP Group's, the Wider RPS Group's and/or the Enlarged Group's operations, benefits and potential synergies resulting from the 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; (v) the effects of global economic conditions and governmental regulation on RPS', WSP Global's, WSP Holdings', any member of the Wider WSP 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, WSP Global, or WSP Holdings, as applicable, and are based on certain factors and assumptions, which by their nature are subject to inherent risks and uncertainties. While RPS, WSP Global and WSP Holdings 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 of the Acquisition on the proposed terms and schedule, the state of the global economy and the economies of the regions in which RPS, WSP Global, WSP Holdings, the Wider WSP 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 WSP Global's and WSP Global's and WSP Holdings' financing plan in accordance with their respective terms; the sufficiency of WSP Global's, WSP Holdings', the Wider WSP Group's or the Wider RPS Group's liquidity and working capital requirements for the foreseeable future; the ability of the WSP 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', WSP Global's, WSP Holdings', the Wider WSP 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 WSP Global specifically, risks, uncertainties and assumptions relating to the potential failure to realise anticipated benefits from the Acquisition, currency exchange risk and foreign currency exposure related to the purchase price of the Acquisition, the transitional services to be provided by Wood following completion of the acquisition of the E&I Business, the absence of deal protection mechanisms under the Acquisition, WSP Global's reliance upon information provided by RPS and Wood in connection with the Acquisition and the acquisition of the E&I Business and publicly available information, risks associated with historical and pro forma financial information, potential undisclosed costs or liabilities associated with the Acquisition and the acquisition of the E&I Business, WSP Global or RPS being adversely impacted during the pendency of the Acquisition, and change of control and other similar provisions and fees, the closing conditions and the successful completion of the concurrent equity financing within the anticipated timeframe; WSP Global's ability to retain and attract new business, achieve synergies and maintain market position arising from successful integration plans relating to the Acquisition and the acquisition of the E&I Business, WSP Global's ability to otherwise complete the integration of the E&I Business and RPS within anticipated time periods and at expected cost levels, WSP Global's ability to attract and retain key employees in connection with the Acquisition and the acquisition of the E&I Business, management's estimates and expectations in relation to future economic and business conditions and other factors in relation to the Acquisition and the acquisition of the E&I Business and resulting impact on growth and accretion in various financial metrics, the realisation of the expected strategic, financial and other benefits of the Acquisition and the acquisition of the E&I Business in the timeframe anticipated, the accuracy and completeness of public and other disclosure (including financial disclosure) by RPS and Wood, and other factors discussed or referred to in the "Risk Factors" section of WSP Global's Management's Discussion and Analysis for the year ended 31 December 2021, and WSP Global's Management's Discussion and Analysis for the second quarter and six-month period ended 2 July 2022, which are available under WSP Global's profile on SEDAR at www.sedar.com. 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, WSP Global, WSP Holdings 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. WSP Global, WSP Holdings and RPS caution that the foregoing list of risk factors is not exhaustive. Neither RPS nor any of WSP Global or WSP Holdings or any member of the Wider WSP 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.

Additionally, to the extent any forward-looking statement in this document constitutes financial outlook, within the meaning of applicable Canadian securities laws, such information is intended to provide investors with information regarding WSP Global, WSP Holdings and/or RPS, including their assessment of future financial plans, and may not be appropriate for other purposes. Financial outlook (including assumptions about future events, including economic conditions and proposed courses of action, based on assessments of the relevant information currently available), as with forward-looking statements generally, is based on current estimates, expectations and assumptions and is subject to inherent risks and uncertainties and other factors.

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 WSP 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.

WSP Global, WSP Holdings 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 share for WSP Global, WSP Holdings or RPS, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for WSP Global, WSP Holdings or RPS, as appropriate.

Disclosure requirements of the Code

Under Rule 8.3(a) of the 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 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 shall 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 Panel's website at <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 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, participants in the RPS Share Plans and other relevant persons for the receipt of communications from RPS may be provided to WSP Holdings during the Offer Period as requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

Publication on website and availability of hard copies

A copy of this announcement will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) on WSP Global's and RPS' websites at <https://www.wsp.com/en-GL/investors/offer-wsp-rps> and <https://www.rpsgroup.com/offer-for-rps/>, respectively, by no later than 12 noon (London time) on 9 August 2022. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.

RPS Shareholders, persons with information rights and participants in the RPS Share Plans may request a hard copy of this announcement by: (i) contacting Equiniti during business hours on 0371 384 2083 if calling from the United Kingdom, or +44 121 415 7047 if calling from outside the United Kingdom (lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales)); or (ii) submitting a request in writing to Equiniti at Equiniti Group PLC, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. A person so entitled may also request that all future documents, announcements and information in relation to the Acquisition be sent to them 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.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Code, RPS confirms that, as at the date of this announcement, it has in issue and admitted to trading on the main market of the London Stock Exchange 277,510,925 ordinary shares of three pence each. There are no ordinary shares held in treasury. The International Securities Identification Number (ISIN) of the ordinary shares is GB0007594764.

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

8 August 2022

RECOMMENDED CASH ACQUISITION

of

RPS Group plc (“RPS”)

by

WSP Group Holdings Limited (“WSP Holdings”)

a wholly-owned subsidiary of WSP Global Inc. (“WSP Global”)

**to be effected by means of a scheme of arrangement
under Part 26 of the UK Companies Act 2006**

1 Introduction

The boards of WSP Global, WSP Holdings and RPS are pleased to announce that they have reached agreement on the terms of a recommended cash acquisition pursuant to which WSP Holdings, or another wholly-owned subsidiary of WSP Global, will acquire the entire issued and to be issued share capital of RPS (the “**Acquisition**”). The Acquisition is to be effected by means of a scheme of arrangement under Part 26 of the Companies Act.

2 The Acquisition

Under the terms of the Acquisition, which is subject to the Conditions and further terms set out in Appendix I to this announcement and to be set out in the Scheme Document, **RPS Shareholders will be entitled to receive, for each RPS Share held:**

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

The Acquisition Price represents a premium of approximately:

- 76 per cent. to the Closing Price per RPS Share of 117 pence on 8 August 2022 (being the last Business Day prior to the start of the Offer Period); and
- 94 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 £591.1 million.

The boards of RPS, WSP Holdings and WSP Global have also agreed that, if and to the extent that any interim dividend is declared in respect of the six-month period ended 30 June 2022, RPS Shareholders would be entitled to receive any such interim dividend up to an amount of 0.45 pence per RPS Share (the “**Agreed Dividend**”) without any reduction in the Acquisition Price payable under the Acquisition. If, on or after the date of this announcement and on or prior to the Effective Date, any dividend, distribution or other return of value is declared, made, or paid, or becomes payable by RPS (other than, or in excess of, the Agreed Dividend), the

Acquisition Price will be reduced accordingly. In such circumstances, RPS Shareholders will be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

The Acquisition represents a multiple of approximately 14.9x the RPS Group's Last 12 Months' pre-IFRS 16 Adjusted EBITDA as at 30 June 2022 or 10.1x the RPS Group's estimated Last 12 Months' pre-IFRS 16 Adjusted EBITDA as at 30 June 2022 once the full benefit of expected synergies are taken into account.

WSP Global and WSP Holdings are constrained under UK regulations from publishing forward looking multiples in the absence of a Reporting Accountant's report to support such a statement, as it would typically seek to do when announcing an acquisition. However, WSP Global and WSP Holdings note the trading update published on 24 June 2022 by RPS which confirmed that following the strong performance in the first half of 2022 and the growing contracted order book RPS expected the momentum to continue in the second half of 2022.

The Acquisition is expected to be immediately accretive to the WSP Group's adjusted net earnings.

It is expected that the Scheme Document will be distributed to RPS Shareholders as soon as reasonably practicable and, in any event, within 28 days of this announcement (unless otherwise agreed by the Panel, WSP Holdings and RPS).

3 Background to and reasons for the Acquisition

The WSP Group is one of the world's leading professional services firms, providing strategic advisory, engineering, and design services to clients in the transportation, infrastructure, earth & environment, building, power, energy, water, mining and resources sectors. The WSP Group has a long history of successfully executing acquisitions and allowing acquired companies and people to thrive within the WSP Group.

The WSP Group has been following the RPS Group for a number of years and has been impressed with the strategy employed by the RPS Board and its management team in creating a well-balanced and diversified business with a global presence. The WSP Group has a demonstrable track record of investing in people, assets and innovation, and views the RPS Group as a best-in-class provider of professional services in the sectors in which it operates.

WSP Global and WSP Holdings believe that the Acquisition represents a compelling opportunity to accelerate the delivery of the WSP Group's 2022-2024 global strategic action plan and will reinforce the WSP Group's leadership position in the increasingly dynamic and rapidly evolving environmental consulting sector, where the clients and communities they serve require greater and more holistic capabilities and for services to be delivered with ever-increasing cost efficiency. This requires both scale and increased investment in people, tools and technologies.

WSP Global and WSP Holdings consider that the Acquisition is compelling and aligned with its 2022-2024 global strategic action plan and long-term vision for the reasons set out below.

- Combining the RPS Group's capabilities in the energy transition, water and property and buildings sectors, as well as the RPS Group's expertise in environmental, social and governance related services, planning and advisory services, programme management/construction management and governmental services, with those of the WSP Group, is strategically compelling and will allow the Enlarged Group to provide

a broader range of complementary services to its customers, with the addition of such capabilities and expertise being fully aligned to the WSP Group's strategic ambitions and bolstering the WSP Group's leadership in the earth and environmental consulting sector.

- The RPS Group's geographic footprint, primarily focused on the United Kingdom, Australia, the United States and certain countries in Western Europe, is also aligned with the WSP Group's geographical strategy. The Acquisition would create a leading consultancy in the United Kingdom and Australia by headcount, where the RPS Group employs approximately 2,800 employees in the United Kingdom and Ireland, and 1,200 employees in Australia, whilst bolstering the WSP Group's position in Norway and the United States.
- The Acquisition will provide the opportunity to further expand on opportunities to capitalise on the growth in water and energy transition consulting and further enhance the WSP Group's revenue diversification in such areas, creating a global leader in the environmental consulting sector and building a critical mass for the WSP Group in water and energy transition services in line with our strategic ambition. In particular, based on the WSP Group's internal divisional structure, WSP Global and WSP Holdings expect that the Acquisition will add approximately 1,200 employees to the WSP Group's water consulting business across the United Kingdom, Ireland, the Netherlands and Australia, comprising 850 employees from the RPS Group's water businesses and a further 350 employees from the RPS Group's ocean sciences and other water resource consultancy work on water-related projects, who will bring expertise in water treatment and distribution. The Acquisition is also expected to add approximately 400 employees to the WSP Group's energy consulting business globally, who will bring expertise across a wide range of energy transition projects including wind, solar, biomass and biofuels, carbon capture, storage and offshore energy projects.
- The Acquisition will also deepen the WSP Group's capabilities in urban development and planning to the WSP Group's property and buildings consulting practice, as well as significantly increase the WSP Group's advisory and planning services businesses.
- The RPS Group's client base will maintain the balance of the WSP Group's public and private sector revenues at approximately 50 per cent. each, with the RPS Group having a wide range of private and government clients across a range of industries. In addition, the Acquisition will allow the WSP Group to achieve its goal of having approximately a 50 per cent. balance between design and non-design related services.
- The Acquisition will allow the WSP Group to expand the number of renewable energy clients of the WSP Group (particularly with respect to offshore wind) as well as the WSP Group's water activities through the RPS Group's long-standing utilities client base.
- The Acquisition is expected to result in approximately 5,000 talented employees, including consultants and technical specialists, becoming part of the WSP Group across critical engineering, master planning, project management and advisory services.

With its empowered business model and strong track record of successful integrations and margin improvements, WSP Holdings and WSP Global believe that the RPS Group's returns

can be enhanced. WSP Holdings and WSP Global expect that the Acquisition will create value through revenue opportunities, cost synergies and the opportunity for operational improvements. WSP Holdings and WSP Global expect this to be achieved from the following items in particular:

Revenue opportunities

- the potential to expand and deepen the areas of the market that the Enlarged Group can address and provide long-term revenue opportunities, through cross-selling complementary services to the combined customer base;
- increased geographic coverage, particularly in Australia, the United Kingdom, the United States and Western Europe; and
- leveraging the RPS Group's expertise in urban and land planning, programme and project management, ocean sciences, and environmental and water services through the expanded platform of the WSP Group;

Cost synergies

- anticipated annual cost synergies of approximately £20 million, expected to be achieved over a two-year period, with 50 per cent. to be realised within the first 12 months after Completion of the Acquisition. Based on WSP Global's and WSP Holdings' initial assessment of the information made available through the due diligence process, cost synergies are expected to be achieved through:
 - the rationalisation of corporate and support functions and associated costs related with being a standalone listed company in the UK and from potential overlap in roles in central corporate functions and administrative areas; and
 - potential optimisation of the Enlarged Group's portfolio of real estate and offices; and
 - costs required to realise the cost synergies set out above are estimated not to exceed £20 million in aggregate;

Margin and operational improvement opportunities

- the utilisation of expanded collective expertise across an enlarged platform, providing opportunities for the sharing of best practices, fostering service improvement, innovation and enhanced project delivery for clients;
- the scaling of capabilities, particularly in the WSP Group's property and buildings consulting business; and
- leveraging the WSP Group's strong track record of successful integrations, and the effective execution of an integration plan following the successful roadmap laid out in the many acquisitions it has completed over the years.

In addition, one of the key attractions to the WSP Group is that the culture of both companies is very much aligned; both are dynamic and entrepreneurial organisations with a shared commitment to technical excellence and innovation, sector leadership and growth. Recognising that the culture of an organisation is driven by its people, WSP Global is excited to welcome the RPS employees into the WSP Group and excited by the opportunities they will be given to excel in a larger and more diversified organisation where employees who

deliver are promoted and rewarded, while at the same time utilising the collective know-how of the enlarged workforce to grow the respective businesses.

4 Background to and reasons for the recommendation

The RPS Directors believe RPS is well-positioned in geographies and end markets with attractive fundamentals. In particular, RPS' medium-term outlook is underpinned by macroeconomic tailwinds in urbanisation, natural resources and sustainability.

Since the appointment of John Douglas as Chief Executive in 2017, the RPS Group has implemented a strategy to improve its business and invest for growth. Early actions included upgrading the HR function and wider management team, developing RPS' brand and marketing strategy, and investing in technology across the RPS Group. Having successfully managed through the Covid pandemic, and refinanced RPS' debt facilities, the RPS Directors believe RPS is well-positioned to deliver further profitable growth. Recent actions to support this strategy include the ongoing roll-out of a new enterprise resource planning (ERP) system across RPS, investment in recruitment and retention, and the investment in growing its renewables business.

RPS' interim results for the first six months of 2022 have demonstrated encouraging underlying performance, ahead of the RPS Directors' expectations, with 13 per cent. growth in fee revenue (at constant currency) and approximately 120 bps of margin improvement on the prior year comparable period. Following on from this strong performance, RPS expects this momentum to continue in the second half of 2022. RPS has a strong balance sheet with net bank borrowings as at 30 June 2022 of £34.4 million (and leverage of 0.8x Adjusted Net Debt to Last 12 Months' pre-IFRS 16 Adjusted EBITDA). In addition to its strong recent financial performance, RPS has also introduced a new capital allocation policy which is focused on investing in organic fee growth, accelerating growth with strategic bolt-on acquisitions and implementing a sustainable dividend policy with a pay-out ratio of 30 per cent. in the medium term.

Over the years, the senior executives of WSP Global and RPS have had formal and informal discussions regarding their respective businesses. In March 2022, WSP Global made an unsolicited approach to RPS and following a series of further proposals and discussions, the parties reached agreement on an offer at the Acquisition Price. In arriving at their unanimous decision to recommend the Acquisition, the RPS Directors have formed the view that the Acquisition Price represents a full value for RPS and its intrinsic value based on its future prospects and provides the opportunity for RPS Shareholders to realise a significant premium and a certain valuation in cash. In particular, the RPS Directors have taken into account that:

- the Acquisition represents an attractive multiple of 16.8x RPS' Adjusted EBITDA for the 12 months ended 31 December 2021 (on a pre-IFRS 16 basis), which the RPS Directors believe compares favourably to precedent transactions in the sector; and
- the terms of the Acquisition represent a significant premium, in cash, equivalent to 76 per cent. to the Closing Price of 117 pence per RPS share on 8 August 2022 (being the last business day prior to the start of the Offer Period) and 94 per cent. to the volume-weighted average price of 106 pence per RPS Share for the 90-day period ended 8 August 2022.

In addition, the RPS Directors believe that the Acquisition will provide access to attractive career opportunities for RPS' employees within the enlarged WSP Group as a benefit of being part of a more diversified group which provides a broad range of complementary services.

Accordingly, the RPS Directors believe the Acquisition represents a highly attractive price in cash for RPS Shareholders that secures the delivery of RPS' value potential today.

5 Recommendation

The RPS Directors, who have been so advised by Gleacher Shacklock and AEC as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the RPS Directors, Gleacher Shacklock and AEC 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. In addition, the RPS Directors consider the terms of the Acquisition to be in the best interests of RPS Shareholders as a whole.

Accordingly, the RPS Directors intend to 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 as those RPS Directors who hold RPS Shares have irrevocably undertaken to do (or procure to the fullest extent that they are able to be done) in respect of their own beneficial holdings of 1,606,564 RPS Shares representing, in aggregate, approximately 0.58 per cent. of the share capital of RPS in issue on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).

6 Irrevocable undertakings

WSP Global and WSP Holdings have received irrevocable undertakings from each of the RPS Directors who hold RPS Shares to vote in favour of the Scheme at the Court Meeting and the resolution to be proposed at the General Meeting, in respect of a total of 1,606,564 RPS Shares, representing approximately 0.58 per cent. of the share capital of RPS in issue on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).

WSP Global and WSP Holdings have also received an irrevocable undertaking to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting from Rokahesu Pty Ltd as the trustee of The Douglas Family Trust (of which John Douglas is a beneficiary) in respect of a total of 941,761 RPS Shares, representing, in aggregate, approximately 0.34 per cent. of RPS' issued share capital in issue on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).

WSP Global and WSP Holdings have also received an irrevocable undertaking to vote in favour of the Scheme at the Court Meeting and the resolution to be proposed at the General Meeting from Aberforth and The Wellcome Trust in respect of a total of 47,399,087 RPS Shares representing, in aggregate, approximately 17.08 per cent. of RPS' issued share capital on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).

WSP Global and WSP Holdings have therefore received irrevocable undertakings in respect of a total of 49,947,412 RPS Shares representing, in aggregate, approximately 18.00 per cent. of RPS' issued share capital on 8 August 2022 (being the latest practicable date prior to the start of the Offer Period).

Further details of these irrevocable undertakings are set out in Appendix III to this announcement.

7 Information on WSP Holdings and WSP Global

WSP Holdings and WSP Global

WSP Holdings is a limited company registered in England and Wales and incorporated on 14 September 2011. WSP Holdings is a wholly-owned subsidiary of WSP Global and its principal activity is as an intermediate holding company within the WSP Group. As at 31 December 2021, WSP Holdings had net assets of £428,614,000 (2020: £432,125,000). Further details in relation to WSP Holdings will be contained in the Scheme Document.

WSP Global is a corporation formed pursuant to the provisions of the Canada Business Corporations Act on 1 January 2014 and is the ultimate parent company of the WSP Group. WSP Global's registered and head office is located at 1600 René-Lévesque Boulevard West, 11th Floor, Montreal, Quebec, H3H 1P9. The WSP Group has operations in Canada, the Americas (the United States and Latin America), EMEIA (Europe, the Middle East, India and Africa) and APAC (Asia Pacific, comprising mainly Asia, Australia and New Zealand).

WSP Global's shares are publicly listed on the Toronto Stock Exchange with a current market capitalisation of approximately CAD\$18 billion as at 5 August 2022. WSP Global reported consolidated revenues of CAD\$10.3 billion (2020: CAD\$8.8 billion) and generated Adjusted EBITDA of CAD\$1.32 billion (2020: CAD\$1.05 billion) as reported for the year ended 31 December 2021. The WSP Group derived approximately half of its revenue for the year ended 31 December 2021 from clean sources.

The WSP Group's business

As one of the world's leading professional services firms, the WSP Group exists to future-proof its cities and environment. The WSP Group provides strategic advisory, engineering, and design services to clients in the transportation, infrastructure, environment, building, power, energy, water, mining, and resources sectors. The WSP Group's approximately 57,500 trusted professionals are united by the common purpose of creating positive, long-lasting impacts on the communities they serve through a culture of innovation, integrity, and inclusion. Sustainability and science permeate the WSP Group's work.

The WSP Group's business model is centred on maintaining a leadership position in each of its end markets and the regions in which it operates by establishing a strong commitment to, and recognising the needs of, surrounding communities, as well as local and national clients. The WSP Group offers a variety of professional services throughout all project execution phases, from the initial development and planning studies through to the project and programme management, design, construction management, commissioning and maintenance phases. Under this business model, the WSP Group benefits from regional offices with a full-service offering. Functionally, sector leaders work together with regional leaders to develop and co-ordinate markets served, combining local knowledge and relationships with nationally recognised expertise. The WSP Group has developed a multidisciplinary team approach whereby employees work closely with clients to develop optimised solutions.

The WSP Group's M&A growth strategy

The WSP Group has also completed a number of acquisitions including in recent years, and mergers and acquisition activity is a key part of its growth strategy. The WSP Group's management believes that growth through a disciplined acquisition strategy can enhance its value proposition and accelerate its ability to achieve its strategic objectives. For example, on 7 April 2021, WSP Global, through a wholly-owned subsidiary, acquired Golder Associates, a global engineering and consulting firm with 60 years of experience in the geosciences sector focused on earth and environmental conditions, for aggregate cash consideration of approximately US\$1.14 billion. On 1 June 2022, WSP Global announced that it had entered

into a definitive agreement to acquire the E&I Business of Wood for aggregate cash consideration of approximately US\$1.81 billion, which is expected to complete by the end of the third quarter of 2022 subject to the satisfaction of certain customary closing conditions. In addition, on 2 August 2022, WSP Global announced that it had entered into an agreement to acquire two UK-based businesses, Capita Real Estate and Infrastructure Limited and GL Hearn Limited, both owned by Capita plc, for an aggregate cash consideration of £60 million. The transaction is expected to close upon receipt of regulatory approvals and within the second half of 2022.

8 Information on RPS and the RPS Group

RPS is a public limited company registered in England and Wales. The RPS Shares are listed on the Official List of the London Stock Exchange.

Founded in 1970 and built on a legacy of environmental and social engagement, the RPS Group is a diversified and well-recognised global professional services firm of approximately 5,000 talented employees including consultants, designers, planners, engineers, and technical specialists. As an established technology enabled consultancy that operates across a range of sectors, the RPS Group provides specialist services to government and private sector clients with a focus on front-end consulting. The RPS Group creates shared value for all stakeholders by solving problems that matter in a complex, urbanising, resource-scarce world and concentrates its expertise on the parts of project lifecycles that have the biggest impact on project outcomes, with a strong sustainability agenda. The RPS Group has been widely recognised in this respect, having been highly ranked for climate change and energy consulting by the Environment Analysis for 2019/2020, a top 200 environmental firm by Engineering News-Record in 2021 and recognised in 2021 as one of the first “carbon champions” by the Institution of Civil Engineers.

WSP Global and WSP Holdings expect the Acquisition to add approximately £116 million (CAD\$180 million) in gross revenue to its water business following Completion of the Acquisition, based on the financial statements of the RPS Group for the year ended 31 December 2021. In addition, WSP Global and WSP Holdings expect that, following Completion, the Acquisition will increase the WSP Group’s gross revenue and net revenue approximately by £560 million (CAD\$875 million) and £476 million (CAD\$750 million, respectively, on the basis of financial statements of the RPS Group for the year ended 31 December 2021. Based on the WSP Group’s internal divisional and services structure, WSP Global and WSP Holdings expects that approximately 65 per cent. of such net revenue will be added to its environmental advisory and water services business, approximately 22 per cent. of its net revenue to its project and programme management business and approximately 13 per cent. of its net revenue to other services provided by the WSP Group. Of this additional revenue, WSP Global and WSP Holdings expect the large majority to be generated from activities outside of detailed design services.

The RPS Group operates across approximately 100 offices in 12 countries, with more than 99 per cent. of its net revenue during the 2021 financial year generated from its operations in OECD countries. The majority of its net revenue during the 2021 financial year was generated from its operations in the United Kingdom, Australia and the United States.

9 Strategic plans for RPS, its Directors, management, employees, pensions, and locations

Strategic plans for RPS and RPS’ future business

Prior to the date of this announcement, consistent with market practice, WSP Global and WSP Holdings have been granted limited access to targeted information and RPS' senior management for the purposes of confirmatory due diligence. As a result, its preliminary assessment of potential synergy opportunities (as detailed below) for the Acquisition is primarily based on its own outside-in perspectives, previous acquisition experience and publicly available information.

Following Completion of the Acquisition, WSP Global and WSP Holdings intend to continue their review and examine in more depth the RPS Group's business with the RPS leadership team to determine any organisational and structural changes that should be implemented so as to benefit the Enlarged Group. WSP Global and WSP Holdings intend to work with the existing management of RPS to establish a framework by which the RPS Group and its people can be integrated into the Enlarged Group's platform. WSP Global and WSP Holdings also intend to consider plans that the RPS team may have with a view to further successfully develop the RPS Group's business. WSP Global and WSP Holdings also expect the Acquisition to give rise to operational and commercial synergy opportunities.

The outcomes of the continued review are expected to include efficiencies in the operations of certain corporate and support functions of the Enlarged Group including the WSP Group and the RPS Group as well as costs related to a public listing in the UK (which includes listing costs, audit and other professional fees and RPS board remuneration packages). Based on its experience with previous acquisitions, the WSP Group anticipates that these corporate efficiencies will drive approximately 50 to 70 per cent. of the anticipated total cost synergies. Additionally, WSP Global and WSP Holdings expect to optimise the Enlarged Group's portfolio of real estate and offices to ensure the Enlarged Group is operating efficiently and in line with industry best practice, providing approximately 10 to 30 per cent. of the envisaged total cost synergies. Based on previous acquisition experience, WSP Global and WSP Holdings also anticipate that the optimisation of the Enlarged Group's office locations will generate additional cost synergies through improved efficiency and collaboration of employees and business areas, and improved cross-selling opportunities, which are expected to account for approximately 10 to 30 per cent. of anticipated total cost synergies. Since only a limited review has been possible so far and this review is ongoing, WSP Global and WSP Holdings require further information from the RPS Group, which is expected to be available following Completion of the Acquisition, in order to facilitate a more detailed assessment of the expected impacts of this review within the Enlarged Group.

As a result, WSP Global and WSP Holdings will aim to complete this review within 12 months from Completion of the Acquisition, with the full cost synergies expected to be achieved over a 24-month period after Completion and 50 per cent. to be realised within the first 12 months after Completion.

Directors, management and employees

WSP Global and WSP Holdings attach great importance to the skill and experience of, and have unequivocal respect for, the RPS Group's management and employees, and believe that they will benefit from greater opportunities as a result of being part of the Enlarged Group. WSP Global and WSP Holdings also recognise the value of the RPS Group's professionals, noting that the RPS Group's brand and culture are also largely a reflection of the quality of these employees. The WSP Group has extensive integration experience with a solid track record of employee retention, and recognises that the contribution of the employees and management of the Enlarged Group, including those of the RPS Group, will be key to the success of the Enlarged Group going forward. WSP Global and WSP Holdings expect the

RPS Group's employees and management to continue to have exciting growth and career opportunities within the Enlarged Group.

WSP Global and WSP Holdings intend to follow the successful integration roadmap applied in the many acquisitions they have completed over the years, and have a management team with significant experience and expertise to achieve an effective integration of the RPS Group into the WSP Group. The WSP Group's workforce and management team include a significant number of people who have joined the WSP Group as part of prior acquisitions, highlighting the WSP Group's successful approach to leveraging acquisitions to build and scale teams. The WSP Group recognises the core role the RPS Group's professional services employees have in driving the RPS Group's success, viewing the Acquisition as an opportunity to build the best team of professional service employees, and as such does not expect any material changes to the headcount of these individuals.

WSP Global and WSP Holdings would approach any integration activities with the aim of maintaining operational momentum and retaining and motivating the best talent across the Enlarged Group. Recognising that RPS Group employees will be a key factor in maximising the opportunities that the Acquisition will present, the executive leadership of the Enlarged Group will aim to retain the best talent across the WSP Group and RPS and do not expect reduction in technical employees as a result of the Acquisition.

The synergy work carried out to date, which is also based on WSP Global's experience in completing acquisitions, has confirmed the potential to generate cost savings for the Enlarged Group through corporate, administrative and support function efficiencies, including reducing headcount in those areas as well as indirect cost savings related to the cessation of the RPS Group's status as a public listed company. As such, WSP Global and WSP Holdings anticipate a reduction in the headcount of duplicative corporate functions of the Enlarged Group of approximately 100 full-time employees, equivalent to less than 0.2 per cent. of the Enlarged Group's global employee headcount (based on the employee headcount of the RPS Group and the WSP Group as at the date of this announcement).

The planning, preparation, finalisation and implementation of any headcount reductions will be subject to comprehensive planning and engagement with employees and consultation with employee representatives as required by applicable local law. Any individuals affected will be treated in a manner consistent with the high standards, culture and practices of WSP Global and WSP Holdings.

It is also intended that, upon Completion of the Acquisition, all non-executive members of the board of directors of RPS will step down from their office as a director of RPS.

Headquarters, locations and fixed assets

The Acquisition provides the opportunity to optimise the RPS Group's offices with the WSP Group's offices. After Completion of the Acquisition, WSP Global and WSP Holdings will further review their expanded office and real estate footprint globally, and consider where the Enlarged Group has co-located office facilities and where there is scope for consolidation in order to optimise rental and leases expenses, and to enable colleagues to work more closely together and enhance the corporate culture. Subject to the continuing review referred to above, WSP Global and WSP Holdings consider that there is scope for consolidation in a number of locations across geographies where RPS and the WSP Group operate. This review will include all WSP Group and RPS Group offices and WSP Global and WSP Holdings expect to retain a combination of existing WSP Group and RPS Group offices rather than just retaining WSP Group offices.

Based on WSP Global's and WSP Holdings' previous experience on similar transactions which had real estate in similar regions to RPS, the limited review already done and subject to the continuing review, WSP Global and WSP Holdings anticipate that the consolidation of such offices will account for approximately 10 to 30 per cent. of anticipated total cost synergies. Additionally, based on previous acquisition experience WSP Global and WSP Holdings anticipate that the optimisation of the Enlarged Group's office locations will generate additional cost synergies through improved efficiency and collaboration of employees and business areas, and improved cross-selling opportunities, which are expected to account for approximately 10 to 30 per cent. of anticipated total cost synergies.

It is intended that the current RPS brand will remain in place for an appropriate period whilst the RPS Group is being integrated within the WSP Group.

Following Completion of the Acquisition, WSP Global intends to maintain its current head office location of Montreal, Canada, which will serve as the head office of the Enlarged Group. The RPS Group currently has its headquarters in Abingdon, Oxford, which WSP Global and WSP Holdings intend to maintain as a regional hub and will use the location to support the local region.

Subject to the above, WSP Global and WSP Holdings do not expect there to be any material changes in the balance of skills and functions of the employees or management. In addition, neither WSP Global nor WSP Holdings has any firm intentions regarding any redeployment of the RPS Group's fixed assets.

Existing employment rights and pension scheme

Following Completion of the Acquisition, the existing contractual and statutory employment rights, including pension rights, of the management and employees of RPS, will be safeguarded and observed in accordance with applicable laws. WSP Global's and WSP Holdings' plans for the RPS Group do not involve any material change in the employment of, or in the conditions of employment of, RPS Group employees which would detrimentally impact the aggregate value of the relevant employees' compensation and benefits arrangements, unless otherwise agreed with the relevant employee. Aside from any potential headcount reductions described above, the WSP Group does not intend to make any changes to the balance of skills and functions of professional employees across the Enlarged Group.

WSP Global and WSP Holdings intend to review opportunities for pension benefits for the RPS Group's employees to be provided through the WSP Group's own pension schemes, but other than changes arising from this, do not intend to make any changes with regard to employer contributions into RPS' existing pension schemes or the accrual of benefits to existing members or the admission of new members to such pension schemes.

WSP Global and WSP Holdings intend for the current employer contributions for the funding of the RPS Group's pension schemes (including the funding of any scheme deficit in the RPS Group's only defined benefit pension scheme in Norway, which is currently closed to the admission of new members and neither WSP Global nor WSP Holdings intend to reopen such scheme to the admission of new members) to continue on their current terms without change until the next actuarial valuation of this scheme is obtained in accordance with applicable legislation.

Research and development

RPS does not currently have a research and development function and neither WSP Global nor WSP Holdings has any plans in this regard.

Trading facilities

RPS is currently listed on the Official List and, as set out in paragraph 15 below, application will be made to the London Stock Exchange to cancel trading in RPS Shares and de-list RPS from the Official List. RPS will then be re-registered as a private company. This will both save the costs incurred with the listing and give RPS the flexibility to make more significant changes to its strategy, financing and structure than may be possible with the constraints and distractions associated with a listed company.

No statements in this paragraph 9 constitute “post-offer undertakings” for the purposes of Rule 19.5 of the Code.

Views of RPS’ Board

In considering the recommendation of the Acquisition to RPS Shareholders, the RPS Directors have given due consideration to WSP Global’s and WSP Holdings’ intentions for the RPS Group, including employees. The RPS Board note WSP Global’s and WSP Holdings’ intentions with respect to the future operations of the business and its employees, and its intention to observe the existing contractual and statutory employment rights of RPS employees. Additionally, the RPS Board note WSP Global’s and WSP Holdings’ intentions to work with the RPS leadership in relation to the integration of the RPS Group.

10 Arrangements between WSP Global, WSP Holdings and RPS management

Neither WSP Global nor WSP Holdings has entered into, and has not had discussions on proposals to enter into, any form of incentivisation arrangements with members of RPS’ management. However, WSP Global and WSP Holdings intend to put in place incentivisation arrangements for certain members of the management and certain key employees following Completion of the Acquisition.

11 RPS Share Plans

Participants in the RPS Share Plans will be contacted regarding the effect of the Acquisition on their rights under the RPS Share Plans and, where required, appropriate proposals will be made to such participants in due course. Further details of the terms of such proposals will be included in the Scheme Document.

12 Financing

Funding of the Acquisition

The cash consideration payable under the Acquisition is being funded through new debt financing arranged by the Canadian Imperial Bank of Commerce and HSBC Bank Canada. The cash consideration is to be provided under the Facilities Agreement under which WSP Global and WSP Canada are borrowers. Under the Facilities Agreement, WSP Global and WSP Canada have agreed that they shall not (and will procure that WSP Holdings shall not), except as required by the Panel, the Court, the Code or any other applicable law, regulation or regulatory body or necessary or desirable to comply with their requirements or requests (as applicable), waive, amend or modify any condition relating to the Acquisition from that set out in this announcement if such amendment, waiver or modification is material and would be materially adverse to the interests of the lenders, the administrative agent and the co-lead arrangers under the Facilities Agreement without the consent of such lenders, administrative agent and the co-lead arrangers (such consent not to be unreasonably withheld or delayed).

In addition, WSP Global and WSP Canada have agreed that, in the event of a switch to a Takeover Offer, the acceptance condition will not be set at a level below 90 per cent. without their consent. The funds borrowed by WSP Global and/or WSP Canada to fund the cash consideration will be provided to WSP Holdings pursuant to certain intercompany arrangements. HSBC, financial adviser to WSP Global and WSP Holdings, is satisfied that sufficient resources are available to WSP Holdings to enable it to satisfy in full the cash consideration payable to RPS Shareholders under the terms of the Acquisition.

Equity Raise

The WSP Group has access to multiple sources of funding as an established senior issuer in Canada with established businesses in international markets.

On 8 August 2022, WSP Global announced its intention to undertake an equity raise through the entry into certain equity financing arrangements with third parties, which is not conditional upon the Completion of the Acquisition or the Scheme becoming Effective (the “**Equity Raise**”).

If the Equity Raise were to be successfully implemented, WSP Global and WSP Holdings may use a portion of the net proceeds from the Equity Raise to fund part of the cash consideration payable pursuant to the Acquisition at Completion and reduce the amount to be funded through the debt financing provided under the Facilities Agreement. Should the net proceeds be used in this manner, it would be necessary for HSBC, financial adviser to WSP Global and WSP Holdings, to be satisfied that such cash resources (together with the reduced amount to be funded through the debt financing provided under the Facilities Agreement) were sufficient and available to satisfy in full the cash consideration payable to RPS Shareholders under the terms of the Acquisition. A further announcement in relation to such cash confirmation would be made should this occur.

13 Offer-related arrangements

Confidentiality Agreement

WSP Global and RPS entered into a confidentiality and standstill agreement dated 15 June 2022 (the “**Confidentiality Agreement**”) pursuant to which WSP Global has undertaken to: (i) keep confidential information relating to, *inter alia*, the Acquisition and RPS and not to disclose it to third parties (other than to certain permitted parties) unless required by law or regulation; and (ii) use the confidential information only in connection with the Acquisition.

These confidentiality obligations remain in force for a period of two years from the date of the Confidentiality Agreement or until completion of the Acquisition, if earlier. WSP Global also agreed to certain standstill undertakings, all of which ceased to apply upon the release of this announcement.

This agreement also includes customary non-solicitation obligations on the Wider WSP Group.

Co-operation Agreement

WSP Global, WSP Holdings and RPS have entered into a Co-operation Agreement pursuant to which:

- (i) WSP Global and WSP Holdings have agreed to use their reasonable endeavours to implement the Acquisition;

- (ii) WSP Global and WSP Holdings have agreed to use their best endeavours to secure the Clearances as soon as reasonably practicable, subject to RPS using its best endeavours to co-operate with WSP Global and WSP Holdings and their advisers in good faith and reasonably for the purposes of obtaining the Clearances;
- (iii) WSP Global, WSP Holdings and RPS have agreed to certain customary undertakings to co-operate in relation to such Clearances; and
- (iv) WSP Global and WSP Holdings have agreed to provide RPS with certain information for the purposes of the Scheme Document and to otherwise assist with the preparation of the Scheme Document.

WSP Global and WSP Holdings confirm in the Co-operation Agreement that in the event the CMA Approval Condition has not been satisfied or otherwise waived prior to the date that is one month prior to the Long-stop Date it shall be automatically waived by WSP Holdings and WSP Global and they shall, if requested by RPS, provide written confirmation of such waiver to RPS and the Court prior to the Sanction Hearing.

The Co-operation Agreement records the intention of WSP Global, WSP Holdings and RPS to implement the Acquisition by way of the Scheme, subject to WSP Holdings' right to switch to a Takeover Offer in certain circumstances. WSP Global, WSP Holdings and RPS have agreed to certain customary provisions if the Scheme should switch to a Takeover Offer.

The Co-operation Agreement also contains provisions that shall apply in respect of directors' and officers' insurance and the RPS Share Plans.

The Co-operation Agreement shall be terminated with immediate effect if:

- (i) WSP Global and RPS so agree in writing;
- (ii) upon service of notice by any party if, prior to the Long-stop Date, any Condition has been invoked by WSP Holdings (where the invocation of the relevant Condition has been permitted by the Panel) or any Condition which is incapable of waiver is incapable of satisfaction;
- (iii) the Acquisition is withdrawn or lapses in accordance with its terms and, where required, with the consent of the Panel (other than in certain limited circumstances); or
- (iv) the Effective Date has not occurred by the Long-stop Date (unless otherwise agreed by WSP Global, WSP Holdings and RPS in writing or required by the Panel).

WSP Global has the right to terminate the Co-operation Agreement in certain circumstances, including if:

- (i) the RPS Board announces that it shall not convene the Court Meeting or the General Meeting or that it does not intend to publish the Scheme Document (other than where a switch to a Takeover Offer has occurred);
- (ii) the RPS Board otherwise withdraws, adversely modifies or adversely qualifies the recommendation provided in this announcement, makes an announcement to that effect, or fails to include the recommendation in the Scheme Document;
- (iii) if RPS makes an announcement that it will delay the convening of, or will adjourn, the Court Meeting or General Meeting to a date which is later than the latest date permitted by Condition 2.1(ii) or Condition 2.2(ii) (other than in certain circumstances);

- (iv) a competing proposal is recommended in whole or in part by the RPS Board or effected or is declared or becomes unconditional;
- (v) the Scheme is not approved by the RPS Shareholders at the Court Meeting and/or the General Meeting; or
- (vi) the Court refuses to sanction the Scheme.

Regulatory Clean Team Protocol

WSP Global and RPS have put in place a Regulatory Clean Team Protocol which sets out how confidential information that is competitively sensitive can be disclosed, used or shared between WSP Global's external legal counsel and RPS' external legal counsel for the purposes of obtaining the consent of competition authorities and/or regulatory clearances in connection with the Acquisition.

Confidentiality and Joint Defence Agreement

WSP Global, RPS and their respective external legal counsels have entered into a Confidentiality and Joint Defence Agreement, the purpose of which is to ensure that the exchange and/or disclosure of certain materials relating to the parties only takes place between their respective external legal counsels and external experts, and does not diminish in any way the confidentiality of such materials and does not result in a waiver of privilege, right or immunity that might otherwise be available.

Common Interest and Joint Defence Agreement

WSP Global, RPS, RPS Group Inc. and their respective external legal counsels have entered into a common interest and joint defence agreement dated 3 August 2022, the purpose of which is to ensure that the exchange and/or disclosure of certain materials can be made in a manner which seeks to preserve any privilege, right or immunity that might be available.

14 Structure of and Conditions to the Acquisition

It is intended that the Acquisition will be effected by means of a Court-approved scheme of arrangement between RPS and RPS Shareholders under Part 26 of the Companies Act, although WSP Holdings reserves the right to implement the Acquisition by means of a Takeover Offer (subject to Panel consent and the terms of the Co-operation Agreement).

The purpose of the Scheme is to provide for WSP Holdings to become the holder of the entire issued and to be issued share capital of RPS. This is to be achieved by the transfer of the RPS Shares to WSP Holdings, in consideration for which the RPS Shareholders will receive cash consideration on the basis set out in paragraph 2 of this announcement.

Any ordinary shares issued in the capital of RPS issued after the Scheme Record Time will not be subject to the Scheme. Accordingly, it is intended that, subject to receipt of the requisite approvals by RPS Shareholders at the General Meeting, the articles of association of RPS will be amended so that any ordinary shares in the capital of RPS issued after the Scheme Record Time other than to WSP Holdings will be automatically acquired by WSP Holdings on the same terms as the Scheme.

The Acquisition is subject to the Conditions and further terms set out below and in Appendix I to this announcement and to be set out in the Scheme Document and will only become effective if, among other things, the following events occur on or before 11.59 p.m. on the Long-stop Date:

- (i) the approval of the Scheme by a majority in number of the RPS Shareholders who are present and vote, whether in person or by proxy, at the Court Meeting and who represent 75 per cent. in value of the RPS Shares voted by those RPS Shareholders;
- (ii) the resolutions required to approve and implement the Scheme being duly passed by RPS Shareholders representing the requisite majority or majorities of votes cast at the General Meeting (or any adjournment thereof);
- (iii) the approval of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to RPS and WSP Holdings);
- (iv) the delivery of a copy of the Court Order to the Registrar of Companies; and
- (v) satisfaction of merger control and/or foreign investment conditions in respect of Australia, the Netherlands, Norway and the United Kingdom in each case as applicable and if and to the extent required.

The Scheme will lapse if:

- the Court Meeting and the General Meeting are not held by the 22nd day after the expected date of such meetings to be set out in the Scheme Document in due course (or such later date as may be agreed between WSP Holdings and RPS);
- the Court Hearing is not held by the 22nd day after the expected date of such hearing to be set out in the Scheme Document in due course (or such later date as may be agreed between WSP Holdings and RPS); or
- the Scheme does not become effective by no later than 11.59 p.m. on the Long-stop Date,

provided, however, that the deadlines for the timing of the Court Meeting, the General Meeting and the Court Hearing as set out above may be waived by WSP Holdings, and the deadline for the Scheme to become effective may be extended by agreement between RPS and WSP Holdings with the consent of the Panel and, if required, the Court.

In relation to merger control, as stated above the Scheme is conditional on the satisfaction of certain merger control conditions including the CMA Approval Condition. WSP Holdings and WSP Global have agreed that if prior to the date that is one calendar month prior to the Long Stop Date the CMA Approval Condition has not been satisfied then it shall be automatically waived by WSP Holdings and WSP Global.

Subject to satisfaction (or waiver, where applicable) of the Conditions, the Scheme is expected to become effective by the end of the fourth quarter of 2022.

Upon the Scheme becoming effective, it will be binding on all RPS Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting.

Further details of the Scheme, including an indicative timetable for its implementation, will be set out in the Scheme Document, which will be distributed to RPS Shareholders as soon as reasonably practicable and, in any event, within 28 days of this announcement (unless otherwise agreed by the Panel, WSP Holdings and RPS).

15 De-listing and re-registration

Prior to the Scheme becoming effective, RPS will make an application for the cancellation of trading of the RPS Shares on the London Stock Exchange's main market for listed securities

and for the cancellation of the listing of RPS Shares on the Official List, in each case to take effect on or shortly after the Effective Date. The last day of dealings in RPS Shares on the main market of the London Stock Exchange is expected to be the Business Day immediately prior to the Effective Date and no transfers will be registered after 6.00 p.m. on that date.

On the Effective Date, share certificates in respect of RPS Shares will cease to be valid and entitlements to RPS Shares held within the CREST system will be cancelled.

It is also proposed that, following the Effective Date and after its shares are delisted, RPS will be re-registered as a private limited company.

16 Dividends and dividend policy

Dividends

The boards of RPS, WSP Holdings and WSP Global have also agreed that, if and to the extent that any interim dividend is declared in respect of the six-month period ended 30 June 2022, RPS Shareholders would be entitled to receive any such interim dividend up to an amount of 0.45 pence per RPS Share (the “**Agreed Dividend**”) without any reduction in the Acquisition Price payable under the Acquisition. If, on or after the date of this announcement and on or prior to the Effective Date, any dividend, distribution, or other return of value is declared, made or paid, or becomes payable by RPS (other than, or in excess of, the Agreed Dividend), the Acquisition Price will be reduced accordingly. In such circumstances, RPS Shareholders would be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

Dividend Policy

Following the Effective Date, WSP Global intends to continue its policy of declaring a quarterly dividend, subject to WSP Global’s board of directors’ ongoing assessment of WSP Global’s future requirements, financial performance, liquidity, outlook, applicable legal and regulatory requirements and other factors that it may deem relevant. The actual amount of each quarterly dividend, as well as each declaration date, record date and payment date are subject to the discretion of the board of WSP Global.

17 Disclosure of Interests in RPS

Save in respect of the irrevocable undertakings referred to in paragraph 6 above, as at the close of business on 8 August 2022 (being the last practicable date prior to the date of this announcement) neither WSP Global nor WSP Holdings, nor any of its or their directors, nor, so far as WSP Global and WSP Holdings are aware, any person acting in concert (within the meaning of the Code) with it has:

- (i) any interest in or right to subscribe for any relevant securities of RPS;
- (ii) any short positions in respect of relevant RPS Shares (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- (iii) any Dealing Arrangement, in relation to RPS Shares or in relation to any securities convertible or exchangeable into RPS Shares; nor

- (iv) borrowed or lent any relevant RPS Shares (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Code), save for any borrowed shares which had been either on-lent or sold.

“Interests in securities” for these purposes arise, in summary, when a person has long economic exposure, whether absolute or conditional, to changes in the price of securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person shall be treated as having an ‘interest’ by virtue of the ownership, voting rights or control of securities, or by virtue of any agreement to purchase, option in respect of, or derivative referenced to, securities.

It has not been practicable for WSP Global or WSP Holdings to make enquiries of all of its concert parties in advance of the release of this announcement. Therefore, all relevant details in respect of WSP Global’s or WSP Holdings’ concert parties will be included in the Opening Position Disclosure in accordance with Rule 8.1(a) and Note 2(a)(i) on Rule 8 of the Code.

18 General

WSP Holdings reserves the right to elect (with the consent of the Panel, and subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of a Takeover Offer for the RPS Shares as an alternative to the Scheme. In such event, the Takeover Offer shall be implemented on the same terms, so far as applicable, and subject to the terms of the Co-operation Agreement, as those which would apply to the Scheme, subject to appropriate amendments, including (without limitation) an acceptance condition set (subject to the terms of the Co-operation Agreement) at a level permitted by the Panel.

The Acquisition is subject to the Conditions and further terms set out in Appendix I to this announcement and to be set out in the Scheme Document. The bases and sources of certain financial information contained in this announcement are set out in Appendix II to this announcement. A summary of the irrevocable undertakings given in relation to the Acquisition is contained in Appendix III to this announcement. Certain terms used in this announcement are defined in Appendix IV to this announcement.

It is expected that the Scheme Document and the Forms of Proxy accompanying the Scheme Document will be distributed to RPS Shareholders as soon as reasonably practicable and, in any event, within 28 days of this announcement (unless otherwise agreed by the Panel, WSP Holdings and RPS). The Scheme Document and Forms of Proxy will be made available to all RPS Shareholders at no charge to them.

HSBC, Gleacher Shacklock and AEC have each given and not withdrawn their consent to the publication of this announcement with the inclusion herein of the references to their names in the form and context in which they appear.

There will be an investor and analyst conference call held by WSP Global at 4.45 p.m. (Eastern Daylight Time) on 8 August 2022. There will be a recording of the investor and analyst conference call available on WSP Global’s website at www.wsp.com/investors and on RPS’ website at <https://www.rpsgroup.com/offer-for-rps/>.

19 Documents available on website

Copies of the following documents will be made available on WSP Global’s website at <https://www.wsp.com/en-GL/investors/offer-wsp-rps> and RPS’ website at <https://www.rpsgroup.com/offer-for-rps/> until the Effective Date:

- this announcement;
- the Confidentiality Agreement;
- the Co-operation Agreement;
- the Regulatory Clean Team Protocol;
- the Confidentiality and Joint Defence Agreement;
- the Common Interest and Joint Defence Agreement;
- the irrevocable undertakings referred to in paragraph 6 above and summarised in Appendix III to this announcement;
- documents relating to the financing of the Scheme referred to in paragraph 12 above, including the Facilities Agreement; and
- consent letters from each of HSBC, Gleacher Shacklock and AEC.

For the avoidance of doubt, the contents of WSP Global's and RPS' websites are not incorporated into and do not form part of this announcement.

Enquiries:

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Linklaters LLP is retained as international legal adviser to WSP Holdings and WSP Global. Stikeman Elliott LLP is retained as Canadian legal adviser to WSP Global. DLA Piper UK LLP is retained as legal adviser to RPS.

Important Notices

*HSBC Bank plc (“**HSBC**”) is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom and is acting exclusively for WSP Global and WSP Holdings and no one else in connection with the matters referred to in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to the matters referred to in this announcement and is not, and will not be, responsible to anyone other than WSP Global and WSP Holdings for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement or any transaction or arrangement referred to in this announcement.*

*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**”), 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 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 as to the contents of this announcement.*

Further Information

This announcement is for information purposes only and is not intended to be 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 Acquisition or otherwise.

The Acquisition will be made solely through and on the terms set out in the Scheme Document (or, if the 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 (or forms of acceptance), will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document or any document by which the Acquisition is made.

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

RPS, WSP Global and WSP Holdings will prepare the Scheme Document to be distributed to RPS Shareholders. RPS, WSP Global and WSP Holdings urge RPS Shareholders to read the Scheme Document when it becomes available because it will contain important information

relating to the Acquisition. This announcement is not an advertisement and does not constitute a prospectus or prospectus exempted document.

In accordance with normal UK practice, WSP Global and/or WSP Holdings or their respective nominees, or their respective brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase RPS Shares, other than pursuant to the Acquisition, until the date of the Scheme (or the Takeover Offer, if applicable) becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK and will be reported to a regulatory information service.

This announcement contains inside information in relation to RPS for the purposes of Article 7 of the Market Abuse Regulation. The person responsible for arranging the release of this announcement on behalf of RPS is Karen Atterbury, Company Secretary. RPS' Legal Entity Identifier is 213800BHEVF3ZB6NG750.

Overseas Shareholders

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.

Unless otherwise determined by WSP Holdings or required by the Code, and permitted by applicable law and regulation, the 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 Acquisition by any such use, means, instrumentality or form within a 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 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 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. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

The availability of the 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.

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

Additional information for US investors

The Acquisition relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under 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 US Exchange Act.

Accordingly, the 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.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the Acquisition or determined if this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the US.

However, if WSP Holdings were to elect to implement the 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. Such a takeover would be made in the United States by WSP Holdings and no one else.

In the event that the Acquisition is implemented by way of Takeover Offer, in accordance with normal United Kingdom practice and pursuant to Rule 14e-15(b) of the US Exchange Act, WSP Holdings 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 US, 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. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

The receipt of consideration by a US holder for the transfer of its RPS Shares pursuant to the Scheme shall be a taxable transaction for United States federal income tax purposes. Each RPS Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws.

Financial information relating to RPS and/or the RPS Group included in this announcement and the Scheme Document 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.

WSP Global is organised under the laws of Canada and WSP Holdings and RPS are organised under the laws of England and Wales. Some or all of the officers and directors of WSP Global, WSP Holdings and RPS, respectively, may be residents of countries other than the United States. In addition, most of the assets of WSP Global, WSP Holdings and 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 WSP Global, WSP Holdings or 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 Acquisition relates to shares of a UK company and is proposed to be implemented by means of a scheme of arrangement provided for under the laws of England and Wales (although WSP Holdings reserves the right to implement the Acquisition by way of a Takeover Offer, subject to the Panel's consent and the terms of the Co-operation Agreement). A transaction implemented

by means of a scheme of arrangement is not subject to the provisions of Canadian provincial securities laws applicable to take-over bids. Accordingly, the Acquisition is subject to applicable disclosure and other procedural requirements and practices applicable in the United Kingdom, which differ from those applicable to take-over bids under Canadian provincial securities laws. Other than with respect to financial information relating to WSP Global, the financial information included in this announcement and the Scheme Document (when issued) has been or will have 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 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 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 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.

Forward-Looking Statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by RPS, WSP Global, WSP Holdings or any member of the Wider WSP 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, WSP Global, WSP Holdings, any member of the Wider WSP 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, WSP Global, WSP Holdings, any member of the Wider WSP Group, the Wider RPS Group or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition, certain plans and objectives of the boards of directors of RPS, WSP Global, WSP Holdings, any member of the Wider WSP Group or Wider RPS Group, expectations regarding whether the Acquisition will be completed, including whether any conditions to Completion of the Acquisition will be satisfied, and the anticipated timing for Completion, the expected effects of the Acquisition on WSP Global, WSP Holdings, any member of the Wider WSP Group or Wider RPS Group or the RPS Group; as well as the financial condition, results of operations and businesses of WSP Global, WSP Holdings, any member of the Wider WSP Group, RPS or the Wider RPS Group following the implementation of the 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, WSP Global, WSP Holdings, the Wider WSP Group, the Wider RPS Group and/or the Enlarged Group; (ii) business and management strategies and the expansion and growth of RPS', WSP Global's, WSP Holdings', any member of the Wider WSP Group's, the Wider RPS Group's and/or the Enlarged Group's operations, benefits and potential synergies resulting from the 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; (v) the effects of global economic conditions and governmental regulation on RPS', WSP Global's, WSP Holdings', any member of the Wider WSP 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, WSP Global, or WSP Holdings, as applicable, and are based on certain factors and assumptions, which by their nature are subject to inherent risks and uncertainties. While RPS, WSP Global and WSP Holdings 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 of the Acquisition on the proposed terms and schedule, the state of the global economy and the economies of the regions in which RPS, WSP Global, WSP Holdings, the Wider WSP 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 WSP Global's and WSP Holdings' financing plan in accordance with their respective terms; the sufficiency of WSP Global's, WSP Holdings', the Wider WSP Group's or the Wider RPS Group's liquidity and working capital requirements for the foreseeable future; the ability of the WSP 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', WSP Global's, WSP Holdings', the Wider WSP 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 WSP Global specifically, risks, uncertainties and assumptions relating to the potential failure to realise anticipated benefits from the Acquisition, currency exchange risk and foreign currency exposure related to the purchase price of the Acquisition, the transitional services to be provided by Wood following completion of the acquisition of the E&I Business, the absence of deal protection mechanisms under the Acquisition, WSP Global's reliance upon information provided by RPS

and Wood in connection with the Acquisition and the acquisition of the E&I Business and publicly available information, risks associated with historical and pro forma financial information, potential undisclosed costs or liabilities associated with the Acquisition and the acquisition of the E&I Business, WSP Global or RPS being adversely impacted during the pendency of the Acquisition, and change of control and other similar provisions and fees, the closing conditions and the successful completion of the concurrent equity financing within the anticipated timeframe; WSP Global's ability to retain and attract new business, achieve synergies and maintain market position arising from successful integration plans relating to the Acquisition and the acquisition of the E&I Business, WSP Global's ability to otherwise complete the integration of the E&I Business and RPS within anticipated time periods and at expected cost levels, WSP Global's ability to attract and retain key employees in connection with the Acquisition and the acquisition of the E&I Business, management's estimates and expectations in relation to future economic and business conditions and other factors in relation to the Acquisition and the acquisition of the E&I Business and resulting impact on growth and accretion in various financial metrics, the realisation of the expected strategic, financial and other benefits of the Acquisition and the acquisition of the E&I Business in the timeframe anticipated, the accuracy and completeness of public and other disclosure (including financial disclosure) by RPS and Wood, and other factors discussed or referred to in the "Risk Factors" section of WSP Global's Management's Discussion and Analysis for the year ended 31 December 31 2021, and WSP Global's Management's Discussion and Analysis for the second quarter and six-month period ended 2 July 2022, which are available under WSP Global's profile on SEDAR at www.sedar.com. 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, WSP Global, WSP Holdings 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. WSP Global, WSP Holdings and RPS caution that the foregoing list of risk factors is not exhaustive. Neither RPS nor any of WSP Global or WSP Holdings or any member of the Wider WSP 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.

Additionally, to the extent any forward-looking statement in this document constitutes financial outlook, within the meaning of applicable Canadian securities laws, such information is intended to provide investors with information regarding WSP Global, WSP Holdings and/or RPS, including their assessment of future financial plans, and may not be appropriate for other purposes. Financial outlook (including assumptions about future events, including economic conditions and proposed courses of action, based on assessments of the relevant information currently available), as with forward-looking statements generally, is based on

current estimates, expectations and assumptions and is subject to inherent risks and uncertainties and other factors.

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 WSP 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.

WSP Global, WSP Holdings 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 share for WSP Global, WSP Holdings or RPS, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for WSP Global, WSP Holdings or RPS, as appropriate.

Disclosure requirements of the Code

Under Rule 8.3(a) of the 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 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 shall 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 Panel's website at <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 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, participants in the RPS Share Plans and other relevant persons for the receipt of communications from RPS may be provided to WSP Holdings during the Offer Period as requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

Publication on website and availability of hard copies

A copy of this announcement will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) on WSP Global's and RPS' websites at <https://www.wsp.com/en-GL/investors/offer-wsp-rps> and <https://www.rpsgroup.com/offer-for-rps/>, respectively, by no later than 12 noon (London time) on 9 August 2022. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.

RPS Shareholders, persons with information rights and participants in the RPS Share Plans may request a hard copy of this announcement by: (i) contacting Equiniti during business hours on 0371 384 2083 if calling from the United Kingdom, or +44 121 415 7047 if calling from outside the United Kingdom (lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales)); or (ii) submitting a request in writing to Equiniti at Equiniti Group PLC, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. A person so entitled may also request that all future documents, announcements and information in relation to the Acquisition be sent to them 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.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Code, RPS confirms that, as at the date of this announcement, it has in issue and admitted to trading on the main market of the London Stock Exchange 277,510,925 ordinary shares of three pence each. There are no ordinary shares held in treasury. The International Securities Identification Number (ISIN) of the ordinary shares is GB0007594764.

APPENDIX I

CONDITIONS AND FURTHER TERMS OF THE ACQUISITION

Part A: Conditions to the Scheme and the Acquisition

- 1** The Acquisition is conditional upon the Scheme becoming unconditional and effective, subject to the Code, by no later than 11.59 p.m. on the Long-stop Date or such later date (if any) as WSP Holdings and RPS may, with the consent of the Panel, agree and, if required, the Court may allow.
- 2** The Scheme shall be subject to the following conditions:
 - 2.1**
 - (i) its approval by a majority in number of the RPS Shareholders who are present and vote, whether in person or by proxy, at the Court Meeting and who represent 75 per cent. or more in value of the RPS Shares voted by those RPS Shareholders; and
 - (ii) such Court Meeting being held on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed by WSP Holdings and RPS and, if required, the Court may allow);
 - 2.2**
 - (i) the resolutions required to implement the Scheme being duly passed by RPS Shareholders representing 75 per cent. or more of votes cast at the General Meeting; and
 - (ii) such General Meeting being held on or before the 22nd day after the expected date of the General Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed by WSP Holdings and RPS and, if required, the Court may allow);
 - 2.3**
 - (i) the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to RPS and WSP Holdings) and the delivery of a copy of the Court Order to the Registrar of Companies; and
 - (ii) the Court Hearing being held on or before the 22nd day after the expected date of the Court Hearing to be set out in the Scheme Document in due course (or such later date as may be agreed by WSP Holdings and RPS and, if required, the Court may allow).
- 3** In addition, subject as stated in Part B of this Appendix below and to the requirements of the Panel, the Acquisition shall be conditional upon the following Conditions and, accordingly, the Court Order shall not be delivered to the Registrar of Companies unless such Conditions (as amended, if appropriate) have been satisfied or, where relevant, waived:

Official authorisations, regulatory clearances and Third Party clearances

Merger control clearances

Netherlands

- (a) The making of a mandatory filing with the Dutch Autoriteit Consument & Markt (the “**Dutch Competition Authority**”) in connection with the Acquisition and either (i) the statutory waiting period of Article 34(1) in conjunction with Article 37(5) of the Dutch Competition Act (the “**DCA**”) having expired without the Dutch Competition Authority having taken a decision; or (ii) the Dutch Competition Authority having taken a decision either unconditionally or subject to conditions under Article 37 of the DCA that no licence (*vergunning*) is required for the Completion of the Acquisition; or (iii) the Dutch Competition Authority having taken a decision either unconditionally or subject to conditions under Article 41 of the DCA to grant a licence (*vergunning*) for the Acquisition;

Norway

- (b) All required filings having been made under the Norwegian Competition Act of 2004 (*Konkurranseloven*) and the Norwegian Competition Authority (*Konkurransetilsynet*) having given its approval to the consummation of the Acquisition, or the applicable waiting periods for such approval having expired without any decision having been taken by the Norwegian Competition Authority (*Konkurransetilsynet*);

European Union

- (c) insofar as the Acquisition does not constitute a concentration with a Union dimension within the meaning of the EU Merger Regulation, in the event that a referral request under Article 22(3) of the EU Merger Regulation is made and accepted, the European Commission declaring that the Acquisition is compatible with the internal market pursuant to Article 6(1)(b) (including in conjunction with Article 6(2), 8(1) or 8(2) of the EU Merger Regulation) or the European Commission being deemed to have so declared under Article 10(6) of the EU Merger Regulation;

United Kingdom

- (d) either:
 - (i) The Competition and Markets Authority (the “**CMA**”) having confirmed that it has no further questions in relation to the Acquisition following the submission of a briefing paper to the CMA by WSP Global or WSP Holdings and, as at the date on which all other Conditions are satisfied or waived, the CMA not having:
 - a) opened an investigation into the Acquisition; or
 - b) indicated that it will open an investigation into the Acquisition (including, for the avoidance of doubt, by providing WSP Global, WSP Holdings and/or RPS with the option of submitting a merger notice, sending WSP Global, WSP Holdings and/or RPS an enquiry letter or engaging in prenotification discussions with WSP Global, WSP Holdings and/or RPS (in each case in relation to the Acquisition);
 - or
 - (ii) if and to the extent that the CMA opens an investigation into the Acquisition, the CMA having confirmed that the Acquisition will not be subject to a reference under section 33 of the Enterprise Act 2002; or

- (iii) the period within which the CMA is required by section 34ZA of the Enterprise Act 2002 to decide whether to refer the Acquisition or any part of it under section 33 of the Enterprise Act 2002 having expired without such a decision having been made, provided that sections 100(1)(a) and (f) of the Enterprise Act 2002 do not apply in relation to any merger notice given by WSP Global or WSP Holdings under section 96 of the Enterprise Act 2002, or
- (iv) where the Acquisition or any part of it has been referred under section 33 of the Enterprise Act 2002, the CMA deciding that the Acquisition or the part which is subject to a referral under section 33 of the Enterprise Act 2002 may proceed in accordance with section 36 of the Enterprise Act 2002,

(the “**CMA Approval Condition**”),

except that, if and to the extent that the CMA Approval Condition has not been satisfied by a date that is one calendar month prior to the Long-stop Date (the “**CMA Deadline**”), the CMA Approval Condition shall automatically be waived by WSP Global and WSP Holdings.

Foreign investment clearances

Australia

- (e) the Commonwealth Treasurer (or his delegate):
 - (i) providing written notice under the Foreign Acquisitions and Takeovers Act 1975 (Cth) (“**FATA**”) stating that, or to the effect that, the Commonwealth Government has no objection to the Acquisition, either on an unconditional basis or subject only to:
 - (a) tax-related conditions which are in the form, or substantially in the form, of those set out in 1 to 6 of Part D of the Australian Foreign Investment Review Board's Guidance Note 12 on 'Tax Conditions' (in the form released on 9 July 2021); and
 - (b) any other conditions which are offered and/or accepted by WSP Global or WSP Holdings; or
 - (ii) becomes precluded by passage of time from making any order or decision under Division 2 of Part 3 of the FATA in respect of the Acquisition and the 10 day period referred to in section 82(2)(a) of the FATA has ended or the period referred to in section 82(2)(b) of the FATA has ended (whichever is applicable); or
 - (iii) where an interim order is made under section 68 of the FATA in respect of the Acquisition, the subsequent period for making an order or decision under Part 3 of the FATA elapses without the Commonwealth Treasurer making such an order or decision; or
 - (iv) the Commonwealth Treasurer (or the Commonwealth Treasurer's delegate) has provided written confirmation to WSP Holdings that the Acquisition is exempt from the requirements of the FATA.

whichever occurs first;

United Kingdom

- (f) Pursuant to the National Security and Investment Act 2021 (the “**NSIA**”), a notification having been accepted by the Secretary of State for Business, Energy and Industrial Strategy (the “**Secretary of State**”) and:
- (i) the Secretary of State confirms before the end of the review period that no further action will be taken in relation to the Acquisition; or
 - (ii) if the Secretary of State issues a call-in notice in relation to the Acquisition, the receipt of confirmation that the Secretary of State will take no further action in relation to the call-in notice and the Acquisition under the NSIA; or
 - (iii) the Secretary of State makes a final order in relation to the Acquisition (and, to the extent relevant, all conditions or obligations contained in such an order necessary for Completion of the Acquisition having been satisfied or complied with or any restriction preventing Completion having been lifted or released);

Notifications, waiting periods and Authorisations

- (g) other than in relation to the matters referred to in Conditions 3(a) to (f) (inclusive), all material notifications, filings or applications which are required by legislation, regulation, decision or ruling by any Relevant Authority having been made in connection with the Acquisition and all necessary waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory and regulatory obligations in any jurisdiction having been complied with in each case in respect of the Acquisition and all Authorisations required by legislation, regulation, decision or ruling by any Relevant Authority in any jurisdiction for or in respect of the Acquisition and, except pursuant to Chapter 3 of Part 28 of the Companies Act, the acquisition or the proposed acquisition of any shares or other securities in, or control or management of, RPS or any other member of the Wider RPS Group by any member of the Wider WSP Group having been obtained in terms and in a form satisfactory to WSP Holdings from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any person or bodies with whom any member of the Wider RPS Group or the Wider WSP Group has entered into contractual arrangements and all such Authorisations necessary to carry on the business of any member of the Wider RPS Group in any jurisdiction having been obtained and all such Authorisations remaining in full force and effect at the time at which the Acquisition becomes otherwise unconditional and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations;

General anti-trust and regulatory

- (h) other than in relation to the matters referred to in Conditions 3(a) to (f) (inclusive), no antitrust regulator or Third Party (including, for the avoidance of doubt, the Committee on Foreign Investment in the United States) having given notice of a decision to take or implement any action, proceeding, suit, investigation or reference (and in each case, not having withdrawn the same), or having required any action to be taken or otherwise having done anything, or having enacted or made any statute, regulation, decision, order or change to published binding practice (and in each case, not having withdrawn the same) and there not continuing to be outstanding any statute, regulation, decision or order which (to an extent which is material in the context of the

Acquisition, the Wider RPS Group or the Wider WSP Group, as the case may be, in each case taken as a whole):

- (i) prevents the divestiture or alters the terms envisaged for such divestiture by any member of the Wider WSP Group or by any member of the Wider RPS Group of all or any part of its businesses, assets or property;
- (ii) except pursuant to Chapter 3 of Part 28 of the Companies Act, requires any member of the Wider WSP Group or the Wider RPS Group to acquire or offer to acquire any shares, other securities (or the equivalent) or interest in any member of the Wider RPS Group or any asset owned by any Third Party (other than in the implementation of the Acquisition);
- (iii) imposes any limitation on the ability of any member of the Wider WSP Group directly or indirectly to acquire or hold all or any rights of ownership in respect of shares or other securities in RPS;
- (iv) results in any member of the Wider RPS Group or any member of the Wider WSP Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (v) makes the Acquisition, its implementation or the acquisition or proposed acquisition of any shares or other securities in RPS by any member of the Wider WSP Group void, unenforceable and/or illegal under the laws of any relevant jurisdiction, or otherwise, directly or indirectly prevents or prohibits the implementation of the Acquisition or the acquisition or proposed acquisition of any shares or other securities in RPS by any member of the Wider WSP Group;

Certain matters arising as a result of any arrangement, agreement, etc.

- (i) except as Disclosed, there being no provision of any arrangement, agreement, lease, licence, franchise, permit or other instrument to which any member of the Wider RPS Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or be subject or any event or circumstance which, as a consequence of the Acquisition or the acquisition or the proposed acquisition by any member of the Wider WSP Group of any shares or other securities (or the equivalent) in RPS or because of a change in the control or management of any member of the Wider RPS Group or otherwise, could or might reasonably be expected to result in (in any case to an extent which is material in the context of the Acquisition, the Wider RPS Group or the Wider WSP Group, as the case may be, in each case taken as a whole):
 - (i) any monies borrowed by, or any other indebtedness, actual or contingent, of, or any grant available to, any member of the Wider RPS Group being or becoming repayable, or capable of being declared repayable, immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
 - (ii) the creation, save in the ordinary and usual course of business, or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the Wider RPS Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable;

- (iii) any such arrangement, agreement, lease, licence, franchise, permit or other instrument being terminated or the rights, liabilities, obligations or interests of any member of the Wider RPS Group being adversely modified or adversely affected or any obligation or liability arising or any adverse action being taken or arising thereunder;
- (iv) any liability of any member of the Wider RPS Group to make any severance, termination, bonus or other payment to any of its directors, or other officers;
- (v) the rights, liabilities, obligations, interests or business of any member of the Wider RPS Group or any member of the Wider WSP Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Wider RPS Group or any member of the Wider WSP Group in or with any other person or body or firm or company (or any arrangement or arrangement relating to any such interests or business) being or becoming capable of being terminated, or adversely modified or affected or any onerous obligation or liability arising or any adverse action being taken thereunder;
- (vi) any member of the Wider RPS Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (vii) the value of, or the financial or trading position or prospects of, any member of the Wider RPS Group being prejudiced or adversely affected; or
- (viii) the creation or acceleration of any liability (actual or contingent) by any member of the Wider RPS Group other than trade creditors or other liabilities incurred in the ordinary course of business,

and no event having occurred which, under any provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider RPS Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would or might result in any of the events or circumstances as are referred to in Conditions 3(i) (i) to (viii);

Certain events occurring since 31 December 2021

- (j) except as Disclosed, no member of the Wider RPS Group having since 31 December 2021:
 - (i) issued or agreed to issue or authorised or proposed or announced its intention to authorise or propose the issue of additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities or transferred or sold or agreed to transfer or sell or authorised or proposed the transfer or sale of RPS Shares out of treasury (except, where relevant, as between RPS and wholly-owned subsidiaries of RPS or between the wholly-owned subsidiaries of RPS and except for the issue or transfer out of treasury of RPS Shares on the exercise of employee share options or vesting of employee share awards in the ordinary course under the RPS Share Plans);
 - (ii) except for the Agreed Dividend, recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution (whether payable in cash or otherwise) other than dividends (or

other distributions whether payable in cash or otherwise) lawfully paid or made by any wholly-owned subsidiary of RPS to RPS or any of its wholly-owned subsidiaries;

- (iii) other than pursuant to the Acquisition (and except for transactions between RPS and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of RPS and transactions in the ordinary course of business), implemented, effected, authorised or proposed or announced its intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings in any such case to an extent which is material in the context of the Wider RPS Group taken as a whole;
- (iv) except for transactions between RPS and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of RPS and except for transactions in the ordinary course of business, disposed of, or transferred, mortgaged or created any security interest over any material asset or any right, title or interest in any material asset or authorised, proposed or announced any intention to do so;
- (v) (except for transactions between RPS and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of RPS), issued, authorised or proposed, or announced an intention to authorise or propose, the issue of or made any change in or to the terms of any debentures or become subject to any contingent liability or incurred or increased any indebtedness which is material in the context of the Wider RPS Group as a whole;
- (vi) entered into or varied or authorised, proposed or announced its intention to enter into or vary any material contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, unusual or onerous nature or magnitude or which is or which involves or could involve an obligation of a nature or magnitude which is likely to be materially restrictive on the business of any member of the Wider RPS Group;
- (vii) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary the terms of any contract, service agreement, commitment or arrangement with any director or senior executive of any member of the Wider RPS Group;
- (viii) proposed, agreed to provide or modified the terms of any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any employee of the Wider RPS Group;
- (ix) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, except in respect of the matters mentioned in sub-paragraph (i) above, made any other change to any part of its share capital;
- (x) except in the ordinary course of business, waived, compromised or settled any claim which is material in the context of the Wider RPS Group as a whole;

- (xi) terminated or varied the terms of any agreement or arrangement between any member of the Wider RPS Group and any other person in a manner which would or might reasonably be expected to have a material adverse effect on the financial position of the Wider RPS Group taken as a whole;
- (xii) save for as envisaged in accordance with the terms of the Scheme, made any material alteration to its memorandum or articles of association or other incorporation documents;
- (xiii) except in relation to changes made or agreed as a result of, or arising from, changes to legislation, made or agreed or consented to any change to:
 - (a) the terms of the trust deeds and rules constituting the pension scheme(s) established by any member of the Wider RPS Group for its directors, employees or their dependants;
 - (b) the contributions payable to any such scheme(s) or to the benefits which accrue, or to the pensions which are payable, thereunder;
 - (c) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
 - (d) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued, made, agreed or consented to,

to an extent which is in any such case material in the context of the Wider RPS Group;
- (xiv) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
- (xv) taken or proposed any steps, corporate action or had any legal proceedings instituted or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or for the appointment of a receiver, administrator, manager, administrative receiver, trustee or similar officer of all or any part of its assets or revenues or any analogous or equivalent steps or proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed;
- (xvi) (except for transactions between RPS and its wholly-owned subsidiaries or between RPS' wholly-owned subsidiaries), made, authorised, proposed or announced an intention to propose any change in its loan capital;
- (xvii) entered into, implemented or authorised the entry into any joint venture, asset or profit sharing arrangement, partnership or merger of business or corporate entities;
- (xviii) having taken (or agreed or proposed to take) any action which requires or would require, the consent of the Panel or the approval of RPS Shareholders in

general meeting in accordance with, or as contemplated by, Rule 21.1 of the Code; or

- (xix) entered into any agreement, arrangement, commitment or contract or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced an intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition 3(j);

No adverse change, litigation, regulatory enquiry or similar

- (k) except as Disclosed, since 31 December 2021 there having been:
 - (i) no adverse change and no circumstance having arisen which would or might be expected to result in any adverse change in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider RPS Group which is material in the context of the Wider RPS Group;
 - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced or instituted by or against or remaining outstanding against or in respect of any member of the Wider RPS Group or to which any member of the Wider RPS Group is or may become a party (whether as claimant, defendant or otherwise) having been threatened, announced, instituted or remaining outstanding by, against or in respect of any member of the Wider RPS Group, in each case which might reasonably be expected to have a material adverse effect on the Wider RPS Group taken as a whole;
 - (iii) no enquiry, review or investigation by, or complaint or reference to, any Third Party against or in respect of any member of the Wider RPS Group having been threatened, announced or instituted or remaining outstanding by, against or in respect of any member of the Wider RPS Group, in each case which might reasonably be expected to have a material adverse effect on the Wider RPS Group taken as a whole;
 - (iv) no contingent or other liability having arisen or become apparent to WSP Holdings or increased other than in the ordinary course of business which is reasonably likely to affect adversely the business, assets, financial or trading position or profits or prospects of any member of the Wider RPS Group to an extent which is material in the context of the Wider RPS Group taken as a whole; and
 - (v) no steps having been taken and no omissions having been made which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider RPS Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which might reasonably be expected to have a material adverse effect on the Wider RPS Group taken as a whole;

No discovery of certain matters regarding information, liabilities and environmental issues

- (l) except as Disclosed, WSP Holdings not having discovered that:

- (i) any financial, business or other information concerning the Wider RPS Group publicly announced prior to the date of this announcement or disclosed at any time to any member of the Wider RPS Group by or on behalf of any member of the Wider RPS Group prior to the date of this announcement is misleading, contains a material misrepresentation of any fact, or omits to state a fact necessary to make that information not misleading, in any such case to a material extent;
- (ii) any member of the Wider RPS Group or any partnership, company or other entity in which any member of the Wider RPS Group has a significant economic interest and which is not a subsidiary undertaking of RPS is, otherwise than in the ordinary course of business, subject to any liability, contingent or otherwise and which is material in the context of the Wider RPS Group taken as a whole;
- (iii) any past or present member of the Wider RPS Group has not complied in any material respect with all applicable legislation, regulations or other requirements of any jurisdiction or any Authorisations relating to the use, treatment, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment (including property) or harm human or animal health or otherwise relating to environmental matters or the health and safety of humans, which non-compliance would be likely to give rise to any material liability, including any penalty for non-compliance (whether actual or contingent) on the part of any member of the Wider RPS Group;
- (iv) there has been a material disposal, discharge, spillage, accumulation, release, leak, emission or the migration, production, supply, treatment, storage, transport or use of any waste or hazardous substance or any substance likely to impair the environment (including any property) or harm human or animal health which (whether or not giving rise to non-compliance with any law or regulation) would be likely to give rise to any material liability (whether actual or contingent) on the part of any member of the Wider RPS Group;
- (v) there is or is likely to be any material obligation or liability (whether actual or contingent) or requirement to make good, remediate, repair, reinstate or clean up any property, asset or any controlled waters currently or previously owned, occupied, operated or made use of or controlled by any past or present member of the Wider RPS Group (or on its behalf), or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, common law, regulation, notice, circular, Authorisation or order of any Third Party in any jurisdiction or to contribute to the cost thereof or associated therewith or indemnify any person in relation thereto;
- (vi) circumstances exist (whether as a result of making the Acquisition or otherwise) which would be reasonably likely to lead to any Third Party instituting (or whereby any member of the Wider RPS Group would be likely to be required to institute), an environment audit or take any steps which would in any such case be reasonably likely to result in any actual or contingent liability to improve or install new plant or equipment or to make good, repair, reinstate or clean up any property of any description or any asset now or previously owned, occupied or made use of by any past or present member of the Wider RPS Group (or on its behalf) or by any person for which a member of the Wider RPS Group is or has

been responsible, or in which any such member may have or previously have had or be deemed to have had an interest, which is material in the context of the Wider RPS Group taken as a whole;

Anti-corruption

- (m) WSP Holdings not having discovered that:
- (i) any past or present member, director, officer or employee of the Wider RPS Group or any person that performs or has performed services for or on behalf of any such company is or has engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Practices Act of 1977, the Corruption of Foreign Public Officials Act (Canada) 1998 or any other applicable anti-corruption legislation; or
 - (ii) any member of the Wider RPS Group is ineligible to be awarded any contract or business under regulation 57 of the Public Contracts Regulations 2015 or regulation 80 of the Utilities Contracts Regulations 2015 (each as amended); or
 - (iii) any past or present member, director, officer or employee of the Wider RPS Group, or any other person for whom any such person may be liable or responsible, has engaged in any business with, made any investments in, or made any payments or assets available to or received any funds or asset from: (A) any government, entity, or individual with which UK, US or Canadian or European Union persons (or persons operating in those territories) are prohibited from engaging in activities, doing business or from receiving or making available funds or economic resources, by UK, US, Canadian or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control, HM Treasury & Customs or Global Affairs Canada; or (B) any government, entity or individual targeted by any of the economic sanctions of the United Nations, UK, United States, Canada or the European Union or any of its member states; or
 - (iv) any past or present member, director, officer or employee of the Wider RPS Group has engaged in any transaction which would cause any member of the Wider WSP Group to be in breach of applicable law or regulation upon Completion of the Acquisition, including the economic sanctions of the United States Office of Foreign Assets Control or HM Treasury & Customs, Global Affairs Canada or any government, entity or individual targeted by any of the economic sanctions of the United Nations, UK, United States, Canada or the European Union or any of its member states; or

No criminal property

- (n) WSP Holdings not having discovered that any asset of any member of the Wider RPS Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition).

Part B: Certain further terms of the Acquisition

- 1** Subject to the requirements of the Panel, WSP Holdings reserves the right, in its sole discretion, to waive, in whole or in part, all or any of the Conditions set out in Part A of Appendix I above, except Conditions 2.1(i), 2.2(i), and 2.3(i), which cannot be waived. If any of

Conditions 2.1(ii), 2.2(ii) and 2.3(ii) is not satisfied by the relevant deadline specified in the relevant Condition, WSP Holdings shall make an announcement by 8.00 a.m. on the Business Day following such deadline confirming whether it has invoked the relevant Condition, waived the relevant deadlines, or agreed with RPS to extend the relevant deadline.

- 2** If WSP Holdings is required by the Panel to make an offer for RPS Shares under the provisions of Rule 9 of the Code, WSP Holdings may make such alterations to any of the above Conditions and terms of the Acquisition as are necessary to comply with the provisions of that Rule.
- 3** WSP Holdings shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of the Conditions in Part A of Appendix I above that are capable of waiver by a date earlier than the latest date for the fulfilment of that Condition notwithstanding that the other Conditions of the Acquisition may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
- 4** Under Rule 13.5(a) of the Code and subject to paragraph 5 below, WSP Holdings may only invoke a Condition so as to cause the Acquisition not to proceed, to lapse, or to be withdrawn with the consent of the Panel. The Panel shall normally only give its consent if the circumstances which give rise to the right to invoke the Condition are of material significance to WSP Holdings in the context of the Acquisition. This shall be judged by reference to the facts of each case at the time that the relevant circumstances arise.
- 5** Condition 1, Conditions 2.1, 2.2, and 2.3 in Part A of Appendix I above, and, if applicable, any acceptance condition if the Acquisition is implemented by means of a Takeover Offer, are not subject to Rule 13.5(a) of the Code.
- 6** Any Condition that is subject to Rule 13.5(a) of the Code may be waived by WSP Holdings.
- 7** The RPS Shares acquired under the Acquisition shall be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including, without limitation, voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of value (whether by reduction of share capital or share premium account or otherwise) made on or after the Effective Date, save for the Agreed Dividend.
- 8** If, on or after the date of this announcement and prior to or on the Effective Date, save for the Agreed Dividend, any dividend, distribution or other return of value is declared, paid or made, or becomes payable by RPS, or the Agreed Dividend exceeds 0.45 pence per RPS Share, WSP Holdings reserves the right (without prejudice to any right of WSP Holdings, with the consent of the Panel, to invoke Condition 3(j)(ii) of Appendix I above) to reduce the consideration payable under the Acquisition to reflect the aggregate amount of such dividend, distribution, or other return of value or excess. In such circumstances, RPS Shareholders

shall be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

If on or after the date of this announcement, and to the extent that any such dividend, distribution or other return of value has been declared, paid, or made, or becomes payable by RPS on or prior to the Effective Date and WSP Holdings exercises its rights under this paragraph 8 to reduce the consideration payable under the terms of the Acquisition, any reference in this announcement to the consideration payable under the terms of the Acquisition shall be deemed to be a reference to the consideration as so reduced.

If and to the extent that such a dividend, distribution, or other return of value has been declared or announced, but not paid or made, or is not payable by reference to a record date on or prior to the Effective Date and is or shall be: (i) transferred pursuant to the Acquisition on a basis which entitles WSP Holdings to receive the dividend, distribution, or other return of value and to retain it; or (ii) cancelled, the consideration payable under the terms of the Acquisition shall not be subject to change in accordance with this paragraph 8.

WSP Holdings also reserves the right to reduce the consideration payable under the Acquisition in such circumstances as are, and by such amount as is, permitted by the Panel.

Any exercise by WSP Holdings of its rights referred to in this paragraph 8 shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the Acquisition.

- 9** WSP Holdings reserves the right to elect (with the consent of the Panel, and subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of a Takeover Offer for the RPS Shares as an alternative to the Scheme. In such event, the Takeover Offer shall be implemented on the same terms, so far as applicable, and subject to the terms of the Co-operation Agreement, as those which would apply to the Scheme, subject to appropriate amendments, including (without limitation) an acceptance condition set at a level permitted by the Panel.
- 10** The availability of the Acquisition to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.
- 11** The Acquisition is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of 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 jurisdiction where to do so would violate the laws of that jurisdiction.
- 12** The Acquisition is governed by the law of England and Wales and is subject to the jurisdiction of the courts of England and Wales and to the Conditions and further terms set out in this Appendix I and to be set out in the Scheme Document. The Acquisition shall be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.
- 13** Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.

APPENDIX II

SOURCES OF INFORMATION AND BASES OF CALCULATION

- (i) As at 8 August 2022 (being the latest practicable date prior to the start of the Offer Period), there were 277,510,925 RPS Shares in issue. There are no ordinary shares held in treasury. The International Securities Identification Number for RPS Shares is GB0007594764.
- (ii) Any references to the issued and to be issued share capital of RPS are based on:
- the 277,510,925 RPS Shares referred to in paragraph (i) above; and
 - 9,427,337 RPS Shares which may be issued on or after the date of this announcement to satisfy the exercise of options or vesting of awards pursuant to the RPS Share Plans; this has been calculated on the following basis:
 - (a) the 7,076,440 RPS Shares that could be delivered pursuant to awards under the RPS ELTIP, the RPS STABP and the RPS PSP as at 31 July 2022;
 - (b) plus the 2,648,270 RPS Shares that are subject to awards under the RPS ISPP as at 30 June 2022;
 - (c) plus 51,949 RPS Shares assumed to be subject to awards granted or to be granted in respect of the monthly operation of the RPS ISPP in July 2022. Such assumed number being based on the number of RPS Shares that were awarded as matching awards under the RPS ISPP in April 2022, which is the last practical month;
 - (d) plus an additional 503,976 RPS Shares that it is assumed could be issued in respect of the monthly operation of the RPS SIP and the RPS ISPP in the period from 31 July 2022 over an eight month period, assuming for the purposes of these calculations only that Completion occurs on 31 March 2023. Such assumed number being based on the assumption that the employee investments under the RPS SIP and RPS ISPP remains in line with the April 2022 investments, which is the last practical month, and calculated by reference to the Acquisition Price; and
 - (e) less the 853,298 RPS Shares that were held in the RPS Group employee benefit trusts as at 30 June 2022 and which are assumed to be available to satisfy awards under the RPS Share Plans.
- (iii) The value of the Acquisition based on the Acquisition Price of 206 pence per RPS Share is calculated on the basis of the issued and to be issued share capital of RPS (as set out in paragraph (ii) above).
- (iv) The Closing Prices on 8 August 2022 are taken from the Daily Official List of the London Stock Exchange.
- (v) The VWAP data on 8 August 2022 is taken from Bloomberg.
- (vi) Unless otherwise stated, the financial information relating to RPS is extracted from the audited consolidated financial statements of RPS for the financial year to 31 December 2021, prepared in accordance with IFRS. The financial information relating to WSP Global is extracted from the audited consolidated financial statements of WSP Global for the year ended 31 December 2021. The financial information relating to WSP Holdings is extracted from the audited financial statements of WSP Holdings for the year ended 31 December 2021.

- (vii) Where amounts are shown in both CAD\$ and sterling, or converted between the aforementioned currencies, in this document, an exchange rate of £1.00/CAD\$1.56 has been used; such exchange rates have been sourced from Bloomberg as at 5 August 2022.
- (viii) The enterprise value of £625.9 million is calculated by reference to the fully diluted equity value of £591.1 million plus adjusted net debt of £34.8 million, comprising of the sum of net bank borrowings as at 30 June 2022 of £34.4 million, adjusted for deferred consideration outstanding as 30 June 2022 of £0.4 million.
- (ix) The RPS Group's pre-IFRS 16 Adjusted EBITDA for the twelve months ended 30 June 2022 of £41.9 million ("**Last 12 Months' pre-IFRS 16 Adjusted EBITDA**") is derived from: (i) RPS' audited consolidated financial statements of RPS for the financial year ended 31 December 2021; (ii) the unaudited consolidated financial statements of RPS for the six months ended 30 June 2021 and the six months ended 30 June 2022; (iii) RPS' final results presentation for the financial year ended 31 December 2021; (iv) RPS' interim results presentation for the six months ended 30 June 2021; and (v) RPS' interim results presentation for the six months ended 30 June 2022, and calculated and adjusted in accordance with IFRS 16 as follows:
- (a) **2021A pre-IFRS 16 Adjusted EBITDA:** To calculate RPS' pre-IFRS 16 Adjusted EBITDA for the financial year ended 31 December 2021, RPS' adjusted operating profit of £28.3 million for the equivalent period (as stated in the audited consolidated financial statements of RPS for the financial year ended 31 December 2021) is adjusted as follows:
- add depreciation of £18.4 million (as stated in the audited consolidated financial statements of RPS for the financial year ended 31 December 2021);
 - add amortisation costs of £0.7 million for internally generated software (as stated in the audited consolidated financial statements of RPS for the financial year ended 31 December 2021);
 - add impairment of owned assets and right-of-use assets which are not included in exceptional items of £1.3 million (confirmed by RPS as the breakdown not provided in the audited consolidated financial statements of RPS for the financial year ended 31 December 2021); and
 - deduct operating lease expense of £11.5 million (as stated in RPS' final results presentation for the financial year ended 31 December 2021),
- which leads to a pre-IFRS 16 Adjusted EBITDA for the financial year ended 31 December 2021 of £37.2 million ("**2021A pre-IFRS 16 Adjusted EBITDA**").
- (b) **H1-2021 pre-IFRS 16 Adjusted EBITDA:** To calculate pre-IFRS 16 Adjusted EBITDA for the six months ended 30 June 2021, RPS' adjusted operating profit of £13.1 million for the equivalent period (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2021) is adjusted as follows:
- add depreciation of £9.3 million (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2021);
 - add amortisation costs of £0.3 million for internally generated software (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2021); and

- deduct operating lease expense of £5.7 million (as stated in RPS' interim results presentation for the six months ended 30 June 2021),

which leads to a pre-IFRS 16 Adjusted EBITDA for the six months ended 30 June 2021 of £17.0 million ("**H1-2021 pre-IFRS 16 Adjusted EBITDA**").

- (c) **H2-2021 pre-IFRS 16 Adjusted EBITDA:** In order to calculate pre-IFRS 16 Adjusted EBITDA for the six months ended 31 December 2021, deduct the 2021A pre-IFRS 16 Adjusted EBITDA of £37.2 million from the H1-2021 pre-IFRS 16 Adjusted EBITDA of £17.0 million, which leads to a pre-IFRS 16 Adjusted EBITDA for the six months ended 31 December 2021 of £20.2 million ("**H1-2021 pre-IFRS 16 Adjusted EBITDA**").

- (d) **H1-2022 pre-IFRS 16 Adjusted EBITDA:** In order to calculate pre-IFRS 16 Adjusted EBITDA for the six months ended 30 June 2022, RPS' adjusted operating profit of £18.5 million for the equivalent period (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2022) is adjusted as follows:

- add depreciation of £8.0 million (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2022);
- Add amortisation costs of £0.4 million for internally generated software (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2022); and
- deduct operating lease expense of £5.2 million (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2022),

which leads to a pre-IFRS 16 Adjusted EBITDA for the six months ended 30 June 2022 of £21.7 million ("**H1-2022 pre-IFRS 16 Adjusted EBITDA**").

- (e) **Last 12 Months' pre-IFRS 16 Adjusted EBITDA as at 30 June 2022:** In order to calculate the Last 12 Months' pre-IFRS 16 Adjusted EBITDA as at 30 June 2022 of £41.9 million, add the H2-2021 pre-IFRS 16 Adjusted EBITDA of £20.2 million and the H1-2022 pre-IFRS 16 Adjusted EBITDA of £21.7 million, equalling a total amount of £41.9 million.

- (x) The RPS Group's post-IFRS 16 Adjusted EBITDA for the twelve months ended 30 June 2022 is £52.9 million ("**Last 12 Months' Adjusted EBITDA**"), calculated as the Last 12 Months' pre-IFRS 16 Adjusted EBITDA of £41.9 million plus the operating lease expense of £11.0 million. The operating lease expense of £11.0 million is calculated as the difference between the operating lease expenses of £11.5 million for the financial year ended 31 December 2021 (as stated in RPS' final results presentation for the financial year ended 31 December 2021) and operating lease expense of £5.7 million for the six months ended 30 June 2021 (as stated in RPS' interim results presentation for the six months ended 30 June 2021) plus the operating lease expense of £5.2 million for the six months ended 30 June 2022 (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2022).
- (xi) RPS' Last 12 Months' Adjusted Operating Profit is £33.7 million, calculated as the difference between RPS' adjusted operating profit of £28.3 million for the financial year ended 31 December 2021 (as stated in the audited consolidated financial statements of RPS for the financial year ended 31 December 2021) and RPS' adjusted operating profit of £13.1 million for the six months ended 30 June 2021 (as stated in the unaudited consolidated financial

statements of RPS for the six months ended 30 June 2021) plus RPS' adjusted operating profit of £18.5 million for the six months ended 30 June 2022 (as stated in the unaudited consolidated financial statements of RPS for the six months ended 30 June 2022).

APPENDIX III IRREVOCABLE UNDERTAKINGS

Part A: RPS Directors' Irrevocable Undertakings

The following RPS Directors have given irrevocable undertakings to vote or, where applicable, procure (to the fullest extent the RPS Directors are able) that the registered holder votes, in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting:

Name of RPS Director	Number of RPS Shares in respect of which undertaking is given	Percentage of RPS issued share capital (excluding shares under option)
Kenneth Lever	126,818	0.05
John Douglas	2,315,968	0.83
Judith Cottrell	65,098	0.02
Allison Bainbridge	22,078	0.01
Elizabeth Peace	18,363	0.01
TOTAL	2,548,325	0.92

These irrevocable undertakings also extend to any shares acquired by such RPS Directors as a result of the vesting of awards or the exercise of options under the RPS Share Plans.

The obligations of the RPS Directors under the irrevocable undertakings shall remain binding in the event a higher competing offer is made for RPS, but shall lapse and cease to have effect on and from the following occurrences:

- WSP Holdings announces, with the consent of the Panel, and before the Scheme Document is published, that it does not intend to proceed with the Acquisition and no new, revised or replacement Scheme is announced by WSP Holdings in accordance with Rule 2.7 of the Code;
- the Scheme is withdrawn or lapses in accordance with its terms, provided that this will not apply where: (i) the Scheme is withdrawn or lapses as a result of WSP Holdings exercising its right to implement the Acquisition by way of a Takeover Offer rather than by way of Scheme; or (ii) if the lapse or withdrawal either is not confirmed by WSP Holdings or is followed within five business days by an announcement under Rule 2.7 of the Code by WSP Holdings (or a person acting in concert with it) to implement the Acquisition either by a new, revised or replacement scheme of arrangement pursuant to Part 26 of the Companies Act 2006 or a Takeover Offer; or
- any competing offer for the issued and to be issued ordinary share capital of RPS is made which becomes or is declared unconditional (if implemented by way of Takeover Offer) or otherwise becomes effective (if implemented by way of a scheme of arrangement).

It is the intention of such RPS Directors that, immediately following the end of the closed period to which RPS is subject under Article 19(11) of the Market Abuse Regulation as of the date of this announcement, such closed period being expected to end following the announcement by RPS of its interim results for the six months ended 30 June 2022, to undertake irrevocably (on substantially the same terms as the undertaking described above) to accept or procure (to the fullest extent the

RPS Directors are able) the acceptance of a Takeover Offer in respect of their own holdings of RPS Shares (if WSP Holdings exercises its right to implement the Acquisition by way of a Takeover Offer).

WSP Global and WSP Holdings have also received an irrevocable undertaking in respect of 941,761 RPS Shares from Rokahesu Pty Ltd as the trustee of The Douglas Family Trust (of which John Douglas is a beneficiary) on substantially the same terms as the irrevocable undertakings provided by the RPS Directors. These 941,761 RPS Shares are included within the 2,315,968 RPS Shares attributed to John Douglas in the table above.

Part B: Non-director RPS Shareholder irrevocable undertakings

The following holders or controllers of RPS Shares have given irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting and, if WSP Holdings exercises its right to implement the Acquisition by way of a Takeover Offer, to accept or procure acceptance of such offer:

Name of RPS Shareholder giving undertaking	Number of RPS Shares in respect of which undertaking is given	Percentage of RPS issued share capital
Aberforth Partners LLP (acting in its capacity as a discretionary fund manager for clients)	33,459,902	12.06
The Wellcome Trust Limited (as trustee of The Wellcome Trust)	13,939,185	5.02
TOTAL	47,399,087	17.08

The obligations of Aberforth and The Wellcome Trust under the irrevocable undertakings are conditional on, amongst others, WSP Holdings not having announced, with the consent of the Panel, and before the Scheme Document is published, that it does not intend to proceed with the Acquisition and no new, revised or replacement Scheme (or Takeover Offer, as applicable) is announced by WSP Holdings in accordance with Rule 2.7 of the Code.

The obligations of Aberforth and The Wellcome Trust under the irrevocable undertakings shall lapse and cease to have effect on and from the following occurrences:

- the Scheme (or Takeover Offer, as applicable) does not become effective, is withdrawn or lapses in accordance with its terms, provided that this will not apply where the Acquisition is withdrawn or lapses solely as a result of WSP Holdings exercising its right to implement the Acquisition by way of a Takeover Offer rather than by way of Scheme; or
- in the opinion of Aberforth or The Wellcome Trust (as the case may be) an offer (whether by means of a Takeover Offer or by way of scheme of arrangement) for the RPS Shares, the value of the consideration per RPS Share available under which at the time it is made exceeds the value of the consideration per RPS Share available under the Acquisition by at least 7.5 per cent, is announced and at any time following such announcement Aberforth or The Wellcome Trust (as the case may be) notifies WSP Holdings of such opinion or otherwise makes an announcement or notification that it no longer intends to vote in favour of the Scheme.

The irrevocable undertakings given by Aberforth and The Wellcome Trust prevent such RPS Shareholders from disposing of, charging, pledging or otherwise encumbering or granting any option or other right over all or any part of their RPS Shares, or any interest in them (whether conditionally or unconditionally), apart from the irrevocable undertaking given by Aberforth entitles it to sell, or to instruct the sale of, some or all of the RPS Shares managed by it if, following any termination or amendment of Aberforth's authority from the relevant beneficial owners of the RPS Shares, Aberforth (in its sole discretion) considers that such sale is necessary or in the best interests of the beneficial owner(s) of the relevant RPS Shares or if Aberforth is otherwise required or instructed to do so by such owner(s), and Aberforth's irrevocable undertaking will not apply to any RPS Shares which are so sold. The irrevocable undertaking given by Aberforth will also not apply to RPS Shares to the extent that they are the subject of a distribution to a client by way of a redemption *in specie*.

The irrevocable undertaking given by Aberforth is subject to any termination or amendment of its authority from the relevant beneficial owners of the RPS Shares.

The irrevocable undertakings given by Aberforth and The Wellcome Trust prevent such RPS Shareholders from acquiring further RPS Shares or other securities of RPS or any interest (as defined in the Code) in any shares or securities unless the Panel first determines that such RPS Shareholders are not acting in concert with WSP Holdings.

APPENDIX IV DEFINITIONS

The following definitions apply throughout this announcement unless the context requires otherwise:

Aberforth	Aberforth Partners LLP (acting in its capacity as discretionary fund manager for clients)
Acquisition	the recommended cash acquisition being made by WSP Holdings to acquire the entire issued and to be issued share capital of RPS (or by way of Takeover Offer under certain circumstances described in this announcement) to be effected by means of the Scheme and, where the context admits, any subsequent revision, variation, extension or renewal thereof
Acquisition Price	206 pence per RPS Share
Adjusted Net Debt	the sum of net bank borrowings plus deferred considerations as at 30 June 2022
AEC	AEC Advisors LLC
Agreed Dividend	an interim dividend of up to 0.45 pence per RPS Share in respect of the six-month period ended 30 June 2022, if and to the extent that any interim dividend is declared in respect of the six-month period ended 30 June 2022
Authorisations	regulatory authorisations, orders, recognitions, grants, consents, clearances, confirmations, certificates, licences, permissions or approvals
Business Day	a day (other than a Saturday, Sunday or public holiday in the UK) on which banks are open for business in London
Canada	Canada, its provinces and territories and all areas subject to its jurisdiction and all political sub-divisions thereof
Clearances	any approvals, consents, clearances, permissions, confirmations, comfort letters and waivers that may need to be obtained and waiting periods that may need to have expired, from or under any of the laws, regulations or practices applied by any Relevant Authority (or under any agreements or arrangements to which any Relevant Authority is a party), in each case that are necessary and/or expedient to satisfy the Regulatory Conditions
Closing Price	the closing middle market price of a RPS Share on a particular trading day as derived from the Daily Official List
CMA	the Competition and Markets Authority, a UK statutory body established under the Enterprise and Regulatory Reform Act 2013
CMA Deadline	has the meaning given to it in paragraph 3(d) of Appendix I

CMA Approval Condition Code	has the meaning given to it in paragraph 3(d) of Appendix I the City Code on Takeovers and Mergers
Common Interest and Joint Defence Agreement	the agreement dated 3 August 2022 between WSP Global, RPS, RPS Group Inc and their respective external legal counsels as described in paragraph 13 of this announcement
Companies Act	the Companies Act 2006, as amended
Conditions	the conditions to the implementation of the Acquisition, as set out in Appendix I to this announcement and to be set out in the Scheme Document
Confidentiality Agreement	the agreement dated 15 July 2022 between WSP Global and RPS, as described in paragraph 13 of this announcement
Confidentiality and Joint Defence Agreement	the confidentiality and joint defence agreement dated 22 July 2022 between WSP Global, RPS and their respective legal advisers, as described in paragraph 13 of this announcement
Co-operation Agreement	the agreement dated 8 August 2022 between WSP Global, WSP Holdings and RPS relating to, among other things, the implementation of the Acquisition, as described in paragraph 13 of this announcement
Court	the High Court of Justice in England and Wales
Court Hearing	the hearing by the Court of the application to sanction the Scheme under Part 26 of the Companies Act
Court Meeting	the meeting of RPS Shareholders to be convened pursuant to an order of the Court under the Companies Act for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment), including any adjournment thereof, notice of which is to be contained in the Scheme Document
Court Order	the order of the Court sanctioning the Scheme
CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear
Daily Official List	the Daily Official List published by the London Stock Exchange
DCA	The Dutch Competition Act
Dealing Arrangement	an arrangement of the kind referred to in Note 11(a) on the definition of “acting in concert” in the Code
Dealing Disclosure	has the same meaning as in Rule 8 of the Code
Disclosed	the information disclosed by, or on behalf of RPS: (i) in the annual report and accounts of the RPS Group for the

	financial year ended 31 December 2021; (ii) in this announcement; (iii) in any other announcement to a Regulatory Information Service by, or on behalf of RPS in the two calendar years prior to the date of publication of this announcement; or (iv) as otherwise fairly disclosed to WSP Holdings (or its respective officers, employees, agents or advisers) prior to the date of this announcement by or on behalf of RPS
DPA	the United States Defence of Production Act of 1950 (as amended)
Dutch Competition Authority	the Dutch Autoriteit Consument & Markt
EBITDA	earnings before net finance costs, tax expense, depreciation and amortization
Effective	in the context of the Acquisition: <ul style="list-style-type: none"> (a) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms; or (b) if the Acquisition is implemented by way of a Takeover Offer, such Takeover Offer having been declared and become unconditional in accordance with the Code
Effective Date or Completion	the date on which either: (i) the Scheme becomes effective in accordance with its terms; or (ii) if WSP Holdings elects, and the Panel consents, to implement the Acquisition by way of a Takeover Offer (as defined in Chapter 3 of Part 28 of the Companies Act), the date on which such Takeover Offer becomes or is declared unconditional
Enlarged Group	the combined Wider RPS Group and Wider WSP Group following Completion of the Acquisition
Equity Raise	has the meaning given to it in paragraph 12
Euroclear	Euroclear UK & Ireland International Limited
Facilities Agreement	the credit agreement dated 8 August 2022 between (amongst others) WSP Global and WSP Canada as borrowers and the Canadian Imperial Bank of Commerce and HSBC Bank Canada as co-lead arrangers and joint bookrunners to provide, among other things, the funding for the Acquisition
FATA	the Foreign Acquisitions and Takeovers Act 1975 (Cth)
FCA or Financial Conduct Authority	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the UK Financial Services and Markets Act 2000
Forms of Proxy	the forms of proxy in connection with each of the Court Meeting and the General Meeting (including any

	adjournment thereof), which will accompany the Scheme Document
General Meeting	the general meeting of RPS Shareholders (including any adjournment thereof) to be convened in connection with the Scheme
Gleacher Shacklock	Gleacher Shacklock LLP
HSBC	HSBC Bank plc
IFRS	International Financial Reporting Standards
London Stock Exchange	London Stock Exchange plc
Long-stop Date	9 August 2023, or such later date as may be agreed by WSP Holdings and RPS (with the Panel's consent and as the Court may approve (if such approval(s) are required))
Market Abuse Regulation	the UK version of Market Abuse Regulation (EU No 596/2014) which is part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended
NSIA	the National Security and Investment Act 2021
Offer Period	the offer period (as defined by the Code) relating to RPS, which commenced on 8 August 2022
Official List	the Official List of the London Stock Exchange
Opening Position Disclosure	has the same meaning as in Rule 8 of the Code
Overseas Shareholders	RPS Shareholders (or nominees of, or custodians or trustees for RPS Shareholders) not resident in, or nationals or citizens of the United Kingdom
Panel	the Panel on Takeovers and Mergers
pre-IFRS 16 Adjusted EBITDA	earnings before net finance costs, tax expense, depreciation, amortisation, transaction-related costs, impairment charges and reversals thereof, restructuring and rebranding costs, non-recurring legal fees, ERP implementation costs, less operating lease expenses
Registrar of Companies	the Registrar of Companies in England and Wales
Regulatory Clean Team Protocol	the regulatory clean team protocol put in place on 22 July 2022 by WSP Global and RPS in relation to the disclosure of competitively sensitive confidential information between WSP Holdings' external legal counsel and RPS' external legal counsel for the purposes of obtaining the consent of competition authorities and/or other regulatory clearances in connection with the Acquisition, as described in paragraph 13 of this announcement
Regulatory Conditions	the Conditions set out in paragraphs 3(a) to 3(i) (inclusive) of Part I to this announcement (so far as, in the case of

	paragraphs 3(h) to 3(i), the relevant Third Party (as defined in Appendix I to this announcement) is a Relevant Authority
Regulatory Information Service	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
Relevant Authority	any central bank, ministry, governmental, quasi-governmental, supranational (including the European Union), statutory, regulatory or investigative body, authority or tribunal (including any national or supranational anti-trust, competition or merger control authority, any sectoral ministry or regulator and any foreign investment review body), national, state, municipal or local government (including any subdivision, court, tribunal, administrative agency or commission or other authority thereof), any entity owned or controlled by them, any private body exercising any regulatory, taxing, importing or other authority, trade agency, association, institution or professional or environmental body in any jurisdiction, including, for the avoidance of doubt, the Panel
Restricted Jurisdiction	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to RPS Shareholders
RPS	RPS Group plc
RPS Board	the board of directors of RPS from time to time
RPS Directors	the directors of RPS at the time of this announcement or, where the context so requires, the directors of RPS from time to time
RPS ELTIP	the RPS Group plc Executive Long Term Incentive Plan
RPS Group	RPS and its subsidiary undertakings and, where the context permits, each of them
RPS ISPP	together, the RPS Group plc 2014 International Share Purchase Plan and the US Share Purchase Plan
RPS PSP	the RPS Group plc 2014 Performance Share Plan
RPS Shares	the existing unconditionally allotted or issued and fully paid shares of three pence each in the capital of RPS and any further such ordinary shares which are unconditionally allotted or issued before the Scheme becomes Effective, and “ RPS Share ” means any one of them
RPS Shareholders or Shareholders	the holders of RPS Shares, and “ RPS Shareholder ” means any one of them

RPS Share Plans	the RPS ELTIP, the RPS ISPP, the RPS STABP, the RPS SIP and the RPS PSP, in each case as amended from time to time
RPS SIP	the RPS Group plc Share Incentive Plan
RPS STABP	the RPS Group plc Short Term Annual Bonus Plan
Scheme	the proposed scheme of arrangement under Part 26 of the Companies Act between RPS and the RPS Shareholders in connection with the Acquisition, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by RPS and WSP Holdings
Scheme Document	the document to be sent to RPS Shareholders containing, amongst other things, the Scheme and the notices convening the Court Meeting and the General Meeting
Scheme Record Time	the time and date specified in the Scheme Document as being the record time for the Scheme
Secretary of State	The Secretary of State for Business, Energy and Industrial Strategy
Significant Interest	in relation to an undertaking, a direct or indirect interest of 20 per cent. or more of the total voting rights conferred by the equity share capital (as defined in section 548 of the Companies Act) of such undertaking
Takeover Offer	should the Acquisition be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act, the offer to be made by or on behalf of WSP Holdings to acquire the entire issued and to be issued ordinary share capital of RPS and, where the context admits, any subsequent revision, variation, extension or renewal of such takeover offer
The Wellcome Trust	The Wellcome Trust Limited (as trustee of The Wellcome Trust)
Third Party	each of a central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, environmental body, employee representative body or any other body or person whatsoever in any jurisdiction
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
United States or US	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political sub-division thereof
US Exchange Act	the United States Securities Exchange Act 1934

Wider RPS Group	RPS and associated undertakings and any other body corporate, partnership, joint venture or person in which RPS and such undertakings (aggregating their interests) have a Significant Interest
Wider WSP Group	WSP Global and associated undertakings and any other body corporate, partnership, joint venture or person in which WSP Global and all such undertakings (aggregating their interests) have a Significant Interest
WSP Canada	WSP Canada Inc.
WSP Holdings	WSP Group Holdings Limited (or if WSP elects, a nominee or wholly-owned subsidiary of WSP notified in writing to RPS prior to publication of the Scheme Document (or, if applicable, the Takeover Offer document))
WSP Global	WSP Global Inc.
WSP Group	WSP Global and its subsidiary undertakings and, where the context permits, each of them

For the purposes of this announcement, “**subsidiary**”, “**subsidiary undertaking**”, “**undertaking**” and “**associated undertaking**” have the respective meanings given thereto by the Companies Act.

All references to **sterling**, “**£**” and “**pence**” are to the lawful currency of the United Kingdom.

All references to “**CAD\$**” is to the lawful currency of Canada.

All references to “**US\$**” are to the lawful currency of the United States.

All the times referred to in this announcement are London times unless otherwise stated.

References to the singular include the plural and vice versa.