



NEWS RELEASE

Amentum Announces Launch of Secondary Offering

2025-03-10

CHANTILLY, Va.--(BUSINESS WIRE)-- Amentum Holdings, Inc. (NYSE: AMTM) ("Amentum") announced today the launch of a secondary underwritten public offering (the "Offering") of 19,464,174 shares of its common stock (the "Shares"). Amentum is not selling any shares of common stock and will not receive any proceeds from the sale of the Shares in the Offering or from the debt-for-equity exchange (as described below).

In connection with the Offering, a subsidiary of Jacobs Solutions Inc. (NYSE: J) ("Jacobs") is expected to exchange 19,464,174 shares of Amentum's common stock for indebtedness of such subsidiary held by an affiliate of BofA Securities, Inc. (the "Selling Shareholder"). Following the debt-for-equity exchange, if consummated, the Selling Shareholder intends to sell the Shares to the underwriters in the Offering. After the completion of the proposed Offering, Jacobs will no longer own any shares of Amentum's common stock, other than shares Jacobs may receive upon release of 9,732,087 shares of Amentum common stock that remain in escrow, subject to final determination of certain performance milestones in connection with post-closing adjustments to the merger consideration relating to the combination of Jacobs' Critical Mission Solutions and Cyber & Intelligence businesses with Amentum Parent Holdings LLC.

BofA Securities, J.P. Morgan, Morgan Stanley, BNP Paribas and TD Cowen are acting as joint book-running managers for the Offering.

A registration statement on Form S-1 (the "Form S-1") relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold, nor may offers to

buy be accepted, prior to the time the registration statement becomes effective. The Offering will be made only by means of a prospectus and related preliminary prospectus supplement. A copy of the prospectus and preliminary prospectus supplement relating to the Offering may be obtained from BofA Securities, Attention: Prospectus Department, 201 North Tryon Street, NC1-022-02-25 Charlotte, North Carolina 28255-0001, or by emailing: **dg.prospectus_requests@bofa.com** ; J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or email: **prospectus-eq_fi@jpmorgan.com** ; or Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, New York, New York 10014.

This press release is neither an offer to sell nor a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

About Amentum

Amentum is a global leader in advanced engineering and innovative technology solutions, trusted by the United States and its allies to address their most significant and complex challenges in science, security and sustainability. Our people apply undaunted curiosity, relentless ambition and boundless imagination to challenge convention and drive progress. Our commitments are underpinned by the belief that safety, collaboration and well-being are integral to success. Headquartered in Chantilly, Virginia, we have more than 53,000 employees in approximately 80 countries across all 7 continents. Visit us at **amentum.com** to learn how we advance the future together.

Forward-Looking Statements

This release contains statements that relate to future events and expectations and, as such, constitute “forward-looking statements” as that term is defined in the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Forward-looking statements may be characterized by terminology such as “believe,” “project,” “expect,” “anticipate,” “estimate,” “forecast,” “outlook,” “target,” “endeavor,” “seek,” “predict,” “intend,” “strategy,” “plan,” “may,” “could,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” or the negative thereof or variations thereon or similar terminology generally intended to identify forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any statements that address activities, events or developments that the Company intends, expects, projects, believes or anticipates will or may occur in the future.

Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others: changes in U.S. or global economic, financial, business and political conditions, including changes to governmental budgetary priorities; our ability to comply with the various procurement and other laws and regulations; risks associated with contracts with governmental entities; reviews and audits by the U.S. government and others; changes to our professional reputation and relationship with government agencies; the

occurrence of an accident or safety incident; the ability of the Company to control costs, meet performance requirements or contractual schedules, compete effectively or implement its business strategy; the ability of the Company to retain and hire key personnel, and retain and engage key customers and suppliers; the failure to realize the anticipated benefits of the 2024 transaction with Jacobs Solutions Inc.; potential liabilities associated with shareholder litigation or other settlements or investigations; evolving legal, regulatory and tax regimes; and other factors set forth under Item 1A, Risk Factors in the annual report on Form 10-K (the “Annual Report”), and from time to time in documents that we file with the SEC, including the Form S-1. The above list of factors is not exhaustive or necessarily in order of importance. For additional information on identifying factors that may cause actual results to vary materially from those stated in forward-looking statements, see the discussions under the section entitled “Risk Factors” in the Annual Report and in the Form S-1. Any forward-looking statement speaks only as of the date on which it is made, and we assume no obligation to update or revise such statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

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Source: Amentum