



NEWS RELEASE

Jacobs Announces Filing of Form 10 Registration Statement for Planned Spin-Off of Critical Mission Solutions and Cyber & Intelligence Businesses and Merger with Amentum

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DALLAS, July 16, 2024 /PRNewswire/ -- **Jacobs** (NYSE: J) has announced that a Form 10 has been publicly filed with the U.S. Securities and Exchange Commission ("SEC") for the **previously announced** planned spin-off of its Critical Mission Solutions and portions of its Divergent Solutions business, including the Cyber & Intelligence business. Filed under Amazon Holdco Inc., the Form 10 describes the spin-off and merger with Amentum Parent Holdings LLC ("Amentum"), to create a leading, publicly traded global engineering and technology solutions provider. The transaction is expected to close in the second half of the fourth quarter of fiscal year 2024. Upon closing, the combined company will be known as Amentum Holdings, Inc.

The information statement describes the separation and distribution and the merger in detail and contains important business and financial information about the businesses involved in the transaction. The Form 10 can be found via the following links:

<https://www.sec.gov/Archives/edgar/data/2011286/000119312524178835/d774986dex991.htm>

<http://invest.jacobs.com/Separation-Transaction-Updates>

Consistent with the Form 10 process, the filing is a step in an iterative process and additional information relating to Amazon Holdco Inc. upon separation from Jacobs will be filed in subsequent versions of the document.

Amentum intends to hold a Capital Markets Day, which will be webcast. Details regarding the Capital Markets Day, including date and time and how interested persons may participate, will be separately announced once finalized.

About Jacobs

At Jacobs, we're challenging today to reinvent tomorrow by solving the world's most critical problems for thriving cities, resilient environments, mission-critical outcomes, operational advancement, scientific discovery and cutting-edge manufacturing, turning abstract ideas into realities that transform the world for good. With approximately \$16 billion in annual revenue and a talent force of more than 60,000, Jacobs provides a full spectrum of professional services including consulting, technical, scientific and project delivery for the government and private sector. Visit [jacobs.com](https://www.jacobs.com) and connect with Jacobs on [Facebook](#), [Instagram](#), [LinkedIn](#) and [X](#).

About Amentum

Amentum is a leader in global engineering, project management and solutions integration, trusted to modernize government's most critical missions. Driven to create a safer, smarter, cleaner world, we innovate as a team of inventive doers passionate about making a difference. Underpinned by a strong culture of ethics, safety and inclusivity, Amentum is fiercely committed to operational excellence and successful execution. Visit at [amentum.com](https://www.amentum.com) to learn how we solve what's next.

Forward-Looking Statements

Certain statements contained in this communication constitute forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not directly relate to any historical or current fact. When used herein, words such as "expects," "anticipates," "believes," "seeks," "estimates," "plans," "intends," "future," "will," "would," "could," "can," "may," "target," "goal" and similar words are intended to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements we make concerning our plans to spin off and merge with Amentum the Critical Mission Solutions ("CMS") business and the Cyber & Intelligence portions of our Divergent Solutions ("DVS") business (hereinafter referred to collectively as the combined business or the combined company) in a proposed transaction that is intended to be tax-free to stockholders for U.S. federal income taxes purposes, Jacobs' and its stockholders respective ownership percentages in the combined company, the amount of cash proceeds and value to be derived by Jacobs from the transaction and the disposition of Jacobs' retained stake in the combined company, the expected timing, structure and tax treatment of the proposed transaction, our intent to maintain Jacobs' investment grade credit profile, the ability of the parties to complete the proposed transaction, the potential benefits and synergies of the proposed transaction, including future financial and operating results and strategic benefits, the description of the combined company's anticipated revenue, business and growth opportunities, and

the combined company's plans, objectives, expectations and intentions, legal, economic and regulatory conditions, and any assumptions underlying any of the foregoing. Although such statements are based on Jacobs' and Amentum's current estimates and expectations, and/or currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain, and you should not place undue reliance on such statements as actual results may differ materially. We caution the reader that there are a variety of risks, uncertainties and other factors that could cause actual results to differ materially from what is contained, projected or implied by our forward-looking statements. Such factors include uncertainties as to the structure and timing of the proposed transaction, the impact of the proposed transaction on Jacobs and the combined company if the proposed transaction is completed, the possibility that the proposed transaction may not qualify for the expected tax treatment, the ability to obtain all required regulatory approvals, the possibility that closing conditions for the proposed transaction may not be satisfied or waived, on a timely basis or otherwise, the risk that any consents or approvals required in connection with the proposed transaction may not be received, the risk that the proposed transaction may not be completed on the terms or in the time-frame expected by the parties, unexpected costs, charges or expenses resulting from the proposed transaction, business and management strategies and the growth expectations of the combined entity, risk relating to the combination and integration of the businesses and the ability to implement its business strategy and realize the expected benefits, including the ability to realize the estimated synergies, the inability of Jacobs and the combined entity to retain and hire key personnel, customers or suppliers while the proposed transaction is pending or after it is completed, as well as other factors that may impact Jacobs or the combined business, such as competition from existing and future competitors in its target markets, financial market risks that may affect Jacobs or the combined business, including by affecting Jacobs' or the combined business' access to capital, as well as general economic conditions, including inflation and the actions taken by monetary authorities in response to inflation, changes in interest rates and foreign currency exchange rates, changes in capital markets, the impact of a possible recession or economic downturn on our results, prospects and opportunities, and geopolitical events and conflicts, the risk that disruptions from the proposed transaction will impact the Jacobs' or Amentum's business, the risk that the separation of the businesses from Jacobs may be more difficult than expected, a possible decrease in the trading price of Jacobs' shares, as well as factors related to our business or detailed from time to time in Jacobs' reports filed with the SEC and in the Form 10 filed by Amazon Holdco Inc. with the SEC. The foregoing factors and potential future developments are inherently uncertain, unpredictable and, in many cases, beyond our control. For a description of these and additional factors that may occur that could cause actual results to differ from our forward-looking statements see our Annual Report on Form 10-K for the year ended September 29, 2023, and in particular the discussions contained therein under Item 1 - Business; Item 1A - Risk Factors; Item 3 - Legal Proceedings; and Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, our Quarterly Reports on Form 10-Q, as well as Jacobs' other filings with the SEC, and in the Form 10 filed by Amazon Holdco Inc. with the SEC, in particular the discussions contained therein under Risk Factors. Jacobs is not under any duty to update any of the forward-looking statements after the date of this presentation to conform to actual results, except as required by applicable law. We encourage

you to read carefully the risk factors, as well as the financial and business disclosures contained in our Annual Report on Form 10-K, our Quarterly Report on Form 10-Q and in other documents we file from time to time with the SEC.

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