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**FOR IMMEDIATE RELEASE**

**12 June 2025**

**Ricardo plc ("Ricardo" or the "Company")**

**Proposed Adjournment of Requisitioned General Meeting**

On 1 May 2025, the Board of Ricardo (the "**Board**") announced that it had received a notice from Science Group plc ("**Science Group**") and Ropemaker Nominees Limited (as the registered shareholder of Science Group's Ricardo shares) requisitioning a general meeting of the Company. On 21 May 2025 the Board announced that it had posted a circular to shareholders, which contained a notice of the requisitioned general meeting (the "**Requisitioned General Meeting**").

Following yesterday's announcement of a recommended final\* cash acquisition pursuant to which WSP Group Limited ("**WSP UK**"), or another wholly-owned subsidiary of WSP Global Inc. ("**WSP Global**"), will acquire the entire issued and to be issued share capital of Ricardo (the "**Acquisition**"), Science Group has notified the Company that its requisition notice has been withdrawn. In the light of this, the Board intends to propose a motion at the Requisitioned General Meeting that the meeting be adjourned indefinitely. A further announcement will be made in due course once the Requisitioned General Meeting has been formally adjourned.

The Requisitioned General Meeting will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW at 2:15 pm BST on 18 June 2025. In the light of the proposed adjournment, it is recommended that Ricardo shareholders do not attend the Requisitioned General Meeting although shareholders are welcome to do so if they so wish.

\*The financial terms of the Acquisition are final and will not be increased, except that WSP Global and WSP UK reserve the right to increase the Final Acquisition Price (being 430 pence per Ricardo share) where: (i) there is an announcement of a possible offer or a firm intention to make an offer for Ricardo by any third party; or (ii) the Panel on Takeovers and Mergers otherwise provides its consent (which will only be granted in wholly exceptional circumstances)

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**Important Notices**

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 Ricardo and no one else in connection with the Acquisition and shall not be responsible to anyone other than Ricardo 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.

Investec Bank plc ("**Investec**") is authorised by the Prudential Regulation Authority (the "**PRA**") and regulated in the United Kingdom by the PRA and the Financial Conduct Authority (the "**FCA**"). Investec is acting exclusively for Ricardo and no one else in connection with the Acquisition, the contents of this announcement or any other matters described in this announcement. Investec will not regard any other person as its client in relation to the Acquisition, the content of this announcement or any other matters described in this announcement and will not be responsible to anyone other than Ricardo for providing the protections afforded to its clients or for providing advice to any other person in relation to the Acquisition, the content of this announcement or any other matters referred to in this announcement. This announcement has been issued by and is the sole responsibility of Ricardo. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Investec or by any of its subsidiaries, branches or affiliates, or any person acting on its or their respective behalf's as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed to the fullest extent permissible by law.

**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.

### **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 Ricardo's website at <https://www.ricardo.com/en/investors> by no later than 12 noon (London time) on 12 June 2025. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.