

WOKINGHAM, England--(BUSINESS WIRE)--

Ferguson plc (the "**Company**") announces that, in continuation of its \$4.0 billion share repurchase program (the "**Program**"), it has entered into a non-discretionary arrangement (the "**Repurchase Agreement**") with its broker J.P. Morgan Securities LLC ("**JPMS**") commencing from June 10, 2024 and ending no later than September 26, 2024. JPMS, an independent third party, will make trading decisions concerning the timing of the purchases of the Company's shares independently of the Company. JPMS will carry out the instruction through the acquisition by JPMS, as agent on behalf of the Company, of ordinary shares in the Company.

The maximum pecuniary amount allocated to this tranche of the Program is \$235 million. The value of shares repurchased by the Company under the Program pursuant to the various arrangements entered into with its brokers will not, in aggregate, exceed \$4.0 billion.

The Company's shareholders generally authorized the Company to purchase up to a maximum of 20,398,372 of its ordinary shares at its Annual General Meeting held on November 28, 2023. Pursuant to such authority, the Company intends to continue purchasing shares under the Program. The aggregate number of shares acquired under such authority by the Company pursuant to the Program shall not exceed the maximum number of shares which the Company is authorized to purchase pursuant to such general authority. It is intended that any shares repurchased by the Company under the Program will be transferred into treasury.

The purpose of the Program is to reduce the capital of the Company. To the extent required, the Company may in the future use the repurchased shares to satisfy share awards. Any purchases of shares by the Company in relation to this tranche of the Program will be carried out on the New York Stock Exchange (in accordance with the terms of the arrangement entered into with JPMS) and in accordance with (and subject to the limits prescribed by) the Company's general authority to repurchase shares granted by its shareholders, the Market Abuse Regulation 596/2014 (as it forms part of UK law pursuant to the European Union (Withdrawal) Act 2018) and Rule 10b5-1 under the U.S. Securities Exchange Act of 1934, as amended.

In accordance with the terms of the Company's previously announced merger (the "**Merger**"), it is expected that as of 12:01 a.m. Eastern Time (5:01 a.m. U.K. Time) on August 1, 2024 (the "**Merger Effective Time**"), the Company will become a wholly-owned subsidiary of Ferguson Enterprises Inc., a newly incorporated corporation under the laws of Delaware ("**FEI**") and FEI will (in place of the Company) become the listed ultimate parent company of the Company and its subsidiaries. Accordingly, under the terms of the Repurchase Agreement, following the Merger Effective Time, FEI will assume all of the rights and obligations of the Company (and will, to the extent this tranche of the Program has not been completed by then, make purchases of its shares on the same terms) thereunder.

About Ferguson plc

Ferguson plc (NYSE: FERG; LSE: FERG) is a leading value-added distributor in North America providing expertise, solutions and products from infrastructure, plumbing and appliances to HVAC, fire, fabrication and more. We exist to make our customers' complex projects simple, successful and sustainable. Ferguson is headquartered in the U.K., with its operations and associates solely focused on North America and managed from Newport News, Virginia. For more information, please visit corporate.ferguson.com or follow us on LinkedIn linkedin.com/company/ferguson-enterprises.

Cautionary note regarding forward-looking statements

Certain information in this announcement is forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995, including with relation to the Program and its purpose and timetable and the Merger. Forward-looking statements cover all matters which are not historical facts and speak only as of the date on which they are made. Forward-looking statements can be identified by the use of forward-looking terminology such as "will," "intend," "may," or other variations or comparable terminology. Many factors could cause actual results to differ materially from those in such forward-looking statements, including, but not limited to: the Merger may be delayed, cancelled, suspended or terminated; the conditions to the completion of the Merger may not be satisfied; weakness in the economy, market trends, uncertainty and other conditions in the markets in which we operate, and other factors beyond our control, including disruption in the financial markets and any macroeconomic or other consequences of political unrest, disputes or war; failure to rapidly identify or effectively respond to direct and/or end customers' wants, expectations or trends, including costs and potential problems associated with new or upgraded information technology systems or our ability to timely deploy new omni-channel capabilities; unsuccessful execution of our operational strategies; adverse impacts caused by a public health crisis; and other risks and uncertainties set forth under the heading "Risk Factors" in our Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission ("SEC") on June 5, 2024, our Annual Report on Form 10-K filed with the SEC on September 26, 2023, and in other filings we make with the SEC in the future. Forward-looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Other than in accordance with our legal or regulatory obligations we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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