



NEWS RELEASE

# Ferguson Prices \$750 Million of Senior Unsecured Notes

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NEWPORT NEWS, Va.--(BUSINESS WIRE)-- On September 18, 2025, Ferguson Enterprises Inc. ("Ferguson") (NYSE: FERG; LSE: FERG) announced that it has priced a public offering (the "Offering") of \$750 million in aggregate principal amount of 4.350% senior unsecured notes due 2031 (the "Notes"). The obligations of Ferguson under the Notes will be fully and unconditionally guaranteed (the "Guarantee") by Ferguson UK Holdings Limited, an indirect subsidiary of Ferguson. Ferguson expects that the closing of the Offering will occur on September 22, 2025, subject to the satisfaction of customary closing conditions.

Ferguson intends to use the net proceeds from the sale of the Notes for general corporate purposes, which may include the repayment of existing indebtedness. J.P. Morgan Securities LLC, SMBC Nikko Securities America, Inc. and Barclays Capital Inc. are acting as joint book-running managers for the Offering.

The Offering of the Notes and the related Guarantee is being made pursuant to an effective shelf registration statement (including a prospectus and preliminary prospectus supplement) (File Nos. 333-282398 and 333-282398-01) filed with the U.S. Securities and Exchange Commission (the "SEC"). You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, any underwriter or any dealer participating in the Offering will arrange to send you the prospectus and the preliminary prospectus supplement (or, if available, the



prospectus supplement) if you request it by contacting J.P. Morgan Securities LLC at 1-212-834-4533, SMBC Nikko Securities America, Inc. at 1-888-868-6856 or Barclays Capital Inc. at 1-888-603-5847.

This press release shall not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, the Notes, the Guarantee or any other security. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

## 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, and involves risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed or implied by forward-looking statements. Forward-looking statements cover all matters which are not historical facts and include, without limitation, statements relating to the terms of the Notes, the anticipated use of the net proceeds from the Offering of the Notes, and the expected closing date of the Offering. Forward-looking statements can be identified by the use of forward-looking terminology, such as “intends,” “may,” “expects,” “anticipates,” “will,” or, in each case, their negative or other variations or comparable terminology. Forward-looking statements speak only as of the date on which they are made. They are not assurances of future performance and are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Therefore, you should not place undue reliance on any of these forward-looking statements. Although we believe that the forward-looking statements contained in this announcement are based on reasonable assumptions, you should be aware that many factors could cause actual results to differ materially from those contained in such forward-looking statements, including but not limited to: the conditions to the completion of the Notes offering may not be satisfied; weakness in the economy, market trends, uncertainty and other conditions in the markets in which we operate and the macroeconomic impact of factors beyond our control (including, among others, inflation/deflation, recession, labor and wage pressures, trade restrictions such as tariffs, sanctions and retaliatory countermeasures, interest rates, and geopolitical conditions) uncertainty and other conditions in the markets in which we operate, the other factors beyond our control, including disruption in the financial markets and any macroeconomic or other consequences of political unrest, disputes or war; and other risks and uncertainties set forth under the heading “Risk Factors” in the Annual Report on Form 10-K filed by Ferguson with the SEC on September 25, 2024, and in other filings Ferguson makes 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.

## About Ferguson

Ferguson (NYSE: FERG; LSE: FERG) is the largest value-added distributor serving the water and air specialized professional in our \$340B residential and non-residential North American construction market. We help make our customers' complex projects simple, successful and sustainable by providing expertise and a wide range of products and services from plumbing, HVAC, appliances, and lighting to PVF, water and wastewater solutions, and more. Headquartered in Newport News, Va., Ferguson has sales of \$30.8 billion (FY'25) and approximately 35,000 associates in over 1,700 locations.

## Investor Inquiries

Brian Lantz

Vice President, IR and Communications

+1 224 285 2410

Pete Kennedy

Director, Investor Relations

+1 757 603 0111

## Media Inquiries

Christine Dwyer

Senior Director, Communications and Public Relations

+1 757 469 5813

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