



Southwest Gas and Centuri Announce Pricing of Centuri Initial Public Offering and Concurrent Private Placement

April 17, 2024

LAS VEGAS and PHOENIX, April 17, 2024 /PRNewswire/ -- Southwest Gas Holdings, Inc. (NYSE: SWX) ("Southwest Gas") and Centuri Holdings, Inc. (NYSE: CTRI) ("Centuri"), a wholly owned subsidiary of Southwest Gas, today announced the pricing of Centuri's initial public offering (the "IPO") of 12,400,000 shares of Centuri's common stock at an initial public offering price of \$21.00 per share. In addition, Centuri has granted the underwriters a 30-day option to purchase up to an additional 1,860,000 shares of its common stock to cover over-allotments, if any. Centuri's common stock has been approved for listing on the New York Stock Exchange ("NYSE") under the symbol "CTRI" and is expected to begin trading on April 18, 2024. The IPO is expected to close on April 22, 2024, subject to the satisfaction or waiver of customary closing conditions.

In addition to the shares of Centuri's common stock sold in the IPO, Centuri announced that Icahn Partners and Icahn Partners Master Fund LP, investment entities affiliated with Carl C. Icahn, will purchase 2,591,929 shares of Centuri's common stock in a concurrent private placement at a price per share equal to the IPO price, for gross proceeds of approximately \$54.4 million. The concurrent private placement is expected to close immediately following the closing of the IPO and is subject to the satisfaction or waiver of customary closing conditions, including the completion of the IPO. The sale of these shares will not be registered under the Securities Act of 1933, as amended (the "Securities Act"). The closing of the IPO is not conditioned upon the closing of the private placement.

The net proceeds to Centuri from the IPO and the concurrent private placement, after deducting underwriting discounts and commissions and estimated offering expenses payable by Centuri, are expected to be approximately \$292.6 million, excluding any exercise of the underwriters' option to purchase additional shares to cover over-allotments. Centuri intends to use the net proceeds from the IPO and the concurrent private placement to repay amounts under Centuri's revolving credit facility and under Centuri's term loan and the remainder for general corporate purposes.

UBS Investment Bank, BofA Securities and J.P. Morgan are acting as joint lead book-running managers for the IPO. Wells Fargo Securities is acting as a book-running manager for the IPO. Baird, KeyBanc Capital Markets and Siebert Williams Shank are acting as co-managers for the IPO.

A registration statement on Form S-1 relating to the offering has been filed with and declared effective by the U.S. Securities and Exchange Commission (the "SEC"). The IPO will be made only by means of a prospectus, copies of which may be obtained, when available, from the SEC at www.sec.gov, and from: UBS Securities LLC, Attn: Prospectus Department, 1285 Avenue of the Americas, New York, NY 10019 or email: ol-prospectusrequest@ubs.com; BofA Securities, Attention: Prospectus Department, NC1-022-02-25, 201 North Tryon Street, Charlotte, North Carolina 28255-0001 or by email at dg.prospectus_requests@bofa.com; or J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at 866-803-9204 or by email at prospectus-req_fi@jpmorganchase.com.

This press release does not constitute an offer to sell or the 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 offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act.

About Southwest Gas

Southwest Gas Holdings, Inc., through its subsidiaries, engages in the business of purchasing, distributing and transporting natural gas, and providing comprehensive utility infrastructure services across North America. Southwest Gas Corporation is a dynamic energy company committed to exceeding the expectations of over 2 million customers throughout Arizona, Nevada, and California by providing safe and reliable service while innovating sustainable energy solutions to fuel the growth in its communities.

About Centuri

Centuri Holdings, Inc. is a strategic utility infrastructure services company that partners with regulated utilities to build and maintain the energy network that powers millions of homes and businesses across the United States and Canada.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include, without limitation, statements regarding Southwest Gas's and Centuri's expectations or intentions regarding the future. These forward-looking statements can often be identified by the use of words such as "will", "predict", "continue", "forecast", "expect", "believe", "anticipate", "outlook", "could", "target", "project", "intend", "plan", "seek", "estimate", "should", "may" and "assume", as well as variations of such words and similar expressions referring to the future, and include (without limitation) statements regarding expectations with respect to the closing of the IPO, the concurrent private placement and the trading of Centuri's stock on the NYSE, whether the underwriters will exercise their option to purchase additional shares, and the percentage of shares to be held by Southwest Gas following the IPO. A number of important factors affecting the business and financial results of Southwest Gas and/or Centuri could cause actual results to differ materially from those stated in the forward-looking statements. These factors include, but are not limited to, the timing and impact of executing (or not executing) on strategic alternatives, including the separation of Centuri, the timing and amount of rate relief, changes in rate design, customer growth rates, the effects of regulation/deregulation, tax reform and related regulatory decisions, the impacts of construction activity at Centuri, the potential for, and the impact of, a credit rating downgrade, future earnings trends, inflation, interest rates, sufficiency of labor markets and similar resources, seasonal patterns, current and future litigation, and the impacts of stock market volatility. Factors that could cause actual results to differ also include (without limitation) those discussed in Southwest Gas's and Centuri's respective filings, including Southwest Gas's most recent Annual Report on Form 10-K under the heading "Risk Factors" and "Quantitative and Qualitative Disclosure about Market Risk" and in Southwest Gas's and Southwest Gas Corporation's current and periodic reports, including Quarterly Reports on Form 10-Q, filed from time to time with

the SEC. The statements in this press release are made as of the date of this press release, even if subsequently made available by Southwest Gas and/or Centuri as on its website or otherwise. Southwest Gas and Centuri do not assume any obligation to update the forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future developments, or otherwise.



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HOLDINGS



Centuri

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SOURCE Southwest Gas Holdings, Inc.

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