

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of the earliest event reported): June 6, 2024

SNAP ONE HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State of
Incorporation)

001-40683
(Commission
File Number)

82-1952221
(I.R.S. Employer
Identification Number)

1800 Continental Boulevard, Suite 200
Charlotte, North Carolina 28273
(Address of principal executive offices and zip code)

(704) 927-7620
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading symbol:	Name of each exchange on which registered:
Common stock, par value \$0.01 per share	SNPO	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS

Supplement to Definitive Information Statement

On April 14, 2024, Snap One Holdings Corp., a Delaware corporation (“Snap One”), entered into an Agreement and Plan of Merger (the “Merger Agreement”), with Resideo Technologies, Inc., a Delaware corporation (“Resideo”), and Pop Acquisition Inc., a Delaware corporation and a wholly owned subsidiary of Resideo (“Merger Sub”), pursuant to which, subject to the terms and conditions of the Merger Agreement, Merger Sub will merge with and into Snap One, with Snap One continuing as the surviving corporation (the “Surviving Corporation”) and a wholly owned subsidiary of Resideo (the “Merger”).

The board of directors of Snap One (the “Board”) unanimously approved the Merger Agreement and the transactions contemplated thereby. Following execution of the Merger Agreement on April 14, 2024, in lieu of filing a proxy statement and holding a stockholders’ meeting, stockholders holding in aggregate approximately 72% of the issued and outstanding shares of Snap One’s common stock duly executed and delivered to Resideo an irrevocable written consent, adopting and approving the Merger Agreement and the transactions contemplated thereby, including the Merger (the “Written Consent”).

This is a supplement to the definitive information statement on Schedule 14C filed by Snap One with the Securities and Exchange Commission (the “SEC”) on May 24, 2024 (the “Definitive Information Statement”) that was mailed to the holders of Snap One’s common stock describing the pending Merger and containing the information with respect to the Merger specified in Schedule 14C promulgated under the Securities Exchange Act of 1934, as amended, and containing notices required under Delaware law.

Snap One makes the disclosures below to supplement those contained in the Definitive Information Statement. In doing so, Snap One does not admit the legal necessity or materiality under applicable laws of any of the disclosures set forth herein. The following supplemental disclosures should be read in conjunction with the Definitive Information Statement, which should be read in its entirety. The inclusion in this supplement to the Definitive Information Statement of certain information should not be regarded as an indication that Snap One or any of its affiliates, directors, officers or other representatives, or any other recipient of this information, considered, or now considers, it to be material, and such information should not be relied upon as such. Unless otherwise defined, capitalized terms used below shall have the meanings set forth in the Definitive Information Statement.

Background of the Merger

The disclosure appearing in the sixth paragraph on page 18 of the Definitive Information Statement after the heading “*Background of the Merger*” is hereby supplemented by inserting the following sentence after the second sentence of the sixth paragraph:

On July 6, 2022, the Company executed a confidentiality agreement with Resideo containing customary provisions, including standstill provisions that would fall away upon entry into a definitive transaction agreement.

The disclosure appearing in the fourth paragraph on page 24 of the Definitive Information Statement after the heading “*Background of the Merger*” is hereby amended and supplemented by replacing the last sentence of the fourth paragraph with the following:

The proposal also indicated that Resideo expected H&F (as majority stockholder) to deliver an irrevocable written consent approving the proposed transaction and requested sixty days of exclusivity to complete its diligence on the Company and finalize transaction terms.

The disclosure appearing in the fifth paragraph on page 27 of the Definitive Information Statement after the heading “*Background of the Merger*” is hereby amended and supplemented by replacing clause (vi) with the following:

(vi) the timing for delivery of the irrevocable written consent by H&F for purposes of approving the transactions contemplated by the merger agreement;

The disclosure appearing in the second paragraph on page 29 of the Definitive Information Statement after the heading “*Background of the Merger*” is hereby amended and supplemented by replacing the last sentence of the second paragraph with the following:

Shortly after execution of the merger agreement, H&F delivered its approval of the transaction contemplated by the merger agreement via an irrevocable written consent.

The Definitive Information Statement is hereby supplemented by the full text of the Written Consent, which is attached as Exhibit 99.1 to Snap One’s Current Report on Form 8-K filed on June 6, 2024.

Opinion of Moelis

The disclosures appearing in the first table on page 36 of the Definitive Information Statement after the heading “*Selected Publicly Traded Companies Analysis*” are hereby amended and restated with the following:

	Total Enterprise Value	TEV/Adj. EBITDA	
		2024E	2025E
<i>(\$ in millions)</i>			
<u>Selected Connected Home Companies</u>			
Legrand S.A. (“ <i>Legrand</i> ”)	\$ 29,137	14.7x	13.9x
Logitech International S.A.	\$ 12,325	17.5x	15.6x
Ubiquiti Inc.	\$ 7,698	13.6x	12.1x
Alarm.com Holdings, Inc.	\$ 3,451	21.3x	19.8x
Sonos, Inc. (“ <i>Sonos</i> ”)	\$ 2,055	12.4x	9.4x
<u>Selected Residential / Commercial Product Distribution Companies</u>			
Watsco, Inc.	\$ 17,991	20.4x	18.3x
Pool Corporation	\$ 15,860	20.0x	18.3x
SiteOne Landscape Supply, Inc.	\$ 8,278	18.9x	17.2x
Beacon Roofing Supply, Inc.	\$ 9,075	9.6x	9.1x
<u>Selected Technology / Electronics Distribution Companies</u>			
CDW Corporation	\$ 38,855	17.4x	16.2x
WESCO International, Inc.	\$ 13,574	7.9x	7.4x
Arrow Electronics, Inc.	\$ 10,514	7.9x	6.5x
Rexel S.A.	\$ 10,121	7.1x	6.8x
Avnet, Inc.	\$ 7,603	7.9x	7.0x
Resideo	\$ 4,045	7.0x	6.3x
The Company (Wall Street Research)	\$ 1,211	9.7x	8.9x
The Company (Management)	\$ 1,211	9.3x	7.8x

The disclosures appearing in the first table on pages 37 and 38 of the Definitive Information Statement after the heading “*Selected Precedent Transactions Analysis*” are hereby amended and restated with the following:

Announcement Date	Target	Acquirer	Group	Total Enterprise Value (\$ in billions)	TEV/LTM EBITDA
May 2023	Wasco Holding B.V.	Rexel S.A.	Distribution	\$ 0.5	9.2x
December 2022	Vivint Smart Home, Inc.	NRG Energy, Inc.	Product	\$ 5.2	7.2x
November 2022	Somfy SA	Despatre Family	Product	\$ 4.7	13.1x
February 2022	Sound United, LLC	Masimo Corporation	Product	\$ 1.0	8.2x
February 2022	First Alert, Inc.	Resideo Technologies, Inc.	Product	\$ 0.5	9.9x
December 2021	Hunter Douglas N.V.	3G Capital Partners LP	Product	\$ 7.1	8.1x
March 2021	Tech Data Corporation	SYNNEX Corporation	Distribution	\$ 7.2	8.4x
January 2020	Anixter International Inc.	WESCO International, Inc.	Distribution	\$ 4.4	9.6x
November 2019	Tech Data Corporation	Apollo Global Management, Inc.	Distribution	\$ 5.7	6.9x
May 2019	Control4 Corporation	Snap One Holdings Corp. (f/k/a Wirepath Home Systems, LLC) / Hellman & Friedman LLC	Product	\$ 0.6	13.0x
June 2019	PCM, Inc.	Insight Enterprises, Inc.	Distribution	\$ 0.6	9.0x
November 2018	ARRIS International plc	CommScope Holding Company, Inc.	Product	\$ 7.4	8.7x
February 2018	Avigilon Corporation	Motorola Solutions, Inc.	Product	\$ 1.0	16.5x
November 2016	Harman International Industries, Incorporated	Samsung Electronics Co., Ltd.	Product	\$ 8.3	9.8x
April 2016	Rovi Corporation	TiVo Inc.	Product	\$ 1.3	11.1x
August 2014	Tri-Northern Acquisition Holdings, Inc.	Anixter International Inc.	Distribution	\$ 0.4	11.7x
<u>All Selected Precedent Product Transactions</u>					
Median (Product)				\$ 3.0	9.9x
Mean (Product)				\$ 3.7	10.6x
<u>All Selected Precedent Distribution Transactions</u>					
Median (Distribution)				\$ 2.5	9.4x
Mean (Distribution)				\$ 2.8	9.4x
<u>All Selected Precedent Transactions</u>					
Overall Median				\$ 4.4	9.6x
Overall Mean				\$ 3.7	10.1x

The disclosures appearing in the second sentence of the first paragraph on page 39 of the Definitive Information Statement after the heading “*Discounted Cash Flow Analysis*” is replaced with the following sentence:

In performing its discounted cash flow analysis, Moelis applied a range of discount rates of 11.5% to 14.0%, using its professional judgment as to the Company's estimated weighted average cost of capital.

The disclosure appearing in the second sentence of the second paragraph on page 39 of the Definitive Information Statement after the heading "*Discounted Cash Flow Analysis*" is replaced with the following sentence:

Moelis selected the terminal multiple range based on the foregoing and using its professional judgment, and noted that the selected terminal multiple range was informed by the current trading multiple for the Company, as well as such trading multiples for each of Resideo, Legrand and Sonos.

Opinion of J.P. Morgan Securities LLC

The disclosures appearing on page 43 of the Definitive Information Statement after the heading "*Public Trading Multiples Analysis*" are hereby supplemented by inserting the following table below the third paragraph:

Selected Companies	FV/24E Adjusted EBITDA
Legrand S.A.	14.2x
Resideo	6.9x
Sonos, Inc.	12.0x

The disclosures appearing in the table on page 44 of the Definitive Information Statement after the heading "*Selected Transaction Analysis*" are hereby amended and restated with the following:

Announcement Month and Year	Acquiror	Target	FV/LTM Adjusted EBITDA
<u>Smart Living</u>			
May 2019	Wirepath Home Systems, LLC d/b/a SnapAV	Control4 Corporation	13.0x
February 2022	Resideo Technologies, Inc.	First Alert, Inc.	9.9x
February 2022	Masimo Corporation	Viper Holdings Corporation d/b/a Sound United, LLC	8.2x
<u>Distribution</u>			
August 2014	Anixter Inc.	Tri-Northern Acquisition Holdings, Inc.	11.7x
June 2019	Insight Enterprises, Inc.	PCM, Inc.	9.0x
January 2020	WESCO International, Inc.	Anixter International Inc.	9.6x
November 2020	American Securities LLC	Foundation Building Materials, Inc.	8.3x
December 2020	American Securities LLC	Beacon Roofing Supply, Inc.	11.6x
January 2021	Clayton, Dubilier & Rise, LLC	Wolseley UK Limited	11.4x
September 2021	TopBuild Corp.	DI Super Holdings, Inc.	12.9x
September 2021	Specialty Building Products, LLC	Reeb Millwork Corporation	11.7x
May 2022	Beijer Ref AB (publ)	Heritage Distribution Holdings	13.4x
March 2023	Distribution Solution Group, Inc.	HIS Company, Inc.	9.4x
May 2023	Rexel S.A.	Wasco Holding B.V.	9.2x
July 2023	TopBuild Corp.	SPI LLC d/b/a Specialty Products & Insulation	12.5x

Cautionary Statement Regarding Forward-Looking Statements

This report contains “forward-looking statements” within the meaning of the federal securities laws. All statements, other than statements of fact, that address activities, events or developments that we or our management intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Although we believe forward-looking statements are based upon reasonable assumptions, such statements involve known and unknown risks, uncertainties, and other factors, which may cause the actual results or performance of each company to be materially different from any future results or performance expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, (1) the ability of the conditions to the closing of the Merger being timely satisfied and the consummation of the Merger, (2) the ability of Snap One and/or Resideo to drive increased customer value and financial returns and enhance strategic and operational capabilities, (3) the ability to integrate the Snap One business into Resideo and realize the anticipated strategic benefits of the transaction, including the anticipated operational and strategic benefits of the transaction, (4) the ability to recognize the expected savings from, and the timing and impact of, existing and anticipated cost reduction actions, (5) the likelihood of continued success of our transformation programs and initiatives, and (6) the other risks described under the headings “Risk Factors” and “Cautionary Statement Concerning Forward-Looking Statements” in Snap One’s Annual Report on Form 10-K for the fiscal year ended December 29, 2023 and the other risks described under the headings “Risk Factors” and “Cautionary Statement Concerning Forward-Looking Statements” in Resideo’s Annual Report on Form 10-K for the year ended December 31, 2023 and such other periodic filings as each of Snap One and Resideo makes from time to time with the Securities and Exchange Commission (SEC). You are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements are not guarantees of future performance, and actual results, developments, and business decisions may differ from those envisaged by our forward-looking statements. Except as required by law, we undertake no obligation to update such statements to reflect events or circumstances arising after the date of this press release, and we caution investors not to place undue reliance on any such forward-looking statements.

Additional Information and Where to Find It

This communication is being made in respect of the pending Merger involving Snap One and Resideo. Snap One filed the Definitive Information Statement for its stockholders containing the information with respect to the Merger specified in Schedule 14C promulgated under the Exchange Act and describing the pending Merger. The Definitive Information Statement has been mailed to Snap One’s stockholders. INVESTORS ARE URGED TO CAREFULLY READ THE DEFINITIVE INFORMATION STATEMENT, AS SUPPLEMENTED BY THIS REPORT, REGARDING THE PENDING MERGER (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PENDING MERGER.

Snap One’s stockholders may obtain free copies of the documents we file with the SEC through the Investors Relations portion of Snap One’s website at investors.snapone.com under the link “Reports and Filings” and then under the link “SEC Filings” or by contacting Snap One’s Investor Relations Department by (a) mail at 1355 W. Innovation Way, Suite 125, Lehi, UT 84043, (b) telephone at (949) 574-3860, or (c) e-mail at IR@snapone.com.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No. **Description**

99.1* Written Consent of Certain Stockholders of Snap One Holdings Corp., dated as of April 14, 2024.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Snap One agrees to furnish supplementally a copy of any omitted schedule or exhibit to the Securities and Exchange Commission upon request.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on this 6th day of June, 2024.

SNAP ONE HOLDINGS CORP.

By: /s/ Michael Carlet

Name: Michael Carlet

Title: Chief Financial Officer

**WRITTEN CONSENT OF
CERTAIN STOCKHOLDERS OF SNAP ONE HOLDINGS CORP.**

**Pursuant to Section 228 of the
General Corporation Law of the State of Delaware**

Pursuant to Section 228 of the Delaware General Corporation Law (the “DGCL”) and the Third Amended and Restated Certificate of Incorporation and the Second Amended and Restated Bylaws of Snap One Holdings Corp., a Delaware corporation (the “Company”), each of the undersigned (each, a “Stockholder” and collectively, the “Stockholders”), in its capacity as holder of the number of shares of common stock, par value \$0.01 per share, of the Company (“Company Common Stock”) set forth opposite its name on Schedule 1 hereto, solely for itself and not for or on behalf of any other Stockholder or holder of Company Common Stock and not as part of any group within the meaning of Rule 13d-3 promulgated pursuant to the Securities Exchange Act of 1934, as amended, does hereby irrevocably consent to the adoption of the following resolutions without the necessity of a meeting of the stockholders of the Company. Each capitalized term used but not defined in this written consent (this “Written Consent”) shall have the meaning ascribed to such term in the Merger Agreement (as defined below).

Adoption of the Merger Agreement

WHEREAS, the Board of Directors of the Company (the “Board”) has (i) determined that (A) the Agreement and Plan of Merger, dated as of April 14, 2024, among the Company, Resideo Technologies, Inc., a Delaware corporation (“Parent”) and Pop Acquisition, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (“Merger Sub”), which is attached hereto as Exhibit A (together with all exhibits and schedules thereto, the “Merger Agreement”), pursuant to which, among other things, Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation as a wholly-owned subsidiary of Parent (the “Merger”), and (B) the Merger and the other transactions contemplated by the Merger Agreement, in each case on the terms and subject to the conditions set forth in the Merger Agreement, are in the best interests of the Company and its stockholders, (ii) approved and declared advisable the Merger Agreement and the transactions contemplated thereby, including the Merger, in each case on the terms and subject to the conditions set forth in the Merger Agreement, (iii) recommended that the holders of Company Common Stock adopt this Agreement and (iv) directed that the Merger Agreement be submitted to the Company’s stockholders for adoption by the Company’s stockholders entitled to vote thereon;

WHEREAS, the Merger Agreement was executed by the parties thereto on April 14, 2024;

WHEREAS, the Merger Agreement provides that each share of Company Common Stock issued and outstanding immediately prior to the Effective Time (other than Excluded Shares, Appraisal Shares and Company Restricted Shares) shall be cancelled and shall be converted automatically into the right to receive the Merger Consideration as of the Effective Time;

WHEREAS, each Stockholder has reviewed the Merger Agreement and such other information as it believed necessary to make an informed decision concerning its vote on the adoption of the Merger Agreement, and such Stockholder has had the opportunity to consult with its own legal, tax and/or financial advisor(s) regarding the consequences to it of the Merger, the Merger Agreement and the execution of this Written Consent;

WHEREAS, each Stockholder desires to waive any rights to appraisal of the fair value of such Stockholder’s shares of Company Common Stock and rights to dissent from the Merger that such Stockholder may have, whether pursuant to the DGCL or otherwise;

WHEREAS, pursuant to Section 251 of the DGCL, the Merger Agreement must be adopted by the holders of the majority of the issued and outstanding shares of Company Common Stock entitled to vote thereon;

WHEREAS, the Stockholders collectively hold, are entitled to dispose of, and are unilaterally entitled to vote, a majority of the issued and outstanding shares of Company Common Stock; and

WHEREAS, upon the execution and delivery of this Written Consent, the “Written Consent” shall have been obtained in accordance with Sections 228 and 251 of the DGCL.

NOW, THEREFORE, BE IT:

RESOLVED, that the Merger Agreement and the transactions and agreements contemplated thereby, including the Merger, be, and the same hereby are, adopted and approved by each Stockholder in all respects; and be it

FURTHER RESOLVED, that, in connection with the Merger, each Stockholder, as to itself only, (i) acknowledges that such Stockholder is aware of such Stockholder's dissenters' rights, appraisal rights or similar rights pursuant to Section 262 of the DGCL, (ii) acknowledges that such Stockholder has received all information required to make an informed decision whether to accept the Merger Consideration as set forth in the Merger Agreement or to seek appraisal rights, dissenters' rights or similar rights in connection with the Merger and the other transactions contemplated by the Merger Agreement, and (iii) irrevocably and unconditionally waives, and agrees not to assert or perfect, any rights of appraisal or rights to dissent in connection with the Merger that such Stockholder may have under applicable law (including Section 262 of the DGCL arising in connection with the Merger and the other transactions contemplated by the Merger Agreement); and be it

FURTHER RESOLVED, that Parent may rely upon the foregoing waivers and agreements as being binding in all respects against each Stockholder.

Each Stockholder hereby waives compliance with any and all notice requirements imposed by the DGCL, the Third Amended and Restated Certificate of Incorporation of the Company, the Second Amended and Restated Bylaws of the Company, the Stockholders Agreement by and among the Company and certain holders of Company Common Stock, dated as of July 27, 2021, and any other applicable Law. This Written Consent is effective upon execution and may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. When executed by any of the Stockholders, such holder's counterpart to this Written Consent shall be delivered to Parent in accordance with Section 6.01 of the Merger Agreement. Each Stockholder acknowledges and agrees that the consents set forth herein are irrevocable and shall remain in full force and effect in accordance with its terms; provided, however, that this Written Consent shall terminate automatically and be of no further force or effect following any valid termination of the Merger Agreement in accordance with its terms.

This Written Consent shall be governed by, and construed in accordance with, the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

Each of the parties hereto hereby irrevocably submits to the exclusive jurisdiction of the Court of Chancery of the State of Delaware (or, only if such court declines to accept jurisdiction over a particular matter, then in the United States District Court for the District of Delaware or, if jurisdiction is not then available in the United States District Court for the District of Delaware (but only in such event), then in any Delaware state court sitting in New Castle County) and any appellate court from any of such courts (the "Chosen Courts") for the purpose of any Proceeding arising out of or relating to this Written Consent or the transactions contemplated hereby, and each of the parties hereby irrevocably agrees that all claims with respect to such Proceeding may be heard and determined exclusively in such court. Each of the parties hereto (i) consents to submit itself to the personal jurisdiction of the Chosen Courts in the event any Proceeding arises out of this Written Consent or the transactions contemplated hereby, (ii) agrees that it will not attempt to deny or defeat such personal jurisdiction by motion or other request for leave from any such court, (iii) irrevocably consents to the service of process in any Proceeding arising out of or relating to this Written Consent or the transactions contemplated hereby, on behalf of itself or its property, to the addresses on the record books of the Company (provided, that nothing in this paragraph shall affect the right of any party to serve legal process in any other manner permitted by Law) and (iv) agrees that it will not bring any Proceeding relating to this Written Consent or the transactions contemplated hereby in any court other than the Chosen Courts. The parties hereto agree that a final trial court judgment in any such Proceeding shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by Law. The foregoing shall not restrict any party's right to seek any post-judgment relief regarding, or any appeal from, such final trial court judgment, or to bring suit for the recognition or enforcement of any judgment obtained in any Chosen Court.

[The remainder of this page was intentionally left blank.]

IN WITNESS WHEREOF, each Stockholder has executed this Written Consent on the date first set forth opposite its name below.

HELLMAN & FRIEDMAN CAPITAL PARTNERS VIII, L.P.

By: Hellman & Friedman Investors VIII, L.P., its General Partner

By: H&F Corporate Investors VIII, Ltd., its General Partner

Date: April 14, 2024

By: /s/ Jacob Best

Name: Jacob Best

Title: Vice President

**HELLMAN & FRIEDMAN CAPITAL PARTNERS VIII (PARALLEL),
L.P.**

By: Hellman & Friedman Investors VIII, L.P., its General Partner

By: H&F Corporate Investors VIII, Ltd., its General Partner

Date: April 14, 2024

By: /s/ Jacob Best

Name: Jacob Best

Title: Vice President

[Signature Page to Written Consent]

HFCP VIII (PARALLEL-A), L.P.

By: Hellman & Friedman Investors VIII, L.P., its General Partner

By: H&F Corporate Investors VIII, Ltd., its General Partner

Date: April 14, 2024

By: /s/ Jacob Best

Name: Jacob Best

Title: Vice President

H&F EXECUTIVES VIII, L.P.

By: Hellman & Friedman Investors VIII, L.P., its General Partner

By: H&F Corporate Investors VIII, Ltd., its General Partner

Date: April 14, 2024

By: /s/ Jacob Best

Name: Jacob Best

Title: Vice President

H&F ASSOCIATES VIII, L.P.

By: Hellman & Friedman Investors VIII, L.P., its General Partner

By: H&F Corporate Investors VIII, Ltd., its General Partner

Date: April 14, 2024

By: /s/ Jacob Best

Name: Jacob Best

Title: Vice President

[Signature Page to Written Consent]

H&F COPPER HOLDINGS VIII, L.P.

By: H&F Copper Holdings VIII GP, LLC, its General Partner

By: Hellman & Friedman Capital Partners VIII, L.P., its Managing Member

By: Hellman & Friedman Investors VIII, L.P., its General Partner

By: H&F Corporate Investors VIII, Ltd., its General Partner

Date: April 14, 2024

By: /s/ Jacob Best

Name: Jacob Best

Title: Vice President

[Signature Page to Written Consent]

Schedule 1

Name of Stockholder	Company Common Stock beneficially owned
Hellman & Friedman Capital Partners VIII, L.P.	23,854,976
Hellman & Friedman Capital Partners VIII (Parallel), L.P.	10,706,163
HFCP VIII (Parallel-A) L.P.	2,023,312
H&F Executives VIII, L.P.	607,517
H&F Associates VIII, L.P.	124,638
H&F Copper Holdings VII, L.P.	18,107,829

Exhibit A

Merger Agreement

[Intentionally omitted]
