

HILL INTERNATIONAL TO BE ACQUIRED BY GLOBAL INFRASTRUCTURE SOLUTIONS INC. FOR \$2.85 PER SHARE

August 16, 2022

Hill International, Inc. (NYSE:HIL) (“Hill” or the “Company”), delivering the infrastructure of change, announced today it has entered into a definitive merger agreement with Global Infrastructure Solutions Inc. (GISI), the largest privately owned construction manager in the commercial building, industrial and healthcare markets, and a leading project/construction manager in the environmental and public infrastructure sectors.

Under the terms of the merger agreement, GISI will commence an all-cash tender offer to acquire 100% of the issued and outstanding shares of Hill for \$2.85 in cash per share, representing a premium of 62.8% to Hill’s closing share price on August 16, 2022. Following the successful completion of the tender offer, GISI will acquire all remaining shares not tendered in the tender offer through a second-step merger at the same price, making Hill a privately held company under the GISI banner. The transaction values Hill International share capital at \$173 million.

Hill International CEO Raouf Ghali said of the decision to join GISI: “Since our founding in 1976, Hill has grown into an industry-leading program, project, and construction management company. By joining the GISI family of companies, Hill will be well-positioned to continue to take advantage of the opportunities the industry offers while concurrently enhancing the quality of our client services thanks to GISI’s focus on long-term success.”

“We are confident this decision aligns with Hill’s mission and brings value to our clients, our professionals, and our investors,” Ghali added. “And I would personally like to thank our Board of Directors for their confidence and support in our management team during my tenure as CEO of our company.”

GISI President and Chief Executive Officer Rick Newman stated: “Hill International has been a leader in the program, project, and construction management space for nearly 50 years, delivering infrastructure projects from New York City to Abu Dhabi and everywhere in between. Their uniqueness as a for-fee-only management firm, combined with their technical and managerial expertise, makes the company a welcome addition to the GISI family. We’re excited to bring aboard Raouf and the entire Hill team.”

Link to original press release:

<https://ir.hillintl.com/news-releases/news-release-details/hill-international-be-acquired-global-infrastructure-solutions>