\$2,100,000,000

**CREDIT AGREEMENT** 

dated as of May 28, 2021

among

MAXIMUS, INC., as the Borrower,

The Lenders from time to time party hereto,

JPMORGAN CHASE BANK, N.A., as Administrative Agent, Collateral Agent and Issuing Lender,

JPMORGAN CHASE BANK, N.A., BOFA SECURITIES, INC., TRUIST SECURITIES INC.

and

WELLS FARGO SECURITIES, LLC as Joint Lead Arrangers and Joint Bookrunners,

BANK OF AMERICA, N.A.,
TRUIST BANK,
WELLS FARGO BANK, N.A.,
FIFTH THIRD BANK, NATIONAL ASSOCIATION,
HSBC BANK USA, N.A.,
TD BANK, N.A.

u.S. BANK NATIONAL ASSOCIATION
as Co-Syndication Agents,

and

CAPITAL ONE, N.A and BMO HARRIS BANK N.A. as Co-Documentation Agents

## TABLE OF CONTENTS

<u>PAGE</u>

SEC	TION 1. DEFINITIONS	1
1.1	Defined Terms	1
1.2	Other Definitional Provisions	59
1.3	Pro Forma Calculations	59
1.4	Additional Alternative Currencies	61
1.5	Exchange Rates; Currency Equivalents	62
1.6	Accounting Terms and Determination	63
1.7	Letter of Credit Amounts	63
1.8	Interest Rates; LIBOR Notification	63
1.9	Application of Multiple Relevant Provisions	64
1.10	Divisions	65
SEC	TION 2. AMOUNT AND TERMS OF COMMITMENTS	65
2.1	Term Commitments	65
2.2	Procedure for Initial Term Loan Borrowing	66
2.3	Repayment of Term Loans	66
2.4	Revolving Commitments	66
2.5	Procedure for Revolving Loan Borrowing	67
2.6	Swing Line Loans	68
2.7	Defaulting Lenders	71
2.8	Repayment of Loans	72
2.9	Commitment Fees, etc	72
2.10	Termination or Reduction of Revolving Commitments	73
2.11	Optional Prepayments	73
2.12	Mandatory Prepayments	74
2.13	Conversion and Continuation Options	77
2.14	Minimum Amounts and Maximum Number of Term Benchmark Tranches	78
2.15	Interest Rates and Payment Dates	78
2.16	Computation of Interest and Fees	79
2.17	Alternate Rate of Interest	79
2.18	Pro Rata Treatment and Payments	83
2.19	Requirements of Law	85
2.20	Taxes	86
2.21	Indemnity	89
2.22	Illegality	90
2.23	Change of Lending Office	91
2.24	Replacement of Lenders	91
2.25	Incremental Loans	92
2.26	Extension of Term Loans and Revolving Commitments	94
2.27	Permitted Debt Exchanges	97
SEC	TION 3. LETTERS OF CREDIT	99
3.1	L/C Commitment	99
3.2	Procedure for Issuance of Letter of Credit	99

\_<u>i</u>\_

**Execution Version** 

3.3	Fees and Other Charges	100
3.4	L/C Participations	100
3.5	Reimbursement Obligation of the Borrower	102
3.6	Obligations Absolute	102
3.7	Letter of Credit Payments	103
3.8	Applications	103
3.9	Applicability of ISP and UCP	103
SEC	TION 4. REPRESENTATIONS AND WARRANTIES	103
4.1	Financial Condition	103
4.2	No Change	103
4.3	Existence; Compliance with Law	103
4.4	Corporate Power; Authorization; Enforceable Obligations	104
4.5	No Legal Bar	104
4.6	No Material Litigation	105
4.7	No Default	105
4.8	Ownership of Property; Liens	105
4.9	Intellectual Property	105
4.10	Taxes	105
4.11	Federal Regulations	105
4.12	ERISA	106
4.13	Investment Company Act	106
4.14	Subsidiaries	106
4.15	Environmental Matters	107
4.16	Accuracy of Information, etc	107
4.17	Security Documents	107
4.18	Solvency	108
4.19	Anti-Terrorism	108
SEC	TION 5. CONDITIONS PRECEDENT	108
5.1	Conditions to Initial Extension of Credit	108
5.2	Conditions to Each Revolving Loan Extension of Credit After Closing Date	111
SEC	TION 6. AFFIRMATIVE COVENANTS	111
6.1	Financial Statements	111
6.2	Certificates; Other Information	112
6.3	Payment of Taxes	113
6.4	Conduct of Business and Maintenance of Existence, etc.; Compliance	114
6.5	Maintenance of Property; Insurance	114
6.6	Inspection of Property; Books and Records; Discussions	115
6.7	Notices	115
6.8	Additional Collateral, etc	115
6.9	Use of Proceeds	118
6.10	Post Closing	118
6.11	Changes in Jurisdiction or Organization; Name	118
6.12	Anti-Corruption Laws; Sanctions	119
6.13	Maintenance of Ratings	119
SEC	TION 7. NEGATIVE COVENANTS	119

**Execution Version** 

7.1 Financial Covenants	119
7.2 Indebtedness	119
7.3 Liens	123
7.4 Fundamental Changes	126
7.5 Dispositions of Property	127
7.6 Restricted Payments	129
7.7 Investments	131
7.8 [RESERVED]	134
7.9 Transactions with Affiliates	134
7.10 Anti-Corruption Laws; Sanctions	134
7.11 Changes in Fiscal Periods	135
7.12 Negative Pledge Clauses	135
7.13 Clauses Restricting Subsidiary Distributions	136
7.14 Lines of Business	137
7.15 Limitation on Hedge Agreements	137
SECTION 8. EVENTS OF DEFAULT	137
8.1 Events of Default	137
SECTION 9. THE ADMINISTRATIVE AGENT	140
9.1 Authorization and Action	140
9.2 Administrative Agent's Reliance, Limitation of Liab	sility, Etc. 143
9.3 Posting of Communications	144
9.4 The Administrative Agent Individually	145
9.5 Successor Administrative Agent	146
9.6 Acknowledgements of Lenders, the Swing Line Le	ender and Issuing Lenders 147
9.7 Collateral Matters	149
9.8 Credit Bidding	149
9.9 Certain ERISA Matters	150
9.10 Authorization to Release Liens and Guarantees	151
SECTION 10. MISCELLANEOUS	151
10.1 Amendments and Waivers	151
10.2 Notices; Electronic Communications	154
10.3 No Waiver; Cumulative Remedies	157
10.4 Survival of Representations and Warranties	157
10.5 Payment of Expenses; Indemnification	157
10.6 Successors and Assigns; Participations and Assign	nments 159
10.7 Adjustments; Set off	162
10.8 Counterparts	163
10.9 Severability	163
10.10 Integration	163
10.11 GOVERNING LAW	163
10.12 Submission to Jurisdiction; Waivers	163
10.13 Acknowledgments. The Borrower hereby acknowledgments.	wledges that: 164
10.14 Confidentiality	165
10.15 Release of Collateral and Guarantee Obligations	; Subordination of Liens 166
10.16 Accounting Changes	167