

January 27, 2026



StandardAero Announces Secondary Offering of 50,000,000 Shares of Common Stock by Affiliates of The Carlyle Group Inc. and GIC

SCOTTSDALE, Ariz.--(BUSINESS WIRE)-- StandardAero, Inc. (NYSE: SARO) ("StandardAero" or the "Company") announced today that two of its stockholders (the "Selling Stockholders"), affiliates of The Carlyle Group Inc. and GIC, intend to offer and sell an aggregate of 50,000,000 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), in an underwritten public offering pursuant to StandardAero's shelf registration statement filed with the Securities and Exchange Commission (the "SEC"). The Selling Stockholders will receive all of the proceeds from the proposed offering. The Company will not receive any of the proceeds from the sale of shares of the Company's common stock by the Selling Stockholders. The Selling Stockholders expect to grant the underwriters a 30-day option to purchase up to an aggregate of 7,500,000 additional shares of Common Stock.

The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Morgan Stanley & Co. LLC, J.P. Morgan, and RBC Capital Markets are acting as joint lead book-running managers for the proposed offering. Carlyle is acting as co-manager for the proposed offering.

In addition, the Company has entered into a stock purchase agreement with a Selling Stockholder to repurchase \$50 million of its Common Stock in a private transaction at the price per share equal to the price paid by the underwriters in the offering (the "Share Repurchase"). The Share Repurchase will be made pursuant to the Company's existing stock repurchase program approved by its board of directors in December 2025. The closing of the Share Repurchase is expected to be concurrent with the closing of this offering. The repurchased shares of Common Stock will no longer be outstanding after this offering. The completion of the Share Repurchase is contingent on the satisfaction of customary closing conditions and conditioned upon the completion of this offering. The completion of this offering is not conditioned upon the completion of the Share Repurchase.

Important Information

An automatic shelf registration statement on Form S-3, including a base prospectus, was filed with the SEC on January 27, 2026 and became effective upon filing. The offering will be made only by means of a written prospectus supplement and the accompanying prospectus.

Before you invest, you should read the prospectus included in that registration statement and the documents incorporated by reference that form part of the registration statement, as well as the prospectus supplement and accompanying prospectus related to the proposed offering. You may obtain these documents for free by visiting the SEC's website located at <http://www.sec.gov>. When available, copies of the preliminary prospectus supplement and the accompanying prospectus relating to these securities may also be obtained from: Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014 and J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or email: prospectus-eq_fi@jpmchase.com. The final terms of the offering will be disclosed in a final prospectus supplement to be filed with the SEC.

This press release shall 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.

About StandardAero

StandardAero is a leading independent pure-play provider of aerospace engine aftermarket services for fixed- and rotary-wing aircraft, serving the commercial, military and business aviation end markets. StandardAero provides a comprehensive suite of critical, value-added aftermarket solutions, including engine maintenance, repair and overhaul, engine component repair, on-wing and field service support, asset management and engineering solutions. StandardAero is an NYSE listed company under the ticker symbol SARO.

Cautionary Statement Concerning Forward-Looking Statements

Certain statements contained in this press release constitute forward-looking statements, including with respect to the proposed public offering and the Share Repurchase.

Management has based these forward-looking statements on its current expectations, assumptions, estimates and projections. While they believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond management's control. These statements involve risks and uncertainties that may cause StandardAero's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Important factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to, the ability to consummate the proposed secondary offering and the Share Repurchase, volatility in the Company's Common Stock price and those other important factors discussed in Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, as any such factors may be updated from time to time in the Company's other filings with the SEC, including the prospectus supplement and the accompanying prospectus filed in connection with this offering. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and, except as required by law, StandardAero assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

View source version on businesswire.com:

<https://www.businesswire.com/news/home/20260121090820/en/>

Media

Jake Saylor

Jake.Saylor@StandardAero.com

(902) 888-4764

Investor Relations

Investors@StandardAero.com

Rama Bondada

Rama.Bondada@StandardAero.com

(480) 377-3142

Source: StandardAero