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KippsDeSanto & Co. Advises Aegis Group on Sale to GardaWorld Security Corporation

KippsDeSanto & Co. is pleased to announce the acquisition of our client, Aegis Group ("Aegis" or the "Company"), by GardaWorld Security Corporation ("GardaWorld"). The acquisition complements and enhances GardaWorld's existing protective service offerings, as well as expands its geographic presence throughout the Middle East and Africa.

Aegis provides holistic private security and consultancy services, including physical security and protection, training, threat extortion, crisis and kidnap response, and business intelligence and risk management, to government agencies and corporate clients worldwide. The Company has a long and successful history of serving the mission-critical needs of U.S. and international government agencies, including the U.S. Department of Defense ("DoD") and the U.S. Department of State ("DoS"), as well as commercial clients in the Oil & Gas, Maritime, Financial, and Critical Infrastructure industries. Aegis has an exceptional past performance record serving the U.S. Government, including supporting the DoD in Iraq as a part of the Reconstruction Security Support Services ("RSSS") contract, and a prime position on the \$10 billion DoS Worldwide Protective Services ("WPS") contract vehicle. The Company has been at the forefront of developing comprehensive business practices and ethical codes of conduct for the security industry, and was a key contributor to the development of the International Code of Conduct and Private Security Contractors ("PSC") – 1 industry standard.



As a key piece of its expansion strategy, Aegis provides GardaWorld with enhanced capabilities and protective service offerings, as well as deeper access to government and commercial clients, particularly U.S. DoD, U.S. DoS, and major Oil & Gas companies. With the acquisition, GardaWorld will have a clear path to be a market leader in providing premier security services with unparalleled depth in its service offering and strength in its global reach.

We believe this transaction demonstrates several key trends in the defense and government services M&A environment:

- Strategic buyers continue to target M&A opportunities that address strategic gaps, especially in mission-critical domains and customer segments
- Buyers continue to seek targets with strong growth potential evidenced by a highly visible backlog, and a robust, actionable pipeline supported by a highly sophisticated, mature, professional infrastructure able to scale alongside growth
- Prime positions on large, long-term contract vehicles that transition to the acquirer drive value; however, buyers and investors are increasingly focused on companies with strong past performance, customer relationships, and a track record of awards under these vehicles

KippsDeSanto & Co. is an investment bank focused on delivering exceptional M&A and financing transaction results for leading aerospace / defense and technology companies. For more information on KippsDeSanto & Co., please visit www.kippsdesanto.com.

We welcome the opportunity to discuss how KippsDeSanto & Co. can help you achieve your strategic objectives.

PRESS RELEASE

GardaWorld Announces Strategic Expansion to Become the Premier Security Provider in Africa and the Middle East

As part of its expansion, the company signs a binding agreement for the acquisition of Aegis Group

MONTREAL, QUEBEC--(Marketwired - July 13, 2015) - GardaWorld, the world's largest privately owned security and cash services provider, announces today the strategic expansion of its protective services platform in Africa and the Middle East.

Over the past decade GardaWorld has continuously expanded its operational capacity as demand for specialized and professional services to protect high profile diplomatic staff, development projects and leading oil & gas companies dramatically increased in Africa and the Middle East. In the current geopolitical context, such comprehensive security services offering remains critical for companies and governments operating in the region and GardaWorld has committed to become a premier security provider globally. The company expects to complete this phase of its strategic expansion plan before the end of the year.

As the first phase of its strategic expansion, GardaWorld is pleased to announce that it has entered into a binding agreement for the acquisition of Aegis Group, a leading provider of highly specialized protective services with annual run-rate revenues of over CAN\$450 million with a presence across 10 African and Middle East emerging markets.

"Aegis Group's operational platform will complement GardaWorld's offering and geographic footprint as we continue to build our protective services capabilities throughout Africa and the Middle East," said Stephan Crétier, Founding President and CEO, GardaWorld. "Aegis Group and GardaWorld have both been truly committed to setting the highest professional and ethical standards in the industry. We are the first two private security providers in the world to obtain the PSC.1 certification, offering our clients a complete peace of mind service solution in emerging markets. Once we have completed the integration, we will become a clear market leader, providing premier professional security services with the unsurpassed depth of our offering and strength of our global platform."

"In the next phase of our growth strategy, planned for later this year, we expect to further expand GardaWorld's regional infrastructure and to double our physical footprint by reinforcing our presence on the ground in nearly 20 countries in Africa and the Middle East. Our goal is to offer a specialized and distinctive protective services offering, to more clients, including governments, diplomatic organizations, large critical infrastructures, mining, oil & gas companies, NGOs and Fortune 500 corporates, in more places and where they need us most than any other company in our market," continued Mr. Crétier.

GardaWorld's acquisition of Aegis Group is subject to customary closing conditions, including regulatory approvals and is expected to close within the next 90 days.

Note to the Editors

Certification PSC-1: ANSI/ASIS PSC.1-2012

Management System for Quality of Private Security Company Operations - Design, delivery and management of physical security and security risk management services worldwide in high risk, benign and complex environments in a responsible manner that enhances human safety and security, conforming to international law, local laws and human rights.

About GardaWorld

GardaWorld is the world's largest privately owned security and cash services provider. Our 48,000 highly trained, dedicated professionals serve clients throughout North America, Europe, Africa, Asia and the Middle East. GardaWorld works across a broad range of sectors, including natural resources and critical infrastructures, retail, construction, telecommunications and manufacturing, and on behalf of Fortune 500 companies, governments, NGOs and humanitarian relief organizations. For more information, visit www.garda.com.

About Aegis Group

Aegis Group is a leading security and risk management company with project experience in over 60 countries. The company has a worldwide client-base including governments, international agencies and the international corporate sector, and are a major security provider to the United States government. Aegis Group offers comprehensive advice on every aspect of security from corporate operations, commercial risk and foreign investment to counter-terrorism, close protection and support to governments. For more information, visit www.aegisworld.com.