



W E N D E L

PRESS RELEASE – AUGUST 1, 2016

AlliedBarton and Universal Services of America Finalize Merger, Creating the Leading Security Services Company in North America

Newly Combined Company, Named Allied Universal, Provides Localized Response and National Support with Approximately 140,000 on Staff

Wendel Receives Approximately 33% of the Shares of Allied Universal and \$388 Million in Cash in Exchange for Its Contribution of Its Shareholding in AlliedBarton

Wendel SE (MF.PA), a global listed investment firm, today announced that its portfolio company AlliedBarton Security Services has completed its merger with Universal Services of America, creating the leading security company in North America.

The combined company being launched today, which operates under the Allied Universal brand, provides clients localized response and national support with industry-leading technology solutions and approximately 140,000 highly-trained employees. Allied Universal will maintain headquarters in Santa Ana, Calif., and Conshohocken, Pa. It is expected to have total annual revenues of approximately \$4.5 billion and adjusted pro forma synergized EBITDA of approximately \$440 million including approximately \$100 million synergies.

Steve Jones, formerly Chief Executive Officer of Universal Services of America, is the CEO of Allied Universal and Bill Whitmore, former CEO of AlliedBarton, is the company's Chairman of the Board. AlliedBarton Security Services was a portfolio company of Wendel, and Universal Services of America was a portfolio company of Warburg Pincus and Partners Group. Following completion of the transaction, in exchange for its contribution of its shareholding in AlliedBarton Security Services, Wendel SE received approximately 33% of the shares of Allied Universal and a cash payment of \$388 million.

Warburg Pincus and Wendel are lead investors in the combined entity with equal voting rights and three board members each. The remainder of the share capital is split between management and other investors.

Wendel acquired AlliedBarton Security Services in December 2015 for approximately \$1.68 billion. As part of the transaction, Wendel made an equity investment of approximately \$687 million, for an approximate 95% ownership in the company, alongside AlliedBarton's management team.

"Allied Universal is the coming together of two industry leaders, and the combining of best practices, leadership and expertise is an opportunity to provide even greater support to our clients and employees," **said Steve Jones, CEO, Allied Universal.** "Our shared commitment to the success of our clients and the development of lasting partnerships has created a seamless melding of purpose and cultures."

"Allied Universal is poised to make an even more significant contribution to the advancement of the security and facility services industries," Jones added.

"The growth of this industry and the expanding need for safer and more secure environments in response to emerging threats is tremendous," **said Bill Whitmore, Chairman of the Board, Allied Universal.** "Through the continuous evolution of our business, we are positioned to help our clients succeed. Allied Universal combines high quality people and technology to deliver customized solutions to meet clients' specific needs."

Frédéric Lemoine, Chairman of Wendel's Executive Board, said, "Wendel is very proud to have this opportunity to have led AlliedBarton Security Services into this transformational merger. This transaction offers great profitable growth prospects. Allied Universal will benefit from the resilience specific to the security industry combined with an improved profitability profile resulting from the synergies. Our investment thesis for AlliedBarton Security Services has been based

from the outset on our view that the US security services market is consolidating. Only nine months after our initial investment, we are pleased that our analysis has been validated, with a major transaction creating one of the largest companies in our Group. Bill and Steve are among America's most talented entrepreneurs in the industry. We are eager to work with them and their staff, at a time when threats to security are omnipresent, to develop the North American leader in security services."

Along with Allied Universal Security Services, additional company service lines include Allied Universal Security Systems, Allied Universal Building Maintenance Services and Allied Universal Staffing Services.

About Allied Universal

Allied Universal, a leading facility services company and the largest security force in North America with over 140,000 employees, provides unparalleled security services and solutions. With headquarters in Santa Ana, Calif., and Conshohocken, Pa., Allied Universal combines people and technology to deliver evolving, tailored solutions that allow our clients to focus on their core business. An unrelenting focus on clients' success creates partnerships rooted in quality and value, and is supported by experience gained from being in business for over 50 years. Through our people and leading services, systems and solutions...Allied Universal is there for you. For more information, please visit www.AUS.com.

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests internationally, in companies that are leaders in their field, such as Bureau Veritas, Saint-Gobain, Cromology, Stahl, IHS, Constantia Flexibles and AlliedBarton Security Services. Wendel plays an active role as industry shareholder in these companies. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Through Oranje-Nassau Développement, which brings together opportunities for investment in growth, diversification and innovation, Wendel is also a shareholder of exceed in Germany, Mecatherm and in France, Nippon Oil Pump in Japan, Saham Group and SGI Africa in Africa and CSP Technologies in the United States.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: Long-term: BBB-, stable outlook – Short-term: A-3 since July 7, 2014. Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of "Grand Mécène de la Culture" in 2012.

For more information: www.wendelgroup.com

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Financial calendar

9/8/2016

H1 2016 earnings / Publication of NAV (pre-market release)

By conference call

12/1/2016

2016 Investor Day / publication of NAV and trading update (pre-market release)

In London

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