



FOR IMMEDIATE RELEASE

CONSTELLIS ENTERS INTO DEFINITIVE AGREEMENT TO ACQUIRE CENTERRA GROUP

Transaction Unites Leaders in the Safety and Risk Management Sector

Enhances Constellis' Domestic Presence and Enables Further Penetration of Key Customers, Notably the U.S. Department of Energy

Transaction to Be Supported by Committed Debt Financing Provided by Four Leading Financial Institutions

RESTON, Va. & PALM BEACH GARDENS, FL. (March 13, 2017) — [Constellis](#), a leading provider of operational support and risk management services, announced today that it has entered into a definitive agreement to acquire [Centerra Group](#), LLC (“Centerra”) and its subsidiaries from an affiliate of Alvarez & Marsal Capital. The acquisition of Centerra, a leading global government and critical infrastructure services company, will significantly enhance Constellis’ U.S. domestic presence and strengthen its relationships with key customers, including the U.S. Department of Energy and the United Nations.

The transaction is conditioned on customary regulatory reviews and approvals, and is expected to close within the second quarter of 2017. Terms of the deal were not disclosed.

The transaction brings together the industry’s two premier safety and risk management providers serving a broad range of customers, including U.S. government agencies (notably the U.S. Department of State, the U.S. Department of Defense, and the U.S. Department of Energy), foreign governments, NGOs and a diverse mix of blue-chip commercial entities. The transaction furthers Constellis’ ongoing strategy of expanding its domestic presence serving well-funded customers with enduring requirements. Constellis will be able to leverage the combined entity’s scale, vertical integration, training facilities, shared best practices and financial resources to strengthen its best-in-class risk mitigation service offering, utilizing the industry’s most revered compliance programs.

Headquartered in Palm Beach Gardens, Florida, Centerra has approximately 9,000 employees operating across the U.S., Africa, the Middle East and other international locations. Centerra has an established track record of more than five decades operating domestically for the U.S. Department of Energy and currently provides operational support and risk management services at 15 U.S. Department of Energy sites across the U.S. In addition, Centerra provides security, fire suppression and base operations support to other U.S. Government customers, as well as humanitarian-focused services and training, such as munitions clearance and related consulting services, to the United Nations and foreign governments abroad.

“The acquisition of Centerra represents a critical step in our continued evolution as an essential service provider, enabling enduring missions for our customers,” said Jason DeYonker, Chief Executive Officer of Constellis. “Centerra greatly enhances our domestic footprint and accelerates our ongoing efforts to further penetrate the U.S. risk management market with such highly regarded customers as the U.S. Department of Energy. Centerra’s well respected brand, exceptional performance and strong leadership bring tremendous value to our combined offering.”

Paul Donahue, President and Chief Executive Officer of Centerra, commented: “We are excited by the combination of Centerra and Constellis, yielding the leading global provider of the most creative,

compliant and comprehensive risk management services in the world. Constellis' award winning compliance programs, exceptional training capabilities and commitment to invest in operational best practices will add value at less overall cost to our customers and partners."

Financing

Constellis has secured financing commitments from Credit Suisse, Barclays, Citi and Goldman Sachs to fund the acquisition of Centerra and to refinance the combined company's existing debt.

Advisors

Akin Gump Strauss Hauer & Feld LLP and Paul, Weiss, Rifkind, Wharton & Garrison LLP are serving as legal advisors to affiliates of Apollo Global Management (together with its subsidiaries "Apollo") and Constellis.

Forward-Looking Statements

This press release includes forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict and many of which are outside the control of the Company. Therefore, actual results may differ materially and adversely, in terms of quantum and timing, from those expressed in any forward-looking statements. The Company undertakes no obligation to revise or update any forward-looking statements for any reason except as may be required by law.

About Constellis

Constellis is a leading provider of operational support and risk management services to government and commercial clients worldwide. From security, crisis response and training to logistics, life support, and technology services, Constellis helps its clients to achieve and sustain success, no matter where they are in the world, with a commitment to highly compliant and ethical business practices. With more than 8,000 personnel, Constellis leverages its operational excellence, comprehensive expertise, world-class training facilities and global network of partners to quickly deliver tailored, cost-effective and innovative services to its clients. Constellis represents client interests around the world, operating in more than 25 countries with regional offices in Africa, the Americas, Europe and the Middle East. Constellis' U.S. government division is headquartered in Reston, Virginia, while its commercial operations are based out of Dubai, United Arab Emirates. For more information, visit www.constellis.com.

About Centerra

Centerra is one of the largest providers of security services to the U.S. Federal Government and commercial customers. Centerra safeguards sites of great significance to the U.S.' national security, including facilities that house Category I Special Nuclear Material (SNM) as well as sites of cultural and historical significance, such as the U.S. Holocaust Memorial Museum. Centerra's Nuclear Security Protection Program is responsible for safeguarding the U.S. Federal Government's most critical assets and facilities, including the Department of Energy, National Nuclear Security Administration, National Aeronautical and Space Administration and other National strategic assets and resources. The company was founded in 1960 as Wackenhut Services, Inc. (WSI), with a primary focus on armed security. It has since evolved into one of the largest U.S. Government service providers with 9,000 employees operating in more than a dozen countries worldwide. Centerra provides services across ten separate lines of business that include Federal and Commercial Security, Fire and Emergency Services, National Security Protection, Global Operations, Base Operations Support, De-Mining, Training, Facilities Management, Fleet Maintenance and Construction.

About Apollo

Apollo is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, Chicago, St. Louis, Bethesda, Toronto, London, Frankfurt, Madrid, Luxembourg, Mumbai, Delhi, Singapore, Hong Kong and Shanghai. Apollo had assets under management of approximately \$192 billion as of December 31, 2016 in private equity, credit and real estate funds invested across a core group of nine industries where Apollo has considerable knowledge and resources. For more information about Apollo, please visit www.agm.com.

About Alvarez & Marsal Capital

A&M Capital is a private equity firm which invests in middle market businesses that can benefit from the firm's access to significant operating resources and expertise. The firm has a strategic association with Alvarez & Marsal Holdings, LLC, which gives it the distinctive capability to bring the exact management or operational talent and support to the companies with which they partner. The firm is focused on investments where the investment team can help to deliver significant value to companies across a wide range of industries. For more information please visit www.a-mcapital.com/amcp.

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For more information, please contact:

Katy Pultz

Sr. Manager, Marketing & Communications

mediarelations@constellis.com

+1 703 673 5154