

# AlarmForce Industries Inc.



## **AlarmForce and BCE Update Terms of Arrangement to Facilitate Transfer of Shares Through a Holdco Alternative**

**TORONTO, ON., November 14, 2017 -- AlarmForce Industries Inc. (“AlarmForce” or the “Company”) (TSX:AF)** announced today that AlarmForce and BCE Inc. (“BCE”) (TSX, NYSE: BCE) have entered into an amended and restated arrangement agreement (the “Amended and Restated Arrangement Agreement”) to amend and restate certain terms of the previously announced arrangement agreement (the “Original Arrangement Agreement”) dated November 6, 2017 between AlarmForce and BCE, pursuant to which BCE agreed to acquire all of the issued and outstanding shares in the capital of AlarmForce, to facilitate the transfer of AlarmForce’s shares through a Holdco Alternative (as defined below). The amendments had been contemplated by Section 2.7(1) of the Original Arrangement Agreement.

As previously disclosed:

- the transaction will be implemented by way of a statutory plan of arrangement under the *Canada Business Corporations Act* and is subject to court approval and the approval of at least two-thirds of the votes cast by holders of AlarmForce’s shares and a majority of the votes cast by the holders of AlarmForce’s shares (excluding the votes cast by two executive officers holding approximately 3.0% of the fully-diluted AlarmForce shares); and
- under the terms of the transaction, AlarmForce shareholders will receive, at the election of each such shareholder, either (i) \$16.00 in cash or (ii) BCE shares for each AlarmForce share, subject to proration such that the aggregate consideration paid to all of AlarmForce shareholders will consist of no more than 49.5% in BCE shares. The final share consideration will be based on BCE’s volume-weighted average closing share price on the TSX for the twenty trading days ending five business days prior to the effective date of the transaction.

Under the terms of the Amended and Restated Arrangement Agreement, BCE has agreed to allow each AlarmForce shareholder to elect to form a new wholly-owned subsidiary (a “Holdco”) and to transfer their AlarmForce shares to their Holdco in exchange for shares of Holdco, which Holdco shares would then be sold to BCE in lieu of a direct sale of AlarmForce shares, provided certain conditions are met (the “Holdco Alternative”). Under the Holdco Alternative, Holdco shares would be sold for the same aggregate consideration as would otherwise be received on the direct sale of AlarmForce shares. AlarmForce shareholders electing the Holdco Alternative may elect to receive either cash consideration or, subject to proration, BCE shares, and the consideration payable to such shareholders remains unchanged under the Amended and Restated Arrangement Agreement.

### **About AlarmForce**

AlarmForce provides security alarm monitoring, personal emergency response monitoring, video surveillance and related services to residential and commercial subscribers throughout Canada. More information about the Company’s products and services can be found at [www.alarmforce.com](http://www.alarmforce.com).

## **About BCE**

Canada's largest communications company, BCE provides a comprehensive and innovative suite of broadband wireless, TV, Internet and business communication services from Bell Canada, Bell Aliant and Bell MTS. Bell Media is Canada's premier multimedia company with leading assets in television, radio, out of home and digital media. To learn more, please visit [Bell.ca](http://Bell.ca).

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## **Forward-Looking Statements**

Certain statements contained in this press release constitute forward-looking statements or information (collectively forward-looking statements) within the meaning of applicable securities legislation. Forward-looking statements are often identified by words such as "may", "will", "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "continue" and similar expressions. Forward-looking statements contained or referred to in this press release include, but may not be limited to, statements relating to the proposed acquisition by BCE of all of the issued and outstanding shares of AlarmForce and other statements that are not historical facts.

The forward-looking statements contained in this press release reflect the current expectations, assumptions and/or beliefs of AlarmForce about future events based on information currently available to AlarmForce. Although AlarmForce believes that the expectations reflected in the forward-looking statements contained in this press release, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking statements contained in this press release, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve risks, uncertainties and other factors that could cause actual events, results, liabilities and financial results in future periods to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things: the completion and timing of the proposed transaction are subject to customary closing conditions, termination rights and other risks and uncertainties including, without limitation, court and shareholder approvals, and the risks discussed in the "Risk Factors" section of the Company's Annual Information Form and the "Risks and Uncertainties" section of the Company's MD&A, copies of which may be obtained at [www.sedar.com](http://www.sedar.com). Accordingly, there can be no assurance that the proposed transaction will occur, or that it will occur on the terms and conditions, or at the time, contemplated in this press release. The proposed transaction could be modified, restructured or terminated.

There can also be no assurance that the strategic, operational or financial benefits expected to result from the proposed transaction will be realized.

The forward-looking statements contained in this press release speak only as of the date of this press release. Except as may be required by applicable securities laws, AlarmForce disclaims any intent or obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise.

**Notice to U.S. shareholders of AlarmForce**

The transaction contemplated by this press release involves the securities of Canadian companies and will be subject to Canadian disclosure requirements that are different from those of the United States. The BCE common shares to be issued pursuant to a plan of arrangement described herein will not be registered under the U.S. Securities Act of 1933 pursuant to an exemption from the registration requirements of such Act. Financial statements included or incorporated by reference in the Circular relating to the transaction will have been prepared in accordance with Canadian accounting standards and may not be comparable to the financial statements of U.S. companies.