

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE RURAL/METRO CORPORATION)
STOCKHOLDERS LITIGATION) Consolidated
) C.A. No. 6350-VCL
)

NOTICE OF PLAN OF DISTRIBUTION

TO: ALL HOLDERS OF RURAL/METRO CORPORATION (“RURAL/METRO”) COMMON STOCK AT ANY TIME FROM MARCH 28, 2011 THROUGH AND INCLUDING JUNE 30, 2011, WHETHER BENEFICIAL OR OF RECORD, INCLUDING THEIR LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS IN INTEREST, TRANSFEREES AND ASSIGNEES OF ALL SUCH FOREGOING HOLDERS, EXCLUDING RURAL/METRO, CHRISTOPHER S. SHACKELTON, MICHAEL P. DIMINO, EUGENE I. DAVIS, EARL P. HOLLAND, CONRAD A. CONRAD, HENRY G. WALKER, MOELIS & COMPANY, LLC, RBC CAPITAL MARKETS, LLC (“RBC”), WARBURG PINCUS, LLC, AND COLISEUM CAPITAL MANAGEMENT, LLC, AND THEIR ASSOCIATES, AFFILIATES, LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS IN INTEREST, TRANSFEREES AND ASSIGNEES

PLEASE READ THIS NOTICE CAREFULLY. IT CONTAINS IMPORTANT INFORMATION ABOUT THE SUBMISSION OF A VALID AND TIMELY PROOF OF CLAIM RELATING TO THE DAMAGES AWARD PAID BY RBC.

I. BACKGROUND

On March 18, 2013, the Court of Chancery of the State of Delaware (the “Court”) certified a class consisting of all holders of Rural/Metro common stock at any time from March 28, 2011 through and including June 30, 2011, whether beneficial or of record, including their legal representatives, heirs, successors in interest, transferees and assignees of all such foregoing holders, excluding Rural/Metro, Christopher S. Shackelton, Michael P. DiMino, Eugene I. Davis, Earl P. Holland, Conrad A. Conrad, Henry G. Walker, Moelis & Company, LLC, RBC, Warburg Pincus, LLC, and Coliseum Capital Management, LLC, and their associates, affiliates, legal representatives, heirs, successors in interest, transferees and assignees (the “Class”).

On February 19, 2015, the Court entered a Final Order and Judgment (i) awarding damages and pre- and post-judgment interest against defendant RBC, and (ii) awarding attorneys’ fees and expenses to Co-Lead Counsel Friedlander & Gorris, P.A. and Robbins Geller Rudman & Dowd LLP (“Co-Lead Counsel”) in the amount of one-third of the full amount of damages plus pre- and post-judgment interest.

The Final Order and Judgment was stayed pending appeal by an Order dated February 27, 2015. The Final Order and Judgment was affirmed by the Delaware Supreme Court.

On December 16, 2015, following the issuance of the mandate by the Delaware Supreme Court, RBC delivered \$97,793,880.53 to an account designated by Co-Lead Counsel, in full satisfaction of the amount due by RBC pursuant to the Final Order and Judgment. Two thirds of the amount paid by RBC, \$65,195,920.35, was deposited into an interest-bearing segregated account designated by Co-Lead Counsel pending distribution to members of the Class as specified below (the “Fund for Distribution”).

II. THE PLAN OF DISTRIBUTION

The purpose of the Plan of Distribution (“Plan”) is to ensure a fair and expeditious distribution of the Fund for Distribution. The Plan provides for distribution of the Fund for Distribution, apart from costs and expenses associated with providing notice of the Plan or otherwise administering or carrying out the terms of the Plan (“Administrative Costs”), pro rata to those members of the Class who (i) held Rural/Metro shares as of the consummation of the challenged merger on June 30, 2011, and (ii) file a timely and valid Proof of Claim.

Gilardi & Co. LLC has been appointed as “Claims Administrator.” Gilardi & Co. LLC administered the notice and disbursement of settlement funds in connection with the partial settlement in this action that was approved by entry of the Order and Partial Final Judgment on November 20, 2013 (the “Partial Settlement”).

The Claims Administrator shall be responsible for undertaking the ministerial and clerical functions under the direction of Co-Lead Counsel reasonably appropriate and necessary to administer the Plan.

The Claims Administrator shall establish an escrow account to administer and distribute the payment amounts set forth in this Plan.

No later than 20 calendar days after the Court approves the Plan in the Order Regarding the Distribution of Funds (the “Notice Date”), the Claims Administrator shall send by mail the Notice of Plan of Distribution, substantially

in the form approved by the Court (the "Notice"), (i) to each member of the Class, in the manner by which Class members were identified for purposes of notifying Class members about the Partial Settlement, and (ii) to each member of the Class who received a distribution pursuant to the Partial Settlement.

No later than 14 calendar days after the Notice Date, the Claims Administrator will (i) publish the Notice in the same manner as the Partial Settlement, *i.e.*, in IBD and the PR Newswire and by the Depository Trust Corporation on the DTC Legal Notice Site ("LENS") and post the Notice and the Order Regarding the Distribution of Funds on the website of the Claims Administrator: www.ruralmetrolitigation.com.

The "Claim Deadline" is 90 calendar days after the Notice Date, or May 1, 2016.

Within 180 calendar days after the Claim Deadline, the Claims Administrator shall receive the Fund for Distribution into its escrow account and commence the initial distribution of the Fund for Distribution, minus Administrative Costs, to those Class members who (i) held Rural/Metro shares as of the consummation of the challenged merger on June 30, 2011, and (ii) filed a timely and valid Proof of Claim (the "Validated Recipients") pro rata based on the number of shares of Rural/Metro common stock held by such Validated Recipients as of the consummation of the challenged merger on June 30, 2011 (the "Initial Distribution"), except that payment shall be allocated but not remitted to a Validated Recipient who held shares of Rural/Metro common stock in registered form until such person has submitted a letter of transmittal and the share certificates. The Claim Administrator shall have the discretion to make an Initial Distribution to Validated Recipients who file a late but otherwise valid Proof of Claim, if such late-filed Proof of Claim does not interfere with the efficiency of the Initial Distribution.

If there is any balance remaining in the Fund for Distribution after 180 calendar days from the date of the Initial Distribution (whether by reason of tax refunds, uncashed checks or otherwise), the Claims Administrator shall, if feasible, reallocate and distribute such balance among those Validated Recipients who deposited the checks sent in the Initial Distribution in an equitable and economic fashion (the "Secondary Distribution").

III. WHO REPRESENTS THE CLASS

Co-Lead Counsel for the Class are:

Randall J. Baron
Robbins Geller Rudman & Dowd LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
(800) 449-4900

Joel Friedlander
Friedlander & Gorris, P.A.
1201 North Market Street, Suite 2200
Wilmington, DE 19801
(302) 573-3500

IV. INSTRUCTIONS TO BROKERS AND OTHERS WHO HELD FOR THE BENEFIT OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of Rural/Metro common stock for the benefit of others are requested to immediately send this Notice to all such beneficial owners. If additional copies of the Notice are needed for forwarding to such beneficial owners, any requests for such additional copies or provision of a list of names and mailing addresses of beneficial owners may be made to:

In re Rural/Metro Stockholders Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 990
Corte Madera, CA 94976-0990

V. SCOPE OF THE NOTICE

This Notice is not all-inclusive. You or your attorney may examine the Court files from the Action during regular business hours of each business day at the office of the Register in Chancery, New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801.

Questions or comments about the Plan may be directed to Co-Lead Counsel or the Claims Administrator at the addresses and phone numbers set forth above.

DO NOT WRITE OR TELEPHONE THE COURT.