

May 10, 2021



# Janus International S-4 Registration Statement Related to Business Combination with Juniper Industrial Holdings Declared Effective by SEC

*Special meeting of stockholders scheduled for June 3, 2021*

TEMPLE, Ga.--(BUSINESS WIRE)-- Janus International Group, LLC ("Janus" or the "Company"), a leading global manufacturer and supplier of turn-key building solutions and new access control technologies for the self-storage and other industrial sectors, today announced that the Securities and Exchange Commission ("SEC") has declared the Registration Statement on Form S-4 in connection with the proposed business combination agreement with Juniper Industrial Holdings, Inc. (NYSE: JIH) ("Juniper"), a publicly-listed special purpose acquisition company, to be effective.

This press release features multimedia. View the full release here:

<https://www.businesswire.com/news/home/20210510005446/en/>

The Company has set June 3, 2021 for a special meeting for its stockholders to approve the proposals associated with the merger. The Proxy Statement to its stockholders is available at: <https://www.juniperindustrial.com/investors/#sec>. Juniper stockholders of record as of May 4, 2021 will be mailed the proxy materials in connection with the proposed transaction and will be entitled to vote at the special meeting. The board of directors of Juniper and Janus, have unanimously approved the Business Combination.

"We are pleased to reach this critical milestone in our proposed business combination process. We look forward to successfully completing the proposed merger," said Roger Fradin, Chairman of Juniper.

The transaction remains subject to stockholder approval and other customary closing conditions identified in the business combination agreement. Upon the closing of the transaction, the Company will continue to operate as Janus and will be listed on the NYSE under the ticker symbol "JBI".

## **ABOUT JANUS INTERNATIONAL**

Janus International Group, LLC ([www.JanusIntl.com](http://www.JanusIntl.com)) is the leading global manufacturer and supplier of turn-key self-storage, commercial and industrial building solutions, including: roll-up and swing doors, hallway systems, re-locatable storage units and facility and door automation technologies. The Janus team operates out of several U.S. locations and six locations internationally.

## **ABOUT CLEARLAKE**

Founded in 2006, Clearlake Capital Group, L.P. is an investment firm operating integrated businesses across private equity, credit and other related strategies. With a sector-focused approach, the firm seeks to partner with experienced management teams by providing patient, long term capital to dynamic businesses that can benefit from Clearlake's operational improvement approach, *O.P.S.*® The firm's core target sectors are industrials, technology, and consumer. Clearlake currently has approximately \$35 billion of assets under management, and its senior investment principals have led or co-led over 300 investments. The firm has offices in Santa Monica and Dallas. More information is available at [www.clearlake.com](http://www.clearlake.com) and on Twitter @ClearlakeCap.

## **ABOUT JUNIPER INDUSTRIAL HOLDINGS, INC. (NYSE: JIH)**

Juniper Industrial Holdings, Inc., a Delaware corporation ("JIH" or "Juniper"), is a Special Purpose Acquisition Corporation targeting companies within the industrials sector. With \$348 million in trust, Juniper was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Juniper's management team has a proven track record of identifying market-leading technologies across the industrial spectrum, and an affinity for businesses with strong brands and mission-critical offering. The Juniper team has a robust network of relationships within industrial and investment communities built over 60+ years of combined industry experience, and a deep understanding of industrial trends. More information is available at [www.juniperindustrial.com](http://www.juniperindustrial.com).

## **IMPORTANT INFORMATION AND WHERE TO FIND IT**

This communication is being made in connection with the proposed business combination involving Juniper and Janus under a new holding company, Janus Parent, Inc., a Delaware corporation ("Janus Parent"). In connection with the proposed transactions, Janus Parent has filed with the Securities and Exchange Commission ("SEC") a registration statement on Form S-4 (as amended, the "Registration Statement") containing a definitive proxy statement of Juniper and a definitive prospectus of Janus Parent. This announcement does not contain all the information that should be considered concerning the proposed business combination and is not intended to form the basis of any investment decision or any other decision in respect of the business combination. Juniper's shareholders and other interested persons are advised to read the definitive proxy statement/prospectus and other documents filed in connection with the proposed business combination, as these materials will contain important information about Juniper, Janus, Janus Parent and the business combination. Janus Parent has mailed the definitive proxy statement/prospectus and other relevant materials for the proposed business combination to shareholders of Juniper as of a record date to be established for voting on the proposed business combination. Shareholders are also able to obtain copies of the definitive proxy statement/prospectus and other documents filed with the SEC, without charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the documents filed by Juniper and Janus Parent may be obtained free of charge from Juniper at [www.juniperindustrial.com/investors](http://www.juniperindustrial.com/investors). Alternatively, these documents can be obtained free of charge by directing a request to: Juniper Industrial Holdings, Inc., 14 Fairmount Avenue, Chatham, New Jersey 07928.

## **PARTICIPANTS IN THE SOLICITATION**

Juniper, Janus and certain of their directors and executive officers may be deemed participants in the solicitation of proxies from Juniper's shareholders with respect to the proposed business combination. A list of the names of those directors and executive officers and a description of their interests in Juniper is contained in Juniper's annual report on Form 10-K for the fiscal year-ended December 31, 2020, which is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, the documents filed by Juniper may be obtained from Juniper as described above under "Important Information and Where to Find It."

## **NO OFFER OR SOLICITATION**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such other jurisdiction.

## **FORWARD LOOKING STATEMENTS**

Certain statements in this communication may be considered "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this communication are forward-looking statements. When used in this communication, words such as "may," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "continue," or the negative of such terms or other similar expressions, as they relate to the management team, identify forward-looking statements. Such forward-looking statements are based on the current beliefs of the respective management of Janus and Juniper, based on currently available information, as to the outcome and timing of future events, and involve factors, risks, and uncertainties that may cause actual results in future periods to differ materially from such statements. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in Juniper's filings with the SEC including, but not limited to, the risk factors and other uncertainties set forth under "Risk Factors" in Part I, Item 1A of Juniper's Form 10-K for the year ended December 31, 2020 and in Juniper's other filings. There can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and neither Janus nor Juniper is under any obligation, and each of them expressly disclaims any obligation, to update, alter or otherwise revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. All subsequent written or oral forward-looking statements attributable to Janus or Juniper or persons acting on its behalf are qualified in their entirety by this paragraph.

In addition to factors previously disclosed in Juniper's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: (i) ability to meet the closing conditions to the merger, including approval by stockholders of Juniper on the expected terms and schedule and the risk that any regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; (ii) the occurrence of any event, change or other circumstance that could cause the termination of the merger agreement or a delay in the closing of the merger; (iii) the

effect of the announcement or pendency of the proposed merger on Juniper's business relationships, operating results, and business generally; (iv) failure to realize the benefits expected from the proposed transaction; (v) risks that the proposed merger disrupts Janus's current plans and operations and potential difficulties in Janus's employee retention as a result of the proposed merger; (vi) the effects of pending and future legislation; (vii) risks related to disruption of management time from ongoing business operations due to the proposed transaction; (viii) the amount of the costs, fees, expenses and other charges related to the merger; (ix) risks of the self-storage industry; (x) the highly competitive nature of the self-storage industry and Janus's ability to compete therein; (xi) litigation, complaints, and/or adverse publicity; (xii) the ability to meet NYSE's listing standards following the consummation of the proposed transaction and (xiii) cyber incidents or directed attacks that could result in information theft, data corruption, operational disruption and/or financial loss.

This communication is not intended to be all-inclusive or to contain all the information that a person may desire in considering an investment in Juniper and is not intended to form the basis of an investment decision in Juniper. All subsequent written and oral forward-looking statements concerning Janus and Juniper, the proposed transaction or other matters and attributable to Janus and Juniper or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Juniper and Janus undertake no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

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Source: Juniper Industrial Holdings, Inc.