



## **NOTICE OF GUARANTEED DELIVERY**

**with respect to The ADT Security Corporation's Offer to Purchase for Cash Any and All Outstanding**

**5.250% Senior Notes due 2020**

**(CUSIP/ISIN Nos. 00101JAM8, US00101JAM80)**

**Pursuant to**

**the Offer to Purchase dated September 12, 2019**

**THE TENDER OFFER (AS DEFINED BELOW) WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON SEPTEMBER 19, UNLESS EXTENDED OR EARLIER TERMINATED (THE "EXPIRATION TIME").**

*The Tender Agent and Information Agent for the Tender Offer is:*

**D. F. King & Co., Inc.**

*By Registered or Certified Mail, Overnight Courier or Hand:*

48 Wall St., 22nd Floor  
New York, New York 10005  
Email: [adt@dfking.com](mailto:adt@dfking.com)

*By Facsimile (For Eligible Institutions only):*

(212) 709-3328  
Attn: Andrew Beck  
Confirm by telephone:  
(212) 269-5552

Banks and Brokers Call Collect:  
(212) 269-5550 All Others, Call Toll  
Free: (866) 796-6898

**TRANSMISSION OF THIS NOTICE OF GUARANTEED DELIVERY VIA FACSIMILE TO A NUMBER OTHER THAN AS SET FORTH ABOVE OR DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY, AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY, INCLUDING DELIVERY THROUGH DTC AND ANY ACCEPTANCE OR AGENT'S MESSAGE DELIVERED THROUGH ATOP (AS DEFINED BELOW), IS AT THE ELECTION AND RISK OF HOLDERS.**

This Notice of Guaranteed Delivery is being provided in connection with the offer of The ADT Security Corporation (the "Offeror"), to purchase for cash any and all of its outstanding 5.250% Senior Notes due 2020 (the "Notes") from holders thereof (each, a "Holder" and collectively, the "Holders") upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 12, 2019 (as it may be amended or supplemented from time to time, the "Offer to Purchase") and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the "Letter of Transmittal"), which together constitute the Tender Offer (the "Tender Offer").

As set forth in the Offer to Purchase, this form or one substantially equivalent to this form, must be used to accept the Tender Offer if: (i) a Holder's Note certificates are not immediately available or cannot be delivered to the Depositary by the Expiration Time; (ii) a Holder cannot comply with the procedure for book-entry transfer by the Expiration Time; or (iii) a Holder cannot deliver the other required documents to the Depositary by the Expiration Time, then such Holder may tender such Notes pursuant to the guaranteed delivery procedure described in the Offer to Purchase by or through any eligible institution. To comply with the guaranteed delivery procedure, a Holder must: (1) properly complete and duly execute this Notice of Guaranteed Delivery substantially in the form provided to such Holder by the Offeror, including (where required) a signature guarantee by an eligible institution in the form set forth in the Notice of Guaranteed Delivery; (2) arrange for the Depositary to receive the Notice of Guaranteed Delivery at or prior to the Expiration Time; and (3) ensure that the Depositary receives the certificates for all physically-tendered Notes or book-entry confirmation of electronic delivery of Notes, as the case may be, together with a properly completed and duly executed Letter of Transmittal with any required signature guarantees or an Agent's Message, and all other documents required by this Letter of Transmittal, within two business days after the Expiration Time, all as provided in the Offer to Purchase. See "Procedures for Tendering Notes" in the Offer to Purchase. Capitalized terms used but not defined herein shall have the meaning given to them in the Offer to Purchase.

**This Notice of Guaranteed Delivery is not to be used to guarantee signatures. If an "eligible institution" is required to guarantee a signature on a letter of transmittal pursuant to the instructions therein, such signature guarantee must appear in the applicable space provided in the signature box in the letter of transmittal.**

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**PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

Ladies and Gentlemen:

The undersigned hereby tenders to the Offeror, upon the terms and subject to the conditions set forth in the Offer to Purchase and the Letter of Transmittal, receipt of which is hereby acknowledged, the aggregate principal amount of Notes set forth below pursuant to the guaranteed delivery procedures set forth in the Offer to Purchase under the caption “Procedures for Tendering Notes— Guaranteed Delivery Procedure”. By so tendering, the undersigned does hereby make, at and as of the date hereof, the representations and warranties of a tendering holder of Notes set forth in the Letter of Transmittal and the Offer to Purchase. The undersigned hereby authorizes the Depositary to deliver this Notice of Guaranteed Delivery to the Offeror with respect to the Notes tendered pursuant to the Tender Offer.

The undersigned understands that tenders of Notes pursuant to the Tender Offer may not be withdrawn after the Expiration Time (or, if the initial Expiration Time is extended, the earlier of the Expiration Time and ten business days after the date of this Offer to Purchase). Tenders of Notes may be withdrawn prior to the Expiration Time (or, if the initial Expiration Time is extended, the earlier of the Expiration Time and ten business days after the date of this Offer to Purchase) as provided in the Offer to Purchase. In addition, tendered Notes may be withdrawn at any time after the 60th business day after the commencement of the offer if for any reason the offer has not been consummated within 60 business days after commencement.

The undersigned understands that Notes may be tendered and delivered pursuant to the guaranteed delivery procedure set forth in the Offer to Purchase under the caption “Procedures for Tendering Notes— Guaranteed Delivery Procedure” only in principal amounts equal to minimum denominations of \$2,000 or integral multiples of \$1,000 thereof. Holders who tender less than all of their Notes must continue to hold Notes in the minimum authorized denomination of \$2,000 principal amount.

The undersigned understands that tenders of the Notes will only be accepted after the undersigned: (1) properly completes and duly executes this Notice of Guaranteed Delivery substantially in the form provided to the undersigned by the Offeror, including (where required) a signature guarantee by an eligible institution in the form set forth in the Notice of Guaranteed Delivery; (2) arranges for the Depositary to receive the Notice of Guaranteed Delivery by the Expiration Time; and (3) ensures that the Depositary receives the certificates for all physically-tendered Notes or book-entry confirmation of electronic delivery of Notes, as the case may be, together with a properly completed and duly executed Letter of Transmittal with any required signature guarantees or an Agent’s Message, and all other documents required by this Letter of Transmittal, within two business days after the Expiration Time, all as provided in the Offer to Purchase. See “Procedures for Tendering Notes” in the Offer to Purchase.

If the ATOP procedures are used, the DTC participant need not complete and physically deliver the Notice of Guaranteed Delivery. However, the DTC participant will be bound by the terms of the Tender Offer. As more fully described in the Tender Offer, guaranteed deliveries will be required to be provided no later than the close of business on the second business day following the Expiration Time. The payment date for guaranteed deliveries is expected to take place on September 25, 2019, two business days later.

All authority herein conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives of the undersigned.

**PLEASE SIGN AND COMPLETE**

This Notice of Guaranteed Delivery must be signed by the DTC participant tendering Notes on behalf of the Holder(s) of such Notes exactly as such participant's name appears on a security position listing as the owner of such Notes. If the signature appearing below is by a trustee, executor, administrator, guardian, attorney-in-fact, offer or other person acting in a fiduciary or representative capacity, such person must set forth his or her name, address and capacity as indicated below and submit evidence satisfactory to the Offeror of such person's authority to act.

Aggregate Principal Amount of Notes Tendered:\*

\_\_\_\_\_

Account Number: \_\_\_\_\_

Transaction Code Number: \_\_\_\_\_

Date: \_\_\_\_\_

The Participant holds the Notes tendered through  
DTC on behalf of the following ("Beneficiary"):

\_\_\_\_\_

Name and Tel. No. of Contact (if known) at the  
Beneficiary:

\_\_\_\_\_

Name of Participant:

\_\_\_\_\_

\_\_\_\_\_

Address of Participant including Zip Code:

\_\_\_\_\_

\_\_\_\_\_

Area Code and Tel. No.: \_\_\_\_\_

\_\_\_\_\_

Name(s) of Authorized Signatory:

\_\_\_\_\_

\_\_\_\_\_

Capacity: \_\_\_\_\_

Address(es) of Authorized Signatory:

\_\_\_\_\_

\_\_\_\_\_

Area Code and Tel. No: \_\_\_\_\_

Signature(s) of Authorized Signatory:

\_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_

\* The undersigned understands that Notes may be tendered and delivered pursuant to the guaranteed delivery procedure set forth in the Offer to Purchase under the caption "Procedures for Tendering Notes—Guaranteed Delivery Procedure" only in principal amounts equal to minimum denominations of \$2,000 or integral multiples of \$1,000 thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Notes must continue to hold Notes in the minimum authorized denomination of \$2,000 principal amount.

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**THE GUARANTEE BELOW MUST BE COMPLETED**

**GUARANTEE**

**(Not to be used for Signature Guarantee)**

The undersigned, a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States or an "eligible guarantor institution," within the meaning of Rule 17Ad-15 under the Exchange Act, (each, an "Eligible Institution"), hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by guaranteed delivery and (iii) guarantees that the Notes tendered hereby in proper form for transfer or confirmation of book-entry transfer of such Notes into the Depository's account at the book-entry transfer facility, pursuant to the procedures set forth in "Procedures for Tendering Notes — Guaranteed Delivery Procedure" section of the Offer to Purchase, in each case together with a properly completed and duly executed Letter of Transmittal (or manually signed facsimile thereof) with any required signature guarantees and any other documents required by the Letter of Transmittal, will be received by the Depository at its address set forth above within two business days after the Expiration Time.

The Eligible Institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal and Notes to the Depository within the time period shown herein. Failure to do so could result in a financial loss to such eligible guarantor institution.

Name of Firm: \_\_\_\_\_

Name of Authorized Signatory: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Area Code and Telephone Number: \_\_\_\_\_

Date: \_\_\_\_\_

**DO NOT SEND CERTIFICATES FOR NOTES WITH THIS FORM. ACTUAL  
SURRENDER OF CERTIFICATES FOR NOTES MUST BE MADE PURSUANT TO,  
AND BE ACCOMPANIED BY, A DULY EXECUTED LETTER OF TRANSMITTAL  
AND ANY OTHER REQUIRED DOCUMENTS.**