



4400 Carnegie Avenue  
Cleveland, Ohio 44103  
440-424-5321

## NOTICE OF 2020 ANNUAL MEETING OF STOCKHOLDERS

**Date: Thursday July 2, 2020**  
**Time: 10 a.m. Eastern Daylight Time**  
**Virtual Meeting Hosted by:**  
**Mace Security International, Inc.**  
**4400 Carnegie Avenue**  
**Cleveland, OH 44103**

To Mace Security International, Inc. Stockholders:

We invite you to attend the 2020 Annual Meeting of Stockholders of Mace Security International, Inc. ("Mace" or the "Company"). To protect the health and safety of its shareholders, employees, directors and service providers amidst the COVID-19 pandemic, Mace will be holding its 2020 Annual Meeting of Stockholders in an online (virtual) format. To attend the meeting via the Internet please visit on the day and time of the meeting [https://www.malone-media.com/mace\\_and](https://www.malone-media.com/mace_and) and enter the password **pepper20**.

At the 2020 Annual Meeting of the Stockholders of Mace Security International, Inc., you will be able to vote on the following proposals, together with any other business that may properly come before the meeting.

1. Election of seven directors to the Board of Directors for one-year terms. The Board has nominated for election Denis J. Amato, Bradley J. Dickerson, George C. Gehrisch, Jayne E. Juvan, Daniel Perella, Hussien Shousher, and Sanjay Singh. Biographical information for each nominee and the Board of Directors' recommendation are attached hereto.
2. Ratification of the appointment of Marcum LLP. as Mace's independent public accounting firm for fiscal year 2020. Information about the Board of Directors' recommendation is attached hereto.

You may vote on these proposals by mail-in proxy, via the Internet or by attending our online (virtual) Annual Meeting. We urge you to vote via the Internet or to complete and return promptly the enclosed proxy card in the enclosed self-addressed postage paid envelope so that your shares will be represented and voted at the Annual Meeting in accordance with your instructions. Any stockholder may revoke their proxy before it is exercised by giving a later dated proxy, or by giving notice of revocation to the Company in writing before the 2020 virtual Annual Meeting. However, mere participation at the 2020 virtual Annual Meeting by a stockholder, who previously granted a proxy, will not revoke the proxy. Unless revoked by notice, shares represented by valid proxies will be voted on all matters to be acted upon at the 2020 Annual Meeting. On any matter or matters with respect to which the proxy contains instructions for voting, such shares will be voted in accordance with such instructions. Abstentions and broker non-votes will be deemed to be present for the purpose of determining a quorum for the 2020 Annual Meeting. An abstention or a broker non-vote will have no effect with respect to Proposal 1, but will be counted as "votes against" with respect to proposal 2. Brokers who have not received voting instructions from beneficial owners generally may vote in their discretion with respect to ratification of the selection of the independent certified public accounting firm, but will not be able to vote with respect to Proposal 1. Broker non-votes will not affect the outcome of any new proposals brought before the 2020 Annual Meeting. Brokers wanting to vote via Internet need to contact Broadridge 10 business days prior to the date of the annual meeting and request from Broadridge a Legal Proxy. Once Brokers have a Legal Proxy, they need to contact the Company's transfer agent, American Stock Transfer, no later than 5 business days prior to the meeting and provide the Legal proxy so that American Stock Transfer can generate a control number to use for Internet voting.

Only stockholders of record at the close of business on May 27, 2020 may vote at the Annual Meeting and any adjournment or postponement of the Annual Meeting. As of the record date, there were approximately 63,578,837 shares of common stock outstanding.

By Order of the Board of Directors,

Cleveland, Ohio  
June 3, 2020

/s/ Gary Medved  
President and -Chief Executive Officer

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF FINANCIAL INFORMATION FOR  
THE 2020 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON July 2, 2020:**

**Mace Security International, Inc.’s audited consolidated financial statements for the year ended  
December 31, 2019 are available on the OTCQX Market web site via the Internet at  
<http://www.otcmarkets.com/stock/MACE/financials>**

**THE PROPOSALS**

**Proposal 1 - Election of Directors**

Election of seven directors to the Board of Directors for a one-year term and until their respective successor is duly elected and qualified.

Nominees

Denis J. Amato	Bradley J. Dickerson
George C. Gehrisch	Jayne E. Juvan
Daniel Perella	Hussien Shousher
Sanjay Singh	

Six director nominees currently serve on the Board of Directors and all seven were nominated by the Company’s Nominating Committee and approved by the Board of Directors. All nominees have agreed to be nominated to stand for election at the 2020 Annual Meeting. Directors are elected by a plurality vote of shares present in person or represented by proxy at the Annual Meeting. Shares represented by proxies that withhold authority to vote in the election of directors will not be counted in the election of directors in favor of any nominee and will have no effect on the director election.

Biographical information for each nominee appears below.

**Denis J. Amato C.F.A.**, age 75, is a private investor. Mr. Amato retired from Ancora Advisors, where he was Director of Microcap Equities. His investment experience spanned five decades, including serving as Chief Investment Officer for a major Cleveland bank trust department as well as with Ancora Advisors. He has both a BBA in Economics and an MBA in Finance from Case Western Reserve University and is a Chartered Financial Analyst.

**Bradley J. Dickerson**, age 55, most recently was at Blue Apron from February 2016 until April 2019. Blue Apron is a direct-to-consumer ingredient-and-recipe meal kit service, operating throughout the United States. At Blue Apron, he served as CEO from December 2017 until April 2019 and CFO from February 2016 until December 2017. Prior to Blue Apron, Mr. Dickerson was at Under Armour, Inc in Baltimore, MD from 2004 until 2016. While at Under Armour he held various executive positions, including CFO/COO in 2015-2016 and CFO from 2008 through 2014. Mr. Dickerson brings 32 years of financial, operational, and executive experience, the last 15 years with brands going through substantial growth and involving product, channel, and geographic expansion.

**George C. Gehrish, Jr.**, age 58, was appointed to the Company's Board of Directors on March 9, 2018 and is the Chairman and Chief Executive Officer of RKI, Inc., d/b/a Roll-Kraft, headquartered in Mentor, OH. Roll-Kraft is an innovative supplier of tube and pipe tooling and roll forming tooling used by manufacturers around the world to produce thousands of products. Prior to being appointed to his current position, Mr. Gehrish led Roll-Kraft as its President for more than 20 years. Mr. Gehrish has led Roll-Kraft to actively focus on the goal of providing customers with 100% on-time deliveries and first-time performance. Through his leadership the company has become known around the world as an industry leader and for its superior service and reliable quality tooling.

**Jayne E. Juvan**, age 40, serves as chair of the Mergers & Acquisitions and Securities & Capital Markets practice groups at Tucker Ellis. In her legal practice, she advises investors, boards of directors, and management teams on M&A transactions, regulatory compliance, and corporate governance. She counsels public and high-growth private companies, private equity firms, and venture capital firms from initial formation through all stages of the business life cycle. She is often tapped to assist corporate boards to maximize effectiveness and institute best practices. She previously served as vice chair of the American Bar Association's Corporate Governance Committee and as co-chair on the ABA's Task Force on Director Misconduct. A frequent writer and speaker, she has been featured in the *Harvard Business Review*, *Forbes*, *Bloomberg*, *Reuters*, *Ethical Boardroom*, and *Corporate Compliance Insight*, among many others.

**Daniel V. Perella**, age 50, is a Co-Founder, President and Chief Operating Officer of IdeaStream Consumer Products, in Cleveland, Ohio. The Company was founded in 2002 and is focused on designing and developing creative and innovative product solutions that drive incremental sales and profits for its retail customers. Mr. Perella brings nearly 27 years of experience in the retail marketplace to Mace. Prior to the founding of IdeaStream Consumer Products, Mr. Perella worked for 10 years at Manco, Inc (now known as Shurtech). During his time there he had numerous roles, including Vice President of Wal-Mart Sales. Additionally, prior to his entrepreneurial journey, he was Manco's Executive Vice President of Sales.

**Hussien Shousher**, age 61, was the recent CEO of GEM Inc. and GEM Energy and was with the Rudolph Libbe Group of companies for 25 years. During Mr. Shousher's tenure, GEM expanded to multiple locations throughout three states with over 1,000 employees. GEM Inc., headquartered in Walbridge, OH, is a leading single-source specialty contractor with multiple self-performance trades as well as consulting and energy management services. GEM Inc. is annually ranked among the top 100 on the *Engineering News-Record* top 600 Specialty Contractors. GEM Energy optimizes the efficiency of facilities for reduced operating costs through energy management and procurement, building controls, HVAC and facility management services. Mr. Shousher is currently focused on executive mentoring, coaching, and advising business leaders and established professionals.

**Sanjay Singh**, age 53, was appointed Executive Chairman of the Board in April 2020 and was appointed to the Company's Board of Directors in March 2018 when his family office fund purchased an interest in the Company. Previously, Mr. Singh led and directed strategy and operations at a privately held manufacturing company first as Executive Vice-President and then as President from July 2013 through March 2020. In 2017, Mr. Singh co-founded a family office investment fund for which he directed and sourced investment initiatives in the northeast Ohio region. Over the course of his twenty-five year career, Mr. Singh acquired expertise in increasing shareholder value by building better businesses alongside management teams. Prior to July 2013, Mr. Singh held various financial executive leadership roles in industry-leading Fortune 1000, privately held and private equity backed portfolio companies across various industries. Mr. Singh has a passionate interest in economic prosperity of the Northeast Ohio region and currently serves on the Board of Directors of MAGNET, a not-for profit manufacturing advocacy group, the Cleveland Skating Club and Entrepreneur's EDGE, a nonprofit economic development organization that helps mid-sized companies in Northeast Ohio achieve profitable growth.

**The Board of Directors recommends that you vote FOR the election of Denis J. Amato, Bradley J. Dickerson, George C. Gehrisch, Jr., Jayne E. Juvan, Daniel V. Perella, Hussien Shousher and Sanjay Singh to Mace's Board.**

<b>Proposal 2 - Ratification of Independent Public Accounting Firm</b>
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Ratification of the Audit Committee's appointment of Marcum LLP as Mace's independent public accounting firm for fiscal year 2020.
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The Audit Committee has approved engaging Marcum LLP as Mace's independent public accounting firm for the fiscal year ended December 31, 2020. On December 1, 2019, the Company's previous independent public accounting firm, Skoda Minotti & Co. merged with Marcum LLP. Skoda Minotti & Co. served as Maces' independent public accounting firm since the fiscal years ended December 31, 2014. Approval of Proposal 2 will require the affirmative vote of the holders of a majority of the Common Shares represented in person or by proxy and entitled to vote at the Annual Meeting. Approval of Proposal 2 will not preclude the Board or Audit Committee from selecting a different independent public accounting firm at any time during the fiscal year if it determines such a change would be in the best interests of the Company and its stockholders.

**The Board of Directors recommends that you vote FOR the ratification of the appointment of Marcum LLP as Mace's independent public accounting firm for fiscal year 2020.**