

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

**NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS**

**Date: Thursday July 18, 2019**

**Time: 10 a.m. Eastern Daylight Time**

**Location:**

**Mace Security International, Inc.**

**4400 Carnegie Avenue**

**Cleveland, OH 44103**

To Mace Security International, Inc. Stockholders:

We invite you to attend the 2019 Annual Meeting of Stockholders of Mace Security International, Inc. ("Mace" or the "Company"). At this meeting, 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, Cheryl B. McMillan, Daniel Perella, Hussien Shousher, and Sanjay Singh. Biographical information for each nominee and the Board of Directors’ recommendation is attached hereto.
2. Ratification of the appointment of Skoda Minotti & Co. as Mace’s independent public accounting firm for fiscal year 2019. Information about the Board of Directors’ recommendation is attached hereto.

You may vote on these proposals in person by attending the Annual Meeting or by proxy. If you cannot attend the 2019 Annual Meeting, we urge you 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 or at the 2019 Annual Meeting. However, the mere presence at the 2019 Annual Meeting of the stockholder granting 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 2019 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 2019 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 2019 Annual Meeting.

Only stockholders of record at the close of business on June 14, 2019 can vote at the Annual Meeting and any adjournment or postponement of the Annual Meeting. As of the record date, there were approximately 63,249,834 shares of common stock outstanding.

By Order of the Board of Directors,

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Cleveland, Ohio Mark E. Barrus

June 20, 2019 Senior Vice President, Chief Financial Officer and Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF FINANCIAL INFORMATION FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON July 18, 2019:**

**Mace Security International, Inc.’s audited consolidated financial statements for the year ended**

**December 31, 2018 are available on the OTCQX Market web site via the Internet at** [**http://www.otcmarkets.com/stock/MACE/financials**](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 Cheryl B. McMillan Daniel Perella Hussien Shousher Sanjay Singh  |
|  |
|  |

Four 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 2019 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 74, 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 54, 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. Gehrisch, Jr.,** age 57, 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. Gehrisch led Roll-Kraft as its President for more than 20 years. Mr. Gehrisch 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.

**Cheryl B. McMillan**, age 60, has been a Vistage Chair for 14 years. As a Vistage Chair, she leads two groups of non-competing business executives: one group of CEOs, Presidents and Business Owners, and one group of Senior Executives who report directly to them.  Prior to joining Vistage, she had over 25 years of broad business experience, including being a President, CFO (CPA, Retired) and board member of a strategic alliance for a group of 18 non-related owners. She has assisted in the formation of new companies as well as the integration of acquisitions.  She is an active member of Friends of the Summit Board of Directors and is a former Treasurer of a non-profit board and founding chair of its foundation.

**Daniel V. Perella**, age 49, 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 60, 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 52, was appointed to the Company’s Board of Directors on March 9, 2018 and is the President 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. At Roll-Kraft, Mr. Singh directs and leads the company’s efforts to excel in operational efficiencies and market penetration. He has most recently sharpened the company’s continuous improvement focus to meet the company’s goals of 100% on-time delivery and first-time performance. Mr. Singh also leads the company’s private investment initiatives in lower middle market companies located in northeast Ohio. Mr. Singh has held various financial executive leadership roles in Fortune 1000, privately held and private equity backed portfolio companies across various industries, including consumer products, manufacturing and service. Mr. Singh currently serves as an advisor to the Boards of two non-profit organizations and a technology startup.

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

|  |
| --- |
| **Proposal 2 - Ratification of Independent Public Accounting Firm** |
| Ratification of the Audit Committee’s appointment of Skoda Minotti & Co. as Mace’s independent public accounting firm for fiscal year 2019. |

The Audit Committee has approved engaging Skoda Minotti & Co. as Mace’s independent public accounting firm for the fiscal year ended December 31, 2019. 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 Skoda Minotti & Co. as Mace’s independent public accounting firm for fiscal year 2019.**