

KPMG Corporate Finance LLC advised Caprius, Inc. on the sale to Vintage Capital Group, LLC



Caprius, Inc.

KPMG Corporate Finance LLC

acted as a financial adviser to the
Special Committee to Caprius, Inc. in
connection with the sale of the Company
to Vintage Capital Group, LLC

Value not disclosed
April 2011

The company

Caprius, Inc. (Caprius or the Company) (OTCPK: CAPI), through its subsidiary, M.C.M. Environmental Technologies, Inc., (MCM) engages in the manufacturing and distribution of compact on-site medical waste processing systems. MCM's patented products safely shred solid and liquid regulated medical waste into small pieces while simultaneously exposing the waste to the Company's proprietary environmentally friendly disinfectant solution, Ster-Cid®. The process reduces waste volume by up to 90 percent and renders it harmless for disposal as ordinary waste.

The situation

In November 2010, Caprius entered into a going-private merger agreement with Vintage Capital Group LLC, the Company's senior secured lender. Under the merger agreement, Caprius had the right to actively solicit competing bids for 30 days, which would have allowed alternative third-party investors to top the Vintage proposal. KPMG Corporate Finance LLC (KPMGCF) was retained by the Special Committee of Caprius's board of directors in connection with the solicitation.

The transaction

KPMG Corporate Finance LLC ran a broad, expedited solicitation process that generated interest from several diverse counterparties, including both domestic and international strategic buyers and private equity firms. KPMGCF assisted the Company's Special Committee in evaluating the Company's strategic alternatives and successfully negotiating terms of the Company's going-private transaction with Vintage Capital, which resulted in a significant increase in the value of the cash consideration to be paid to the Company's stockholders.

KPMG Corporate Finance LLC – We Can Do a Great Deal Together.

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Trust KPMG Corporate Finance LLC with your next transaction

KPMG Corporate Finance LLC provides a broad range of investment banking and advisory services to its domestic and international clients. Our professionals have the experience and depth of knowledge in global M&A and project finance to advise clients on mergers and acquisitions, sales and divestitures, buyouts, financings, debt restructurings, equity recapitalizations, infrastructure project finance, and other advisory initiatives. In addition, we remain impartial to financing sources, helping to ensure that our efforts are objective and aligned with the goals of clients.

Operating in 82 countries, the corporate finance practices of KPMG International's member firms (KPMG) comprise more than 2,100 professionals who are able to meet the needs of clients across the globe. In 2010, as a leading financial adviser, KPMG completed 269 deals totaling US\$16.5 billion, according to Thomson Reuters SDC's global M&A middle market league tables.

We welcome the opportunity to meet with you, learn more about your company's objectives, and discuss our people and capabilities.

www.kpmgcorporatefinance.com

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