

**BOYD GROUP INCOME FUND TO ACQUIRE CANADA'S LARGEST  
NON-FRANCHISE COLLISION REPAIR COMPANY WITH 68 LOCATIONS  
- Strengthens Boyd Group's leadership position in Canada with a new platform in  
Ontario to better position Boyd for additional growth -**

*Not for distribution to U.S. newswire services or for dissemination in the United States.*

**Winnipeg, Manitoba – May 29, 2017** – Boyd Group Income Fund (TSX: BYD.UN) (“the Fund” or “the Boyd Group”) today announced that it has, through a subsidiary company, entered into a definitive agreement to acquire the assets and business of Assured Automotive Inc. and related entities (“Assured”). Assured is the largest operator of non-franchised collision repair centres in Canada, based in Ontario. The acquisition is expected to be immediately accretive to earnings per unit and cash flow per unit.

**Transaction Highlights:**

- **Market Leading Scale** – further establishes Boyd as a market-leading collision repair provider in North America with 474 locations, over 7,300 employees and over \$1.5 billion in 2016 pro forma revenue.
- **New Ontario Platform** – adds market-leading presence in Canada's largest collision repair market with 68 locations, more than doubling Boyd's current Canadian footprint.
- **Track Record of Growth** – adds a proven management team to Boyd's senior management, with a track record of delivering a five-year revenue CAGR of 24.7% through a combination of strong organic same-store sales growth and M & A growth.
- **Immediately Accretive** – expected to be immediately accretive to earnings per unit and cash flow per unit.
- **Additional Tax Benefits** – tax efficient acquisition structure creating net present value of future tax benefits of \$25.5 million.
- **Attractive Platform Valuation** – net of tax benefits, represents a purchase valuation multiple of 8.3 times adjusted EBITDA for the trailing 12 months ended March 31, 2017, normalized for non-recurring expenses and post-closing synergies.
- **Significant Balance Sheet Capacity for Additional Growth** – on May 26, the Fund increased its existing revolving credit facility to US\$300 million, with an accordion feature which can increase the facility to a maximum of US\$450 million. Post transaction, Boyd Group will have pro forma net debt to Adjusted EBITDA of approximately 1.5 times.

“The acquisition of Assured is a significant strategic move for Boyd that further positions us as a leading provider of collision repair centres in Canada, and North America,” said Brock Bulbuck, CEO of the Boyd Group. “Assured, with its strong management team, well-established culture of operational excellence, strong sales growth and commitment to high quality customer service, is complementary to our existing

business and enhances our ability to deliver value to our customers and insurance clients, and, in turn, our unitholders.”

Assured operates 68 collision repair centres in Ontario, including 30 intake centres co-located at automotive dealerships. With the acquisition of Assured, the Boyd Group significantly expands its footprint to 110 locations in Canada and 474 locations across North America. Furthermore, the Assured acquisition provides a market-leading platform for the Boyd Group in Ontario, Canada’s largest market. Under Boyd’s ownership, Assured will continue to operate and grow under the Assured brand name and will continue to be led by Desmond (“Des”) D’Silva, CEO of Assured, and Tony Canade, President of Assured, who will join Boyd’s management team.

“We are looking forward to being part of the Boyd Group, both as part of the leadership team, as well as significant unitholders,” added Des D’Silva, CEO of Assured. “The combination of our two market leading companies represents an excellent strategic fit and creates an even stronger industry leader which will be better positioned to grow and to deliver innovative, best-in-class service to insurance clients and vehicle owners across North America.”

For the 12 months ended September 30, 2016, Assured reported sales of \$141 million, EBITDA of \$15.5 million, adjusted EBITDA (normalized for non-recurring expenses) of \$17.8 million and net earnings of \$9.6 million. For the 12 months ended March 31 2017, Assured reported sales of \$150 million and adjusted EBITDA (normalized for non-recurring expenses) of \$18.2 million. Post-acquisition synergies are expected to contribute an additional \$2.0 million in annual EBITDA.

The transaction is expected to be completed within 60 days, subject to certain closing conditions being fulfilled. The purchase price of \$193.6 million, subject to post-closing adjustments, will be funded by way of \$146.1 million in cash and \$47.5 million in Boyd Group Income Fund units priced at \$88.31 per unit. After factoring in the \$25.5 million in net present value of future tax benefits, the effective consideration is \$168.1 million. The acquisition of four new locations (including two intake centres) added by Assured subsequent to March 31, 2017 will be completed concurrently and will result in incremental purchase price.

On May 26, the Fund increased its existing revolving credit facility to US\$300 million, with an accordion feature which can increase the facility to a maximum of US\$450 million (“the Facility”). The Facility was facilitated through a syndicate of Canadian and U.S. banks and matures in May 2022. This expanded Facility will be drawn on to fund the cash portion of the purchase price. Following the transaction, the Boyd Group will have pro forma net debt to Adjusted EBITDA of approximately 1.5 times, excluding in-the-money convertible debentures.

“It is important to note that Assured, like Boyd, has pursued an aggressive growth strategy, having added 35 locations, including 17 intake centres, since 2011,” added Mr. Bulbuck. “We expect to combine their leading market position and footprint in Ontario with our resources and acquisition expertise to build new avenues for growth in Canada and the U.S.”

Deloitte LLP and Acumen Corporate Development Inc. acted as advisors to the Boyd Group, and Thompson Dorfman Sweatman LLP acted as Boyd Group’s lead legal advisor. Jefferies LLC acted as lead financial advisor to Assured and DLA Piper (Canada) LLP acted as Assured’s legal advisor.

## **CONFERENCE CALL**

Boyd Group Income Fund will host a conference call, including a slide presentation, to discuss the transaction on Monday, May 29, 2017 at 10:00 a.m. (ET).

### **Telephone Dial-In Access Information**

To access the conference call by telephone, dial 647-427-7450 or 1-888-231-8191. Please connect approximately 10 minutes prior to the beginning of the call to ensure participation. Those participating in the conference call by telephone can view the slide presentation by accessing the online webcast (see instructions below) and choosing the Non-Streaming Audio option.

### **Webcast Access Information**

A live webcast of the conference call, including the slide presentation, will be available at <https://goo.gl/nQcHwJ>. Please connect at least 15 minutes prior to the conference call to ensure adequate time for any software download that may be required to join the webcast. To view the webcast presentation with slides, please choose either the Real Streaming Audio or Windows Streaming Audio option.

### **Archive Access Information**

The conference call will be archived for replay by telephone until Monday, June 5, 2017 at midnight. To access the archived conference call, dial 1-855-859-2056 or 416-849-0833 and enter the reservation number 27767344.

### **About The Boyd Group Income Fund**

Boyd Group Income Fund is an unincorporated, open-ended mutual fund trust created for the purposes of acquiring and holding certain investments, including a majority interest in The Boyd Group Inc. and its subsidiaries. The Boyd Group Income Fund units trade on the Toronto Stock Exchange (TSX) under the symbol BYD.UN. For more information on The Boyd Group Inc. or Boyd Group Income Fund, please visit our website at <http://www.boydgroup.com>.

### **About The Boyd Group Inc.**

The Boyd Group Inc. (the "Company"), directly and through subsidiaries, is one of the largest operators of non-franchised collision repair centres in North America in terms of number of locations and sales. The Company operates locations in five Canadian provinces under the trade name Boyd Autobody & Glass (<http://www.boydautobody.com>), as well as in 20 U.S. states under the trade name Gerber Collision & Glass (<http://www.gerbercollision.com>). The Company uses newly acquired brand names during a transition period until acquired locations have been rebranded. The Company is also a major retail auto glass operator in the U.S. with locations across 31 U.S. states under the trade names Gerber Collision & Glass, Glass America, Auto Glass Service, Auto Glass Authority and Autoglassonly.com. The Company also operates a third party administrator, Gerber National Claims Services ("GNCS"), that offers glass, emergency roadside and first notice of loss services. GNCS has approximately 5,500 affiliated glass provider locations and 4,600 affiliated emergency roadside services providers throughout the U.S. For more information on The Boyd Group Inc. or Boyd Group Income Fund, please visit our website at (<http://www.boydgroup.com>).

### **For further information, please contact:**

Brock Bulbuck

CEO

Tel: (204) 594-1770

[brock.bulbuck@boydgroup.com](mailto:brock.bulbuck@boydgroup.com)

Craig MacPhail

Investor Relations

Tel: (416) 586-1938 or toll free 1-800-385-5451

[cmacphail@national.ca](mailto:cmacphail@national.ca)

Pat Pathipati

Executive Vice President & CFO

Tel: (204) 895-1244 (ext. 33841)  
pat.pathipati@boydgroup.com

**Caution concerning forward-looking statements**

*Statements made in this press release, other than those concerning historical financial information, may be forward-looking and therefore subject to various risks and uncertainties. Some forward-looking statements may be identified by words like "may", "will", "anticipate", "estimate", "expect", "intend", or "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on such statements, as actual results may differ materially from those expressed or implied in such statements. Factors that could cause results to vary include, but are not limited to: dependence upon The Boyd Group Inc. and its Subsidiaries; operational performance; acquisition risk; employee relations and staffing; brand management and reputation; market environment change; foreign currency risk; loss of key customers; decline in number of insurance claims; margin pressure; reliance on technology; weather conditions; competition; access to capital; dependence on key personnel; tax position risk; quality of corporate governance; economic downturn; increased government regulation and tax risk; environmental, health and safety risk; fluctuations in operating results and seasonality; risk of litigation; execution on new strategies; insurance risk; cash distributions not guaranteed; unitholder limited liability is subject to contractual and statutory assurances that may have some enforcement risks; ; mass redemptions; real estate management; single DRP in a market; parts sourcing by clients; geographic concentration; low capture rates; interest rates; U.S. health care costs and workers compensation claims; energy costs; capital expenditures; and the Fund's success in anticipating and managing the foregoing risks.*

*We caution that the foregoing list of factors is not exhaustive and that when reviewing our forward-looking statements, investors and others should refer to the "Risk Factors" section of the Fund's Annual Information Form, the "Risks and Uncertainties" and other sections of our Management's Discussion and Analysis of Operating Results and Financial Position and our other periodic filings with Canadian securities regulatory authorities. All forward-looking statements presented herein should be considered in conjunction with such filings.*