



January 16, 2018

KeyW Adds Dave Wallen to Lead Advanced Cyber Business

HANOVER, Md., Jan. 16, 2018 (GLOBE NEWSWIRE) -- The KeyW Corporation ("KeyW"), a wholly owned subsidiary of [The KeyW Holding Corporation](#) ("Holdings") (NASDAQ:KEYW) today announced that Dave Wallen will join KeyW as the senior vice president of Advanced Cyber, effective January 29, 2018. Mr. Wallen has more than 30 years of experience driving strategies, growth and teams that serve the Intelligence Community and related agencies with a focus on solving Cyber-related challenges. He also serves as an advisor to senior government leadership on Cyber domain policy, considerations, challenges and recommendations.

"We couldn't be more pleased that a leader with Dave's extensive background in capturing and delivering Cyber and related growth and business to Defense and Intelligence agencies will be joining KeyW," said John Sutton, KeyW's chief operating officer. "We're committed to delivering advanced Cyber and other solutions that support our national security priorities, and Dave brings the right experience, relationships and know-how to help us deliver on this commitment."

"I've admired KeyW from afar. Over the years, we've competed on many of the same programs, and I genuinely value the company's size and unique approach to customer challenges," said Dave Wallen, newly appointed leader of KeyW's Advanced Cyber business. "The company is just big enough to pursue the large deals but small enough to be agile and move at the speed of the mission—something our customers require today—and I'm excited to step in and lead as part of the team."

Mr. Wallen has served at ManTech International as a senior vice president since 2011, where he built and grew its Cyber Operations and Exploitation business to more than \$175 million in revenue per year. Before ManTech, he held various related leadership positions at BAE Systems and Price Waterhouse, serving the Intelligence Community, Department of Defense and Federal Civilian markets.

Mr. Wallen has a Master of Business Administration from Golden Gate University and Bachelor of Business Administration from James Madison University and is also a certified Project Management Professional. He also holds leadership development achievements from Wharton and Oxford Saïd business schools and is a former United States Marine Corps officer.

In connection with his hiring, on January 16, 2018, KeyW entered into an employment agreement with Mr. Wallen. The employment agreement with Mr. Wallen provides for grants of inducement equity awards outside of KeyW's Amended and Restated 2013 Stock Incentive Plan, in accordance with NASDAQ Listing Rule 5635(c)(4). The agreement and grant was authorized by the Compensation Committee of Holdings' Board of Directors as an inducement to Mr. Wallen entering into employment with KeyW. The inducement grant consists of up to 100,000 shares of Holdings' common stock for Mr. Wallen as a long-term incentive inducement that will be granted during the five-year period following commencement of his employment, in the amounts set forth below, provided Holdings' stock price exceeds the applicable target share prices set forth below for at least 30 consecutive trading days:

The issuance and vesting of the inducement shares will be contingent upon Mr. Wallen's continued employment with KeyW, subject to acceleration upon certain events.

Target Price Per Share	Long-Term Incentive Shares
\$13.00	12,500
\$16.00	12,500
\$20.00	25,000
\$25.00	25,000
\$30.00	25,000

About KeyW

[KeyW](#) is a pure-play national security solutions provider for the Intelligence, Cyber and Counterterrorism Communities' toughest challenges. We support the collection, processing, analysis and dissemination of information across the full spectrum of their missions. We employ and challenge more than 2,000 of the most talented professionals in the industry with solving such complex problems as preventing cyber threats, transforming data into intelligence and combating global

terrorism.

Forward-Looking Statements: Statements made in this press release that are not historical facts constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include but are not limited to: statements about our future expectations, plans and prospects; statements regarding our strategies, plans, and operations; and other statements containing the words "estimates," "believes," "anticipates," "plans," "expects," "will," "potential," "opportunities," and similar expressions. Our actual results, performance or achievements or industry results may differ materially from those expressed or implied in these forward-looking statements. These statements involve numerous risks and uncertainties, including but not limited to those risk factors set forth in our Annual Report on Form 10-K, dated and filed March 15, 2017 with the Securities and Exchange Commission (SEC) as required under the Securities Act of 1934, and other filings that we make with the SEC from time to time. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements. KeyW is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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