

Investment Banking Update

\$375 MILLION

December 11, 2019



everbridge®

CONVERTIBLE SENIOR
NOTES OFFERING

The undersigned served as
Co-Manager for the offering

Stephens Inc.

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Transaction Details

- On December 11, 2019, Everbridge, Inc. (EVBG) announced the pricing of \$375 million aggregate principal amount of 0.125% Convertible Senior Notes due 2024 (the "Notes") in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended
 - The Notes will bear interest at a rate of 0.125% per year, payable semiannually in arrears on June 15 and December 15 of each year, beginning on June 15, 2020
- The initial conversion rate for the Notes is 8.8999 shares of EVBG common stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$112.36 per share of common stock)
 - The initial conversion price of the Notes represents a premium of approximately 35.0% to the last reported sale price of EVBG common stock on December 10, 2019
- Everbridge intends to use net proceeds from the offering:
 - To pay the cost of capped call transactions related to the Notes offering
 - To repurchase a portion of Everbridge's existing 1.50% Convertible Senior Notes due 2022 (the "2022 Notes") through privately negotiated transactions, and to repurchase the remaining 2022 Notes when they become redeemable in November 2020
 - For general corporate purposes, including potential future acquisitions

According to the Company's Press Release

Everbridge, Inc. (Nasdaq: EVBG) is a global software company that provides enterprise software applications that automate and accelerate organizations' operational response to critical events in order to keep people safe and businesses running.

Sources: Transaction press release and Offering Memorandum.

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The offering of the convertible notes was made only by means of an offering memorandum in a private offering to qualified institutional buyers (as defined in Rule 144A under the Securities Act of 1933). The notes and the shares of the Company's common stock issuable upon conversion of the notes, if any, have not been registered under the Securities Act of 1933 or any state securities laws and the Company does not intend to file a shelf registration statement for resale of the notes or such common stock, if any.