



Everbridge Commences a Recommended Cash Offer to Acquire the Entire Issued Share Capital of Unified Messaging Systems ASA

March 1, 2018

BURLINGTON, Mass.--(BUSINESS WIRE)--Mar. 1, 2018-- Everbridge Holdings Limited and [Everbridge, Inc.](#), (NASDAQ:EVBG) ("Everbridge"), the global leader in critical event management and incident response solutions, announced the commencement of the voluntary cash offer (the "Offer") to acquire the entire issued share capital of Unified Messaging Systems ASA ("UMS") (Oslo Axess: UMS) for NOK 1.37 per share.

The Offer values the total share capital of UMS at approximately NOK 268 million (approximately USD \$33.6 million). This excludes the value of shares issuable upon exercise of existing outstanding options. The offer price represents a 44.8% premium to UMS' closing share price on 13 February 2018 and a 48.1% and 46.2% premium to the 90 day and 180-day volume weighted average stock price on 13 February 2018, the last trading day prior to the announcement of the Offer, respectively.

The Board of Directors of UMS has recommended that the shareholders accept the Offer. The recommendation by the Board of Directors of UMS is included in the Offer document. This recommendation is not the formal statement about the Offer in accordance with section 6-16 c.f. 6-19 of the Norwegian Securities Trading Act. Sparebank 1 Markets AS has provided an independent statement regarding the Offer in accordance with this regulation, which is also included in the Offer document.

The Offer period starts on 2 March 2018 and expires on 16 March 2018 at 16:30 (CET), subject to any extension. Everbridge has obtained pre-acceptances representing approximately 68.2% of UMS' issued share capital. In addition, Everbridge has entered into conditional purchase agreements with holders of 2,285,000 share options whereby Everbridge will purchase these options at a price equal to the difference between the Offer price and the exercise price for the share options, subject to closing of the Offer.

The closing of the Offer is subject to satisfaction or waiver of the closing conditions set out in the Offer document, including a minimum acceptance of at least 90% of the shares on a fully diluted basis or such lower percentage (not being less than 50%) of the issued shares as Everbridge determines. The Offer is not subject to any financing conditions or regulatory approvals. Subject to satisfaction or waiver of the closing conditions, settlement of the Offer is expected to take place during the first quarter of 2018. Everbridge intends to make a compulsory acquisition of the remaining shares in UMS upon acquiring not less than 90% of the shares in UMS under the Offer. Further, upon such acquisition, Everbridge intends to propose to the general meeting of UMS that an application is filed with the Oslo Stock Exchange to de-list the shares of UMS.

The Offer document, containing the complete terms and conditions of the Offer, was published today by Everbridge. Subject to restrictions under applicable securities laws, the Offer document will be distributed to all shareholders listed in UMS' share register and will also be available at <https://www.beringerfinance.com>.

Beringer Finance AS is acting as financial advisor to Everbridge and receiving agent in connection with the voluntary offer for the shares of UMS and DLA Piper Norway DA is acting as legal advisor to Everbridge.

Important Information about the Offer

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares. The Offer to purchase all the shares of UMS is contained in the Offer document filed by Everbridge and approved by the Oslo Stock Exchange. The complete Offer document will, subject to restrictions under applicable securities laws, be distributed free of charge to all UMS shareholders registered in UMS' share register in Verdipapirsentralen (the Norwegian Central Securities Depository), and is available at <https://www.beringerfinance.com>.

About Everbridge

[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 faster. During public safety threats such as active shooter situations, terrorist attacks or severe weather conditions, as well as critical business events such as IT outages, cyber-attacks or other incidents such as product recalls or supply-chain interruptions, over 3,700 global customers rely on the company's SaaS-based platform to quickly and reliably aggregate and assess threat data, locate people at risk and responders able to assist, automate the execution of pre-defined communications processes, and track progress on executing response plans. The company's platform sent over 2 billion messages in 2017, and offers the ability to reach more than 200 countries and territories with secure delivery to over 100 different communication devices. The company's critical communications and enterprise safety applications include Mass Notification, Incident Management, Safety Connection™, IT Alerting, Visual Command Center®, Crisis Commander®, Community Engagement™ and Secure Messaging. Everbridge serves 9 of the 10 largest U.S. cities, 8 of the 10 largest U.S.-based investment banks, 25 of the 25 busiest North American airports, six of the 10 largest global consulting firms, six of the 10 largest global auto makers, all four of the largest global accounting firms, four of the 10 largest U.S.-based health care providers and four of the 10 largest U.S.-based health insurers. Everbridge is based in Boston and Los Angeles with additional offices in San Francisco, Lansing, Orlando, Beijing, London, and Stockholm. For more information, visit www.everbridge.com, read the company [blog](#), and follow on [Twitter](#) and [Facebook](#).

About UMS

UMS ASA is a Norwegian technology company with international operations, headquartered in Oslo. The company has more than 1,200 customers worldwide reaching over 500 million people with its systems for public notifications. The company was founded in 1998 and is established as an industry leader within the area of critical communication and population alerting systems.

Cautionary Language Concerning Forward-Looking Statements:

This news release contains certain forward-looking statements that are based on uncertainty, as they relate to events and depend on circumstances that will occur in the future and which, by their nature, may have an impact on results of operations and the financial condition of Everbridge and/or UMS. Such forward-looking statements reflect current expectations and are based on the information currently available. Neither Everbridge nor UMS can give any assurance as to whether such forward-looking statements will prove to be correct. These forward-looking statements include statements regarding the Offer, including the terms and conditions of the Offer and expected timing. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, among other things, satisfactions of conditions to the Offer and investor participation in the Offer.

Important Notice:

THE OFFER WILL NOT BE MADE IN ANY JURISDICTION IN WHICH MAKING OF THE OFFER WOULD NOT BE IN COMPLIANCE WITH THE LAWS OF SUCH JURISDICTION. THIS ANNOUNCEMENT DOES NOT IN ITSELF CONSTITUTE AN OFFER. THE OFFER WILL ONLY BE MADE ON THE BASIS OF THE OFFER DOCUMENT AND CAN ONLY BE ACCEPTED PURSUANT TO THE TERMS OF SUCH DOCUMENT.

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