

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



Investor Presentation

May 2022



Cautionary Language Concerning Forward-Looking Statements

These presentation materials contain "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended, limited to, statements regarding the anticipated opportunity and trends for growth in our critical communications and enterprise security solutions and long-term shareholder value. These forward-looking statements are made as of the date hereof and were based on our current expectations as well as the beliefs and assumptions of management. Words such as "expect," "anticipate," "should," "believe," "target," "project," "intend," variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. There are a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control. Our actual results may differ materially from our forward-looking statements due to a number of factors, including but not limited to: the ability of our products and services to perform as expected; our ability to attract new customers and retain and increase sales to existing customers; our ability to increase sales of our Mass Notification and other applications; our ability to successfully integrate businesses and assets that we have acquired or may acquire in the future; operations and those of our customers and suppliers; developments in the market for targeted and contextually relevant critical communications solutions; estimates of market opportunity and forecasts of market growth may prove to be inaccurate; we have not been profitable on a consolidated basis; our profitability in the future; the lengthy and unpredictable sales cycles for new customers; nature of our business exposes us to inherent risks; our limited qualified personnel; our ability to maintain successful relationships with our channel partners and technology partners; our ability to compete in a highly competitive market; competitive pressures; potential liability related to privacy and security of personally identifiable information; our ability to protect our intellectual property; our risk factors discussed in filings with the U.S. Securities and Exchange Commission ("SEC"), including but not limited to our Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on February 25, 2022. The forward-looking statements included in these presentation materials represent our current expectations and are not an obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We do not intend upon as representing our views as of any date subsequent to the date hereof.

Additional Information and Where to Find It

Everbridge filed a definitive proxy statement and a form of associated proxy card with the U.S. Securities and Exchange Commission in connection with its solicitation of proxies for the 2022 Annual Meeting of Shareholders (the "Proxy Statement" and such meeting, the "2022 Annual Meeting"). The Proxy Statement, Board of Directors for election at the 2022 Annual Meeting are included in the Proxy Statement. SHAREHOLDERS OF EVERBRIDGE SHOULD REVIEW THE DEFINITIVE PROXY STATEMENT, THE ACCOMPANYING PROXY CARD AND ANY OTHER DOCUMENTS FILED WITH THE SEC FOR IMPORTANT INFORMATION. Shareholders are able to obtain a copy of the Proxy Statement and other documents filed with the SEC at www.sec.gov. Copies are also available at no charge on the Everbridge website at <https://ir.everbridge.com/sec-filings>.

Certain Information Regarding Participants

Everbridge, its directors and certain of its executive officers are participants in the solicitation of proxies from shareholders in respect of the 2022 Annual Meeting. The names of Everbridge directors and executive officers and their respective interests in Everbridge by security holdings or otherwise are set forth in the Proxy Statement. Such participants in Everbridge securities have changed since the amounts described in the Proxy Statement, such changes have been reported on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC or will be filed within the time period specified by the rules of the SEC, amended, and the regulations thereunder.



Supporting the Everbridge Board is the Best Path to Unlocking Value



Everbridge is a **leader in Critical Event Management (“CEM”)** ; mission-critical business with strong long-term prospects



Everbridge’s **Board has conducted a comprehensive review of** taking action to improve our go-to-market efforts, cost structure



Everbridge’s actions are **focused on optimizing both growth and** which will **enhance long-term value for our shareholders and**



Everbridge’s **Board is highly qualified and independent, has first** members, and is open to all opportunities to enhance value



Ancora’s sole objective – an immediate sale of the Company interests of shareholders

Vote FOR ALL Everbridge’s Directors on Your

Richard D’Amore, Alison Dean, Jaime Ellertson, Bruns Grayson, David Henshall, Kent M



Supporting the Everbridge Board is the Best Path to Unlocking Value (cont'd)

A Vote FOR Everbridge's Directors Supports Value Creation and Optionality

- + Supports the Board's initiatives to **simplify our products, improve go-to-market, and reaccelerate growth**
- + Supports the Board's initiatives to **reduce operating cost and improve profitability**
- + Supports the Board's continued focus on creating shareholder value through **improving operations and organic growth while increasing optionality**
- + Supports the Board's initiatives to **complete the leadership succession process**

Creates long-term value by enhancing standalone prospects and improving optionality

A Vote AGAINST Everbridge's Directors Supports a Near-Term, High-Cost Exit via a Sale or Liquidation

- + Supports a near-term exit via a sale or liquidation
- + **Trades off the potential for long-term value creation for a near-term, high-cost exit**
- + **Decreases Everbridge's standalone alternative value creation potential**
- + **Decreases Everbridge's value creation potential vs. choosing to continue to operate**

Exercises value creation potential via a sale or liquidation

Agenda

1

Overview of Everbridge

2

Everbridge's Initiatives to Unlock Near-Term Value

3

Overview of Everbridge's Board and Governance

4

Ancora's Campaign for an Immediate Sale



Everbridge Overview

We provide enterprise software applications to improve organizational response for critical events **to keep people safe and organizations running. Faster.**



**\$41+
Billion**
Market
Opportunity ¹

6.1K+
Enterprise
Customers ²

110%+
Net Revenue
Retention ³

1.9K+
Employees ⁴

**Yearly Free
Cash Flow
Positive** ⁵

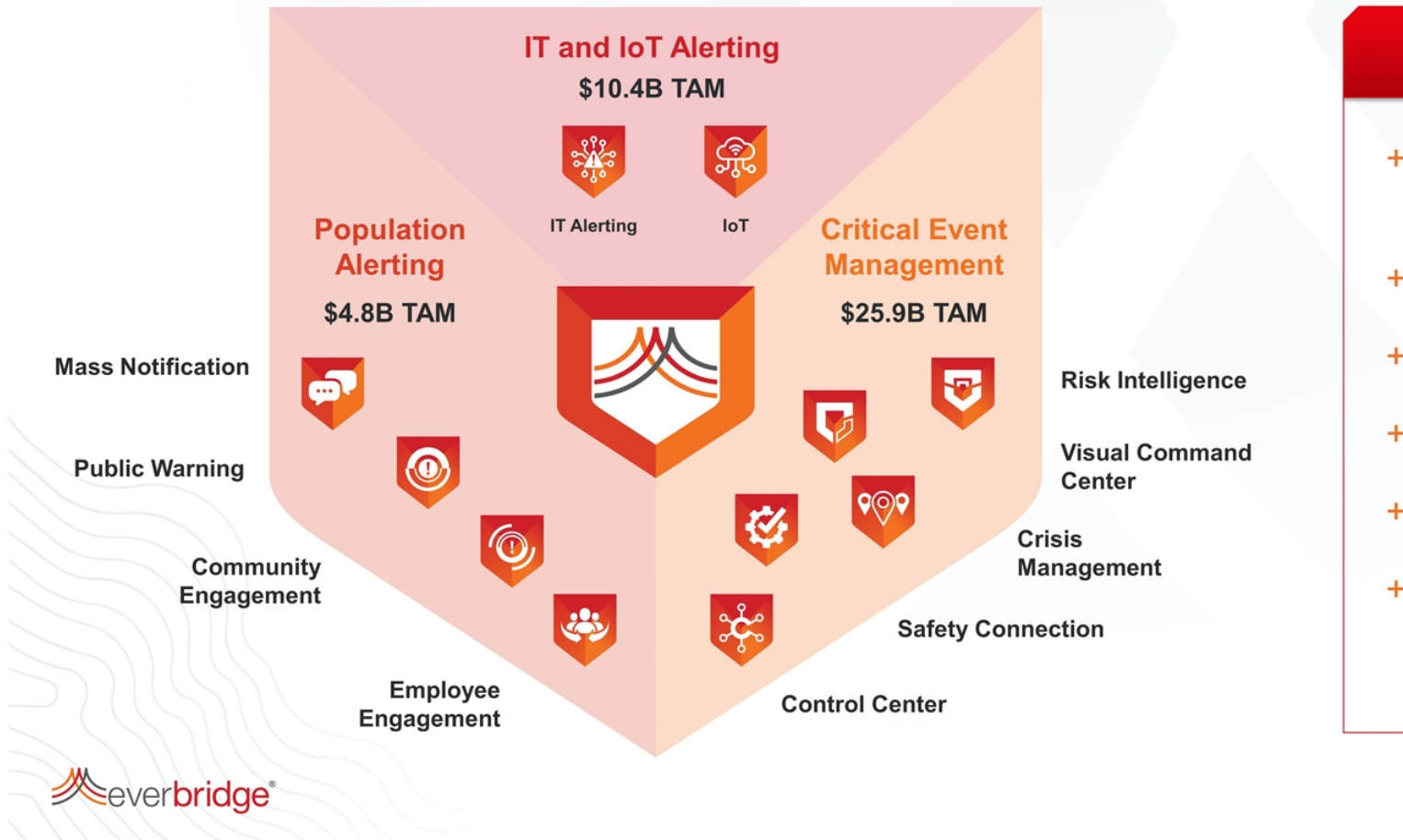
**Adjusted
EBITDA
Positive** ⁶



- (1) Total Addressable Market is based on EVBG ASPs applied to 29,000+ named accounts, including (a) CEM target customers in G2000 and companies with greater than 1,000 employees; Population Alerting countries priced according to population and GDP as of June 30, 2019. TAM, which is based on management estimates, is inherently subject to uncertainties and assumptions.
- (2) As of December 31, 2021
- (3) TTM as of December 31, 2021. Net revenue retention is revenue generated from existing customers, including recurring revenue, expansion revenue, downgrades, and cancels.
- (4) As of December 31, 2021
- (5) \$2.4M (FY 2021)
- (6) \$11.2M (FY 2021) compared to \$8.0M (FY 2020)
- (7) Represents midpoint of guidance.

Strategically Positioned to Continue Leadership in Critical Event Management

Everbridge is uniquely positioned to address multiple strategic markets and customer segments in the rapidly evolving, and growing critical response market from a single platform.

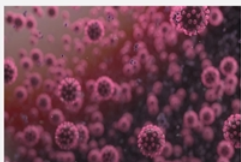


Everbridge's Technology Helps Enterprises, Governments Respond to the Most Critical Threats Facing Their S

Selected Critical Events Impacting Stakeholders



Natural Disasters



Pandemics & Biohazards



Geopolitical Events



High-Impact Cyber Events

Representative E



Corporations



Governments

Cross Do



Business Continuity



Life Safety

Everbridge's Board Has a Track Record of Del

Despite recent growth headwinds, Everbridge's Board has consi
commitments and has plans in place to address curre

What Everbridge's Board Has Delivered

- + Track record of revenue growth
(37% CAGR from IPO through 2021)
- + Exceeded quarterly guidance in every quarter
since IPO
- + Transitioned from negative to positive operating
cash flow, with positive operating cash flow in the
past two years
- + Key initiatives underway to address challenges
 - Reacceleration of growth
 - Enhanced profitability

EV
Reve
Result
Guid
Since



Source: FactSet.

(1) For Q1-3, raise / lower relative to Everbridge's full year guidance; for Q4 raise / in-line / lower relative to the median of street consensus.

The Board is Taking Actions to Respond to Key

Amidst recent challenges and leadership transition, the Board is conducting a comprehensive review of strategy and operations and is taking actions to address the challenges identified.

Key Challenges Identified

- + Integration of recent acquisitions and acquired technologies
- + Complexity of upsell and cross-sell opportunities
- + Deal size and competitive dynamics for international public offering
- + Impact of pandemic-related uncertainty on travel solutions

Resulting Actions

1

Pausing material accelerating international for product simplification

2

Simplifying product strategic critical higher productivity

3

Leveraging our customers to drive into our broader

4

Enhancing profitability **product, and customer**

5

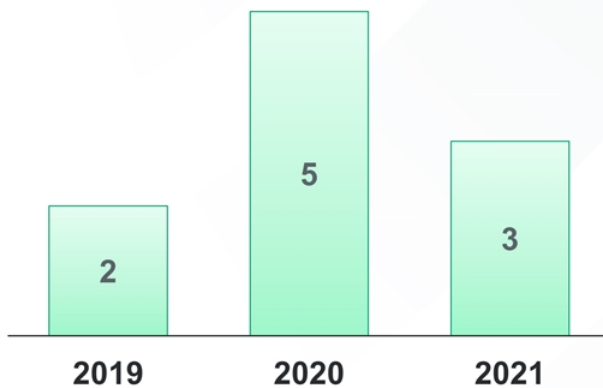
Board is undertaking **permanent CEO**

Pausing Material New M&A

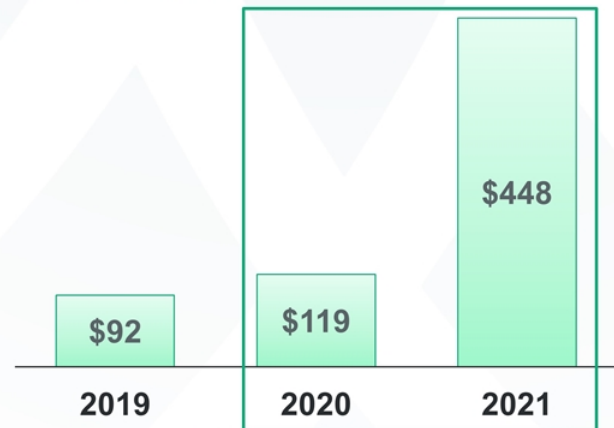
Everbridge has a track record of successful M&A – however, recent strategic acquisitions in 2021 has made it prudent to pause on

Everbridge M&A Overview

2019 - 2021 Deal Count



2019 - 2021 \$MM Volume



2020

smaller acquisitions
focused on expanding
geographic reach



Connext

ONE2MANY

SnapComms



2021

strategic acquisitions
focused on product
differentiation

ANVIL

RedSky

xmatters

Product Simplification and Integration Increase Land-and-Expand Opportunities

The initiatives underway to simplify our product offering will facilitate land-and-expand motions and greater customer adoption, which will unlock increased revenue.

Benefits to Simplification Initiatives Underway

- + Meaningfully reduces barriers to cross-sell and upsell potential
- + Reduces sales complexity, which facilitates greater productivity from salespeople, who are able to focus on highest impact products
- + Allows for focus on key customer personas
- + Establishes greater competitive product differential, thereby increasing win rates
- + Broader adoption and enhanced product offering resulting from simplification increases land-and-expand benefits

Simplified CEM Bundles

Moving from several dozen individual products to a simplified bundle of products

CEM for Digital

Solves cybersecurity issues faced by Chief Information Officers

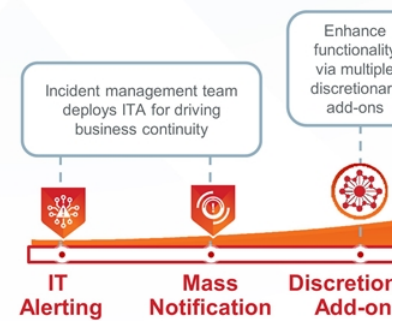
CEM for People

Assists Chief Officers in duty-of-care

Enhanced Land-and-Expand Success

Proven Land-and-Expand Success

Illustrative case study



Everbridge is taking action to pause material new M&A, integrate strategic product offerings, and enhance operations to achieve sustainable profitability

Actions Underway to Enhance Profitability

- + Pausing material M&A and focusing on increasing product integration assets to facilitate improved execution
- + Realizing cost savings by de-emphasizing smaller, nonstrategic products, CEM or Public Warning focus areas
- + Repackaging our CEM portfolio to simplify sales process and increase margins
- + Retained independent management consultants to help identify and implement opportunities for cost reductions and operational enhancements

We are developing additional operational and cost savings initiatives. We will provide guidance regarding impact as our operational performance improves.

CEO Succession Process Facilitates Value and Improves Optionality for Shareholders

A successful conclusion of the CEO search process is like standalone value and improves optionality

- + In December 2021, David Meredith notified the Board of his intention to **resign from his role as Chief Executive Officer of Everbridge, effective January 30, 2022**
- + **The Board acted immediately** to establish an interim Office of the CEO and transition leadership to executives Patrick Brickley (EVP & Chief Financial Officer) and Vernon Irvin (EVP & Chief Revenue Officer)
- + The **combined strategic and operational expertise** of Mr. Brickley and Mr. Irvin, under the **oversight of Chairman and former CEO Jaime Ellertson**, has facilitated the **quick and decisive action** to conduct a comprehensive review of the business and strategy and implement initiatives to address our current challenges
- + Simultaneously, the Board has **retained an independent search firm** to assist in the evaluation of both internal and external candidates



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Highly Qualified Directors are Driving Change

Our directors are uniquely qualified to oversee strategy and have acted as agents of change on behalf of shareholders

Board-Led Review of Strategy and Operations

- + David Henshall appointed to the Board in January 2022, and designated Vice Chair
- + Leveraging Mr. Henshall's extensive operational experience as CEO and CFO of a multi-national technology company, the Board tasked him with:
 - Advising on our comprehensive review of strategy and operations
 - Co-leading our search for a new permanent CEO

Richard D'Amore, *Independent Director*



- + General Partner, North Bridge Venture Partners
- + Extensive public company board experience, investor perspective, entrepreneurial background

Jaime Ellertson, *Non-Executive Chairman*



- + Former CEO, Everbridge
- + Unparalleled insight into Everbridge's business and domain, public company board experience, SaaS expertise

David Henshall, *Independent Vice Chairman*



- + Former CEO and CFO, Citrix Systems
- + Executive leadership of global technology companies, corporate finance expertise, experience leading large scale transformations

Simon Paris, *Independent Director*



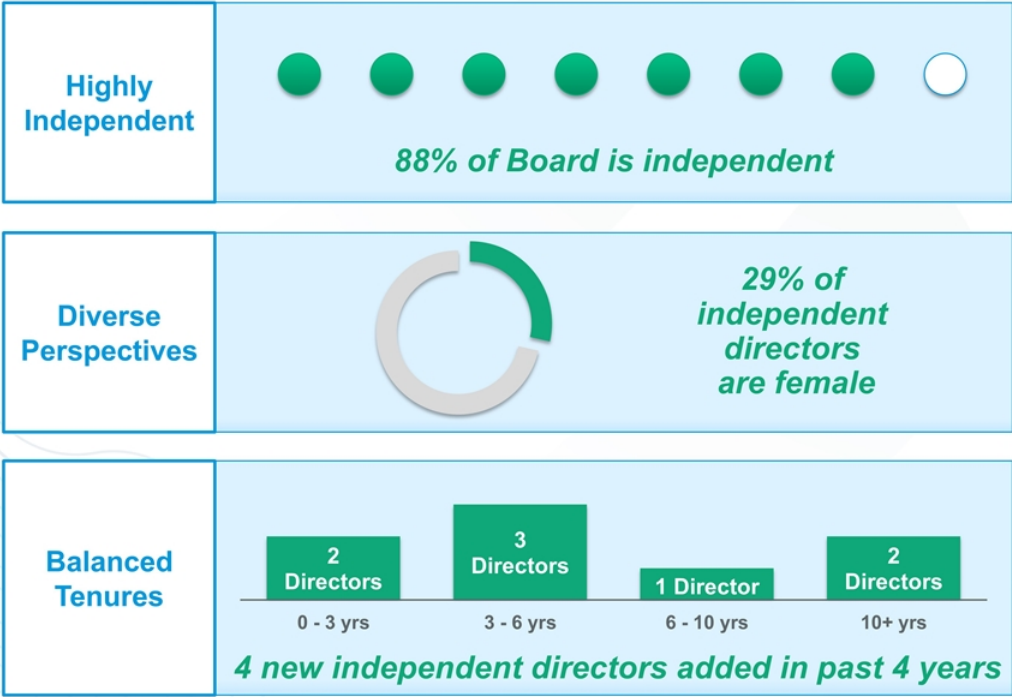
- + CEO, Finastra
- + Executive leadership of global technology companies, extensive SaaS industry experience



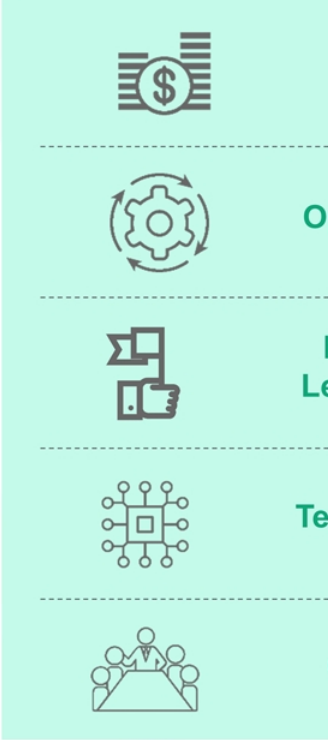
Highly Independent Board with New Perspectives

Everbridge's Board is experienced and independent, and has consistently added new perspectives

Board Overview

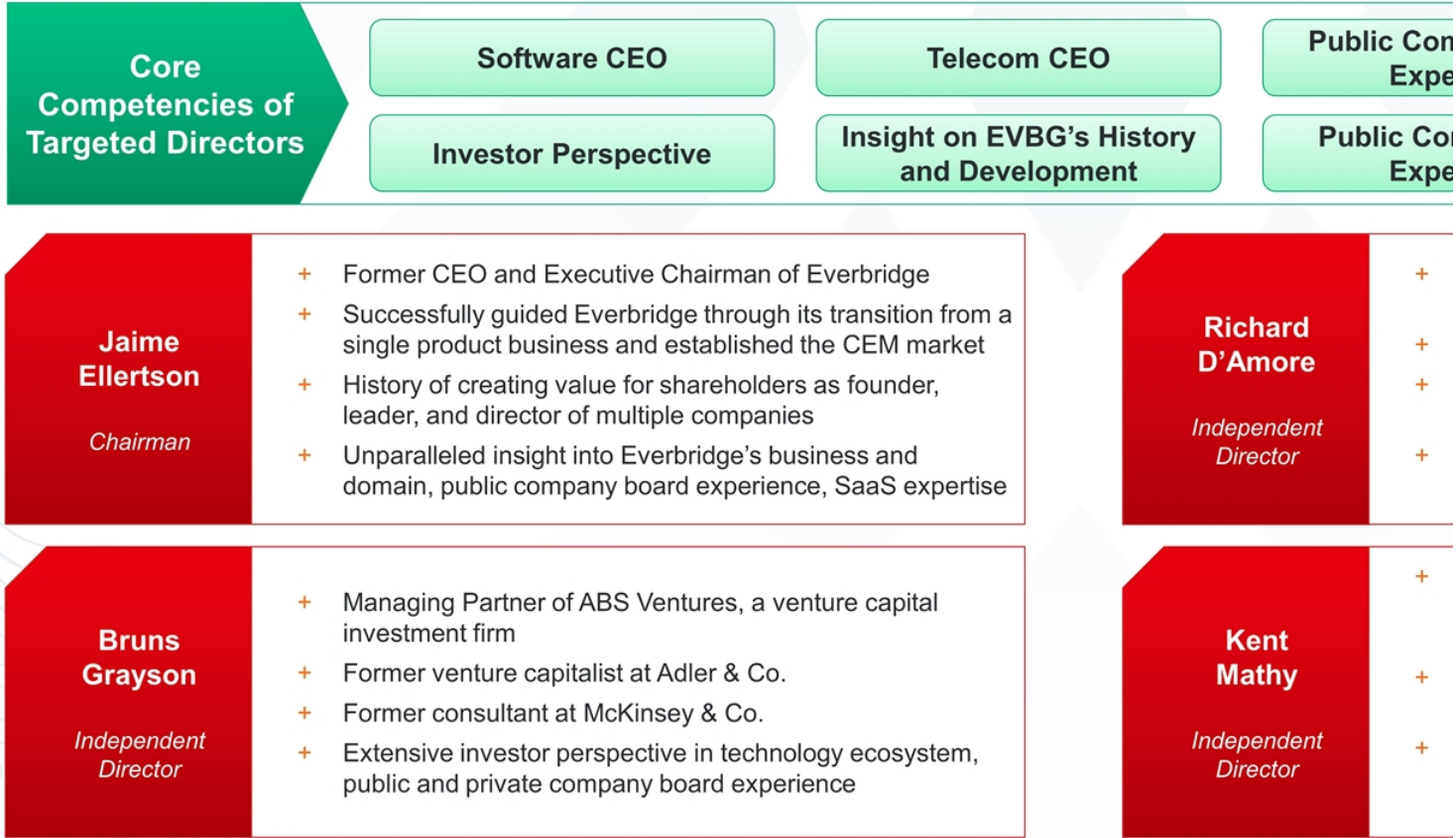


Director Skills



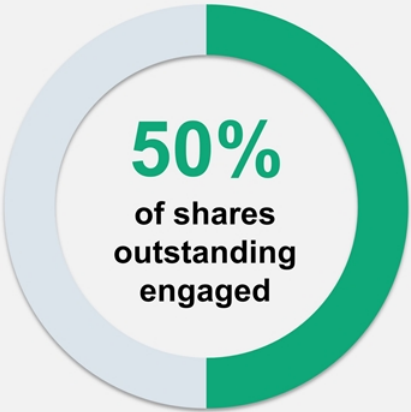
Directors Targeted by Ancora are Key to the C Underway and the Board’s Effective Oversight

Absent the continued service of directors targeted by Ancora, average director tenure would be significantly reduced, and the Board would lack valuable context regarding Everbridge’s historical growth and development, future



Everbridge is Engaged with Its Shareholders and Responds to Feedback

We undertake proactive and robust year-round shareholder engagement initiatives on corporate governance, E&S, and compensation practices



The Board has demonstrated responsiveness to shareholder feedback on Everbridge's governance	
What we heard from shareholders	How we responded
Eliminate classified Board structure	<ul style="list-style-type: none">Submitted proposal to the Board
Eliminate supermajority voting requirements	<ul style="list-style-type: none">Submitted proposal to the Board to amend the Charter to eliminate supermajority requirements for the Board
Increase alignment between executive compensation incentives and shareholder outcomes	<ul style="list-style-type: none">Enhanced stock ownership requirements for the Board and managementEnhanced base salary for the CEO and 3x annual cash bonus for the CEO
Enhance CD&A disclosure transparency	<ul style="list-style-type: none">Substantially increased disclosure of executive compensationShort-term incentivesLong-term incentivesCompensation committee

Ancora's Singular Focus on an Immediate Sale in the Best Interests of Everbridge's Shareholders

Everbridge NTM Revenue Multiple ¹

Last Five-Years



Ancora entered the stock at a low-point and its age cap upside and risk shareholder value



(1) S&P Capital IQ as of April 27, 2022.

We Have Repeatedly Engaged with Ancora, But Offer Constructive Feedback Consistent with

Everbridge has had multiple engagements with Ancora since it recently announced its intent to sell. Ancora has offered no productive advice other than to sell the company.

December 9, 2021

David Meredith resigns as CEO of Everbridge and the Board acts immediately to appoint Patrick Brickley and Vernon Irvin as Interim Co-CEOs

January 5, 2022

The Board appoints David Henshall to serve as director, names him Vice Chair, and gives him responsibility of assisting the Board and management team with strategic and operational matters

February 24, 2022

Everbridge announces comprehensive review of strategy and operations and actions underway to address challenges

February 19, 2022

Deadline for shareholders to nominate directors for election at the 2022 Annual Meeting, as disclosed in Everbridge's prior proxy statement (filed in April 2021)

March 11, 2022

Everbridge Co-CEOs engage with Ancora, during which Ancora discloses it intends to publicly push for sale and suggests an immediate sale would further the Co-CEOs' careers

March 2, 2022

Introductory call between Everbridge Co-CEO and Ancora principals

March 17, 2022

Ancora issues open letter to Everbridge in which it calls for an immediate sale of the Company

March 29, 2022

Everbridge initiates engagement with Ancora principals

December
2021

January
2022

February
2022

March
2022



Setting the Record Straight

Ancora relies on multiple misleading or incorrect a to support its demand for an immediate sale of the

	Ancora Assertion	
Ancora Mischaracterizes Shareholder Returns	“Generated disappointing returns for stockholders <u>for years</u> ” ¹	<ul style="list-style-type: none"> ✓ While challenges in the past 6 months are clear, p growth in every year since IPO, with a compound improved profitability and operating cash flow, with ✓ Everbridge has exceeded guidance in every quart during which our Chair was in an executive operat ✓ Moreover, Ancora intentionally omits the performa peer average without noting that less than 60% of cited
Ancora Disregards Public Filings Regarding Senior Executive Retirements, Relying on Allegations Instead of Facts	“[A]ppears to have recruited multiple senior executives”	<ul style="list-style-type: none"> ✓ Ancora relies on LinkedIn profiles that include the agreed to as part of their retirements to facilitate a including the 8-K that was filed for Mr. Mouline at t ✓ Akmazo has not hired any active executives from had each transitioned to temporary part-time statu service with the Company, and their replacements ✓ Any potential conflicts are subject to review accor
Ancora Misleadingly Provides References to Stale Governance and Compensation Concerns	“Everbridge has a history of poor governance practices”	<ul style="list-style-type: none"> ✓ Ancora misleadingly refers to scores prior to signifi board and removal of the supermajority requireme independent director ✓ Ancora also references the prior withhold votes fo structure – feedback that was addressed by the d ✓ Ancora cites stale research on compensation from disclosure and shareholder support (98.5% for) in



(1) Bold and underline emphasis added by Everbridge.

Setting the Record Straight (cont'd)

Ancora relies on multiple misleading or incorrect information to support its demand for an immediate sale of the company

	Ancora Assertion	
Ancora Mischaracterizes Executive Turnover	"[S]ignificant amount of turnover throughout its executive ranks since 2018"	<ul style="list-style-type: none"> ✓ Turnover of executives over a 4-year timeframe at tech CFO is approximately 4 years and the average tenure of executives cited by Ancora is 4.2 years ✓ The average tenure of the executives cited by Ancora is 4.2 years ✓ In addition, 75% of the executives cited by Ancora executives are common within tech as companies
Ancora Misleadingly Provides Anecdotal Employee Feedback	"Employees cite a culture of instability..."	<ul style="list-style-type: none"> ✓ Ancora cherry picks Glassdoor quotes to support its claim ✓ In fact, Everbridge has a Glassdoor rating of 4.2 out of 5 "Recommend to a Friend"²
Ancora Contradicts its Own Arguments – Both Demanding More Involvement From Everbridge's Chair While Demanding He Be Removed	"Mr. Ellertson did not step in as interim CEO..."	<ul style="list-style-type: none"> ✓ Everbridge's Chair and independent directors have been involved in the CEO succession process ✓ In addition, the Board appointed two highly-qualified executives to the Board as Vice Chair to manage the transition ✓ Regardless, it is contradictory for Ancora to (inconsistently) demand the same time demanding he step down from the Chair



(1) Average Age and Tenure in the C-Suite, Korn Ferry (2020).
(2) Glassdoor.com.

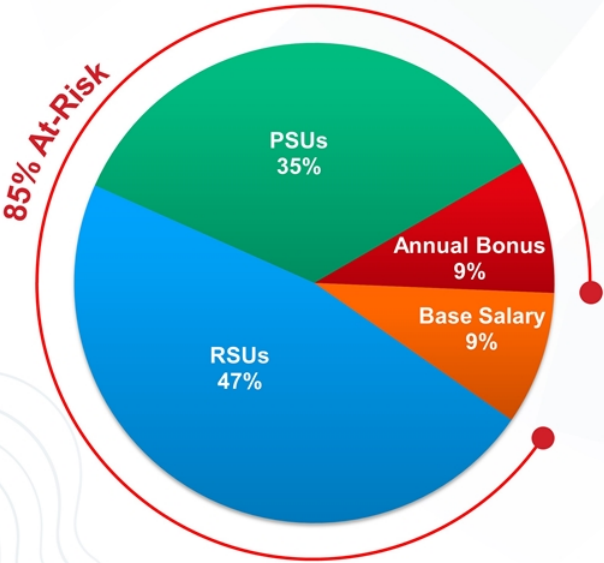


Appendix

Compensation Program Aligns Executives' Interests with Shareholders

The Compensation Committee designs a program intended to align incentives shareholder value-creation by ensuring pay outcomes are significant and tied to the achievement of key business priorities

2021 CEO Target Pay Mix



Executive Compensation

Compensation Element	Link to Business
Base Salary 9% of CEO 2021 Target Compensation	<ul style="list-style-type: none"> Help attract, maintain and motivate top talent Increases are not automatic
Bonus Plan 9% of CEO 2021 Target Compensation	<ul style="list-style-type: none"> Annual variable financial and company performance Metrics and targets aligned with Company business strategy Award values are based on performance and designed to motivate key talent
Long-Term Incentives 82% of CEO 2021 Target Compensation	<ul style="list-style-type: none"> Promotes an ownership mindset and long-term shareholder value Provides meaningful and strategic growth opportunities Award mix and timing are aligned with long-term strategy Award values are based on performance and designed to motivate key talent

Everbridge Facilitates Key ESG Initiatives of C and is Taking Action on ESG Metrics and Disc

Facilitating ESG Outcomes (selected)



Everbridge provides robust CEM solutions to reduce risks and enable better **EHS outcomes**



Everbridge provides critical technology for governments, enterprises, and organizations responding to **climate-related events** (e.g., wildfires, conflict, hurricanes)



Everbridge alerts enable rapid response to **cybersecurity threats**



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begin
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Enhanc
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Develop
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operat

The Nominating and Corporate Governance Committee oversee environmental, social, and governance initiatives and perf

