

Aviso de Derechos para emisoras del

FECHA: 28/06/2024



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	223717
FOLIO DE REFERENCIA INDEVAL	734173C005
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	EVBG
RAZÓN SOCIAL	EVERBRIDGE, INC.
SERIE	*
ISIN	US29978A1043
MERCADO PRINCIPAL	NASDAQ

TIPO DE EVENTO	MERGER
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DETALLE DEL TIPO DE EVENTO
Offer Type
DISSENTER'S RIGHTS

MANDATORIO / OPCIONAL / VOLUNTARIO	Mandatory
FECHA EFECTOS	03/07/2024

OPCIÓN	1
TIPO	Cash
DEFAULT	true

TRANSACCIÓN	Cash Movement
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CREDIT / DEBIT	Credit
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TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	US29978A1043

NOTAS DEL EVENTO CORPORATIVO
NOTA

(28/06/2024)

Indeval will apply changes after market closes on July 2nd, 2024.

Effective date: 03/07/2024

At a special meeting held on April 25, 2024, shareholders of Everbridge, Inc. (EVBG) approved the proposed merger with and into company Thoma Bravo LP. The merger is tentatively scheduled to close prior to the market open on July 2, 2024. In anticipation of the closing, the stock will be halted immediately following the after-hours session at 8 p.m. on July 1, 2024. If the merger closes as anticipated, the stock will remain halted on the day of closing (July 2nd) and will be suspended effective July 3, 2024.

(26/03/2024)

The transaction is expected to help accelerate the Company's continued growth at a time of rising global uncertainty and increased prioritization of public safety and operational continuity. Upon completion of the transaction, Everbridge will become a privately held company.

Under the terms of the agreement, Everbridge shareholders will receive USD 28.60 per share in cash. The per share purchase price represents a 32 percent premium to the Everbridge volume-weighted average share price over the last 90 days.

(25/03/2024)

Notice is given that a special meeting of stockholders (which we refer to, together with any adjournment, postponement or other delay thereof, as the special meeting) of Everbridge, Inc., a Delaware corporation (which we refer to as Everbridge), will be held on April 25, 2024, at 10:00 a.m., Eastern time.

Appraisal Rights

If the merger is consummated, our stockholders (including beneficial owners of shares of capital stock) who (1) do not vote in favor of the adoption of the merger agreement; (2) continuously hold their applicable shares of our common stock through the effective time of the merger; (3) properly demand appraisal of their shares; (4) meet certain statutory requirements described in this proxy statement; and (5) do not withdraw their demands or otherwise lose their rights to appraisal will be entitled to seek appraisal of their shares of our common stock in connection with the merger under Section 262 of the DGCL if certain conditions set forth in Section 262(g) of the DGCL are satisfied. This means that these persons will be entitled to have their shares appraised by the Delaware Court of Chancery and to receive payment in cash of the fair value of their shares of our common stock, exclusive of any elements of value arising from the accomplishment or expectation of the merger, together with (unless the Delaware Court of Chancery in its discretion determines otherwise for good cause shown) interest on the amount determined by the Delaware Court of Chancery to be the fair value from the effective time of the merger through the date of payment of the judgment at a rate of five percent over the Federal Reserve discount rate (including any surcharge) as established from time to time during the period between the effective time of the merger and the date of payment of the judgment, compounded quarterly (except that, if at any time before the entry of judgment in the proceeding, the surviving corporation makes a voluntary cash payment to persons seeking appraisal, interest will accrue thereafter only upon the sum of (x) the difference, if any, between the amount so paid and the fair value of the shares as determined

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by the Delaware Court of Chancery; and (y) interest theretofore accrued, unless paid at that time). The surviving corporation is under no obligation to make such voluntary cash payment prior to such entry of judgment. Due to the complexity of the appraisal process, persons who wish to seek appraisal of their shares are encouraged to seek the advice of legal counsel with respect to the exercise of appraisal rights.

Only a stockholder of record or a beneficial owner may submit a demand for appraisal. To exercise appraisal rights, such person must (1) submit a written demand for appraisal to Everbridge before the vote is taken on the proposal to adopt the merger agreement; (2) not vote, in person or by proxy, in favor of the proposal to adopt the merger agreement; (3) continue to hold of record or own beneficially the subject shares of our common stock through the effective time of the merger; and (4) strictly comply with all other procedures for exercising appraisal rights under the DGCL. The failure to follow exactly the procedures specified under the DGCL may result in the loss of appraisal rights.

Tax Consequences

For U.S. federal income tax purposes, the receipt of cash by a U.S. Holder (as defined in the section of this proxy statement captioned The Merger Material U.S. Federal Income Tax Consequences of the Merger) in exchange for such U.S. Holder's shares of our common stock in the merger generally will result in the recognition of gain or loss in an amount measured by the difference, if any, between the amount of cash that such U.S. Holder receives in the merger and such U.S. Holder's adjusted tax basis in the shares of our common stock surrendered in the merger.

A Non-U.S. Holder (as defined in the section of this proxy statement captioned The Merger Material U.S. Federal Income Tax Consequences of the Merger) generally will not be subject to U.S. federal income tax with respect to the exchange of our common stock for cash in the merger unless such Non-U.S. Holder has certain connections to the United States, but may be subject to backup withholding tax unless the Non-U.S. Holder complies with certain certification procedures or otherwise establishes a valid exemption from backup withholding tax.

PREM14A March 11, 2024

Notice is given that a special meeting of stockholders (which we refer to, together with any adjournment, postponement or other delay thereof, as the "special meeting") of Everbridge, Inc., a Delaware corporation (which we refer to as "Everbridge"), will be held on (TBA), 2024, at (TBA), Eastern time, for the following purpose (among other matters): To consider and vote on the proposal to adopt the Amended and Restated Agreement and Plan of Merger (as it may be amended from time to time), dated as of February 29, 2024, between Parent, Merger Sub and Everbridge (which we refer to as the "merger agreement"), a summary of which is described in the proxy statement under the caption "The Merger Agreement".

Material U.S. Federal Income Tax Consequences of the Merger

For U.S. federal income tax purposes, the receipt of cash by a U.S. Holder (as defined in the section of this proxy statement captioned "The Merger Material U.S. Federal Income Tax Consequences of the Merger") in exchange for such U.S. Holder's shares of our common stock in the merger generally will result in the recognition of gain or loss in an amount measured by the difference, if any, between the amount of cash that such U.S. Holder receives in the merger and such U.S. Holder's adjusted tax basis in the shares of our common stock surrendered in the merger.

(07/02/2024)

8-K Filings February 5, 2024

BURLINGTON, MA & MIAMI, FL February 5, 2024 Everbridge, Inc., a global leader in critical event management and national public warning solutions, today announced that it has entered into a definitive agreement to be acquired by Thoma Bravo, a leading software investment firm, in an all-cash transaction valuing Everbridge at approximately USD 1.5 billion.

Under the terms of the agreement, Everbridge shareholders will receive USD 28.60 per share in cash.

The transaction, which was approved by the Everbridge Board of Directors, is expected to close in the second calendar quarter of 2024, subject to customary closing conditions, including approval by Everbridge shareholders and the receipt of required regulatory approvals.

Dissenting Shares

Notwithstanding anything to the contrary in this Agreement, all shares of Company Common Stock that are issued and outstanding as of immediately prior to the Effective Time and held by a Company Stockholder who has (A) neither voted in favor of the adoption of this Agreement or the Merger nor consented thereto in writing and (B) properly demanded appraisal of such shares of Company Common Stock pursuant to, and in accordance with, Section 262 of the DGCL (such shares being referred to collectively as the Dissenting Company Shares) will not be converted into, or represent the right to receive, the Per Share Price pursuant to this Section 2.7 but instead will be entitled only to such rights as are granted by Section 262 of the DGCL. Such Company Stockholder will be entitled to receive payment of the appraised value of such Dissenting Company Shares in accordance with the provisions of Section 262 of the DGCL.