

Q&A: Employee FAQ

Q: What is this announcement?

A: Nexthink has signed a definitive agreement to receive a majority investment from Vista Equity Partners, valuing the company at approximately \$3 billion. That means Vista will be majority shareholders of Nexthink moving forward.

Q: Why did Nexthink enter into this transaction / Why now?

A: Changing shareholders is a natural part of a company's journey. We felt that Nexthink had reached an inflection point, a moment to both reward our employees with well-deserved liquidity after years of hard work and to give existing shareholders an opportunity to realize value, while bringing in a world-class partner like Vista to support our next stage of growth.

Q: How are we communicating this externally?

A: We've issued a press release announcing the investment. You can find that [here](#). We've also prepared communications for customers and partners. Employees will also have access to curated LinkedIn posts via Bambu (access via OKTA). Please only share approved messaging to ensure consistency.

Q: What if I'm contacted by a member of the media or other third party?

A: Should a member of the media or other third party reach out to you, please do not respond. Forward any inquiry to david.adelman@nexthink.com.

Working contracts, benefits and business

Q: Will this transaction change my job, title, compensation, or location?

A: No. Your job title, compensation, and terms of employment remain the same. There are no planned layoffs or role eliminations as part of this transaction.

Q: Will my job be safe long-term, or is this the first step toward restructuring or layoffs?

A: There are no layoffs planned as part of this transaction. Our leadership team remains committed to our mission and our people. We'll continue to evaluate our structure to support growth, but this investment is about scaling.

Q: What happens to my benefits?

A: As part of the terms of the transaction, it was agreed that benefits offerings will remain substantially the same for at least the next 12 months. As we do every year, we'll evaluate our benefits as renewals come up. Any changes will be clearly communicated.

Q: Will our 2025 bonus be affected or modified?

A: No.

Q: What impact does this have on my day-to-day responsibilities?

A: No impact. You'll continue focusing on the same priorities and customers. The goal of this transaction is to accelerate growth, not to disrupt operations.

Q: Is this going to change our innovation roadmap?

A: No. Vista has invested because we are highly innovative company. It's a key differentiator and a value creator.

Q: Will Vista start making decisions that change our culture or how we work?

A: No. Vista has invested in Nexthink to amplify and accelerate our success. Vista invests in companies because of their leadership and culture. Our culture is an essential part of our success and critical for the founders and management team. Vista will bring tools, benchmarks, and best practices, but our purpose, mission, and values remain ours.

Stock options and shares

Q: What happens to my stock options / purchased shares?

A: As part of this change, all shareholders will be required to sell their equity in exchange for a cash payout. For holders of vested options, there will be more information sent to you in the coming days that will detail what will happen to your options.

Q: When will final share price be communicated?

A: The share price will be communicated to each shareholder and option holder. It will be calculated based on the company's overall valuation and the total number of shares. We estimate this communication will happen in Q1 2026.

Q: What is happening to my unvested options?

A: This will be determined by the provisions of the Employee Stock Option Plans (ESOP) and any acceleration provisions outlined in your options granting agreement(s) for each individual grant. Your options granting agreements and ESOP can be found in Carta, in the "Documents & notes" section for each grant.

Q: When should I receive the proceeds of selling my shares or options?

A: Closing of this transaction is expected in Q1 2026. Then 30 to 60 days after closing we expect to distribute the proceeds.

Q: Will there be new equity or retention grants?

A: The current ESOP (Employee Stock Option Plan) will be discontinued. Nexthink is transitioning from a traditional startup-style equity model to a more mature, growth-oriented rewards approach. We will be focused on aligning rewards with sustained performance and impact through core compensation and performance attainment, rather than equity. Our goal remains to ensure employees are recognized for their contributions to Nexthink's success within a framework that supports scalability and consistency.

Q: What if I still have questions about my personal situation concerning shares/options?

A: Please forward inquiries to shareholder@nexthink.com.

Vista Partners

Q: Who is Vista?

A: Vista Equity Partners is a leading global investor with deep expertise in large enterprise software companies. Their ecosystem includes hundreds of companies and thousands of experts in products, technology, talent, and operations.

Q: Why did we choose Vista?

A: Vista shares our vision and values. Their reputation in software, go-to-market success, and growth-focused approach make them the ideal partner to help Nexthink continue to scale.

Q: How will Vista track success?

A: Vista uses robust metrics across financial performance, customer engagement, and operational health. They benchmark against peers and review progress regularly with leadership.

Q: Will Vista be involved in our business? Will they be bringing in a new management team?

A: Following the transaction's close (expected Q1 2026) Vista will join our Board and work closely with the leadership team on strategic topics like growth, operations, and investment. The Nexthink management team will remain in place to execute the operational plan.

Q: When will we meet the Vista team?

A: Most Nexthinkers will not interact with Vista regularly, but there may be opportunities over time through professional development events and special engagements.