

# NiCE to Acquire Cognigy

July 28, 2025

Create a  
**NiCE..**  
world 

# Today's Call Participants



**Scott Russell**

Chief Executive Officer  
**NiCE**



**Beth Gaspich**

Chief Financial Officer  
**NiCE**

# Disclaimer

## ***Forward Looking Statements Disclaimer***

This presentation contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements, including the statements by Mr. Russell, are based on the current beliefs, expectations and assumptions of the management of NICE Ltd. (the "Company"). In some cases, such forward-looking statements can be identified by terms such as "believe," "expect," "seek," "may," "will," "intend," "should," "project," "anticipate," "plan," "estimate," or similar words. Forward-looking statements are subject to a number of risks and uncertainties that could cause the actual results or performance of the Company to differ materially from those described herein, including but not limited to significant transaction costs associated with the proposed transaction, the Company's inability to close the acquisition of Cognigy due to the failure to obtain required regulatory approvals, satisfy other conditions to the closing of the proposed transaction, or for any other reason; the failure to close the proposed transaction in the timeframe anticipated; the Company's inability to recognize the anticipated benefits of the Cognigy acquisition or effectively integrate Cognigy into the Company; the Company's incurrence of unexpected costs, liabilities or delays arising from the transaction or the integration of Cognigy into the Company; the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive acquisition agreement; the potential impact of the acquisition on relationships with the Company's or Cognigy's commercial counter-parties, including, but not limited to, its partners and distributors; the impact of changes in general economic and business conditions; competition; successful execution of the Company's growth strategy; success and growth of the Company's cloud Software-as-a-Service business; rapid changes in technology and market requirements; the implementation of AI capabilities in certain products and services, decline in demand for the Company's products; inability to timely develop and introduce new technologies, products and applications; difficulties in making additional acquisitions or difficulties or effectively integrating acquired operations; loss of market share; an inability to maintain certain marketing and distribution arrangements; the Company's dependency on third-party cloud computing platform providers, hosting facilities and service partners; cyber security attacks or other security incidents; privacy concerns; changes in currency exchange rates and interest rates, the effects of additional tax liabilities resulting from our global operations, the effect of unexpected events or on going events or geo-political conditions, including those arising from political instability or armed conflict that may disrupt our business and the global economy; our ability to recruit and retain qualified personnel; the effect of newly enacted or modified laws, regulation or standards on the Company and our products and various other factors and uncertainties discussed in our filings with the U.S. Securities and Exchange Commission (the "SEC"). For a more detailed description of the risks and uncertainties affecting the company, refer to the Company's reports filed from time to time with the SEC, including the Company's Annual Report on Form 20-F. The forward-looking statements contained in this press release are made as of the date of this press release, and the Company undertakes no obligation to update or revise them, except as required by law.

## ***Explanation of Non-GAAP measures***

Non-GAAP financial measures are included in this presentation. Non-GAAP financial measures consist of GAAP financial measures adjusted to exclude share-based compensation, amortization of acquired intangible assets, acquisition related and other related expenses, amortization of discount on debt and the tax effect of the Non-GAAP adjustments.

The Company believes that these Non-GAAP financial measures, used in conjunction with the corresponding GAAP measures, provide investors with useful supplemental information about the financial performance of our business. We believe Non-GAAP financial measures are useful to investors as a measure of the ongoing performance of our business. Our management regularly uses our supplemental Non-GAAP financial measures internally to understand, manage and evaluate our business and to make financial, strategic and operating decisions. These Non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Our Non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. These Non-GAAP financial measures may differ materially from the Non-GAAP financial measures used by other companies. Reconciliation between results on a GAAP and Non-GAAP basis is provided in a table in the earnings press release and in the appendix in this presentation. The Company provides guidance only on a Non-GAAP basis. A reconciliation of guidance from a GAAP to Non-GAAP basis is not available due to the unpredictability and uncertainty associated with future events that would be reported in GAAP results and would require adjustments between GAAP and Non-GAAP financial measures, including the impact of future possible business acquisitions. Accordingly, a reconciliation of the guidance based on Non-GAAP financial measures to corresponding GAAP financial measures for future periods is not available without unreasonable effort.

The NiCE logo is displayed in a bold, black, sans-serif font. The letter 'i' is lowercase and features a small blue dot above it, while the other letters are uppercase.

Comprehensive Enterprise  
CX Platform Powered by  
Purpose-built AI

The COGNIGY logo is shown in a bold, black, sans-serif font, with all letters being uppercase.

Global Leader in  
Conversational and  
Agentic AI

**Advancing the Industry's Leading CX AI Platform -  
Accelerating AI-First Customer Experience**

# Compelling Transaction Rationale

**COGNIGY**

## **Massive AI market opportunity to accelerate industry growth**

Advances NiCE's industry leadership in a \$330B market

## **Cognigy - recognized leader in conversational and agentic AI**

Unmatched, enterprise-grade platform that proliferates in our ecosystem

## **Significantly boosts AI innovation capabilities**

Adds top AI talent and strengthens NiCE's innovation edge

## **Scales and significantly expands growth of NiCE's AI & Self-Service ARR**

Fuels expansion of highly valuable consumption-based revenue

## **Accelerates NiCE's Cloud Revenue growth**

Accretion of 150-250 bps expected in Cloud Revenue growth with cumulative compounding impact

## **Significantly enhances international presence**

Global enterprise customer base with a strong European and diverse industry vertical footprint

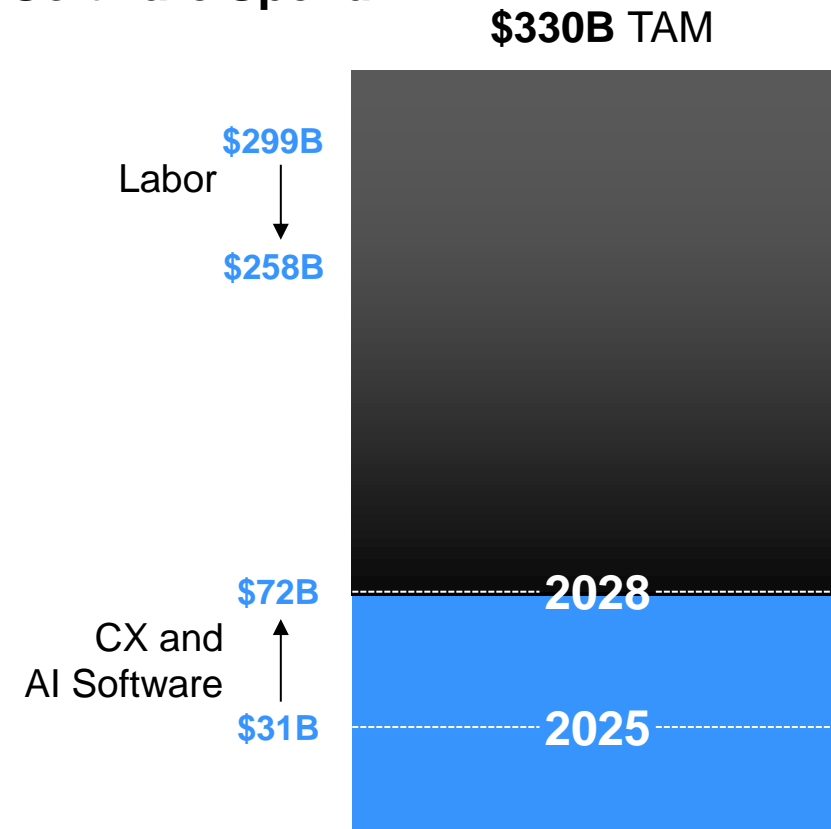
# Massive AI Market Opportunity

From 15M agents to billions of interactions, growing explosively

Market transformation fuels enterprise demand from CCaaS migration to AI-powered platforms

- Human interactions to rapidly expanding **AI-powered self service**
- Scripted **bots to Agentic AI**
- Orchestrating interactions to **automating back-office intent & fulfillment workflows**
- From labor spend to **technology spend**
- **Very early market adoption** (~5% of interactions contained today by AI)

## Market Shift From Labor to Software Spend<sup>(1)</sup>



1) Source: BCG and internal Company analysis

# Cognigy: CX AI Market Leader

Enterprise-grade  
AI agent  
orchestration  
platform

Build, operate,  
and orchestrate  
CX AI agents at  
scale

Hyper-  
personalized  
interactions  
across all  
channels

Task-oriented  
agentic AI agents  
that **reason and  
act**

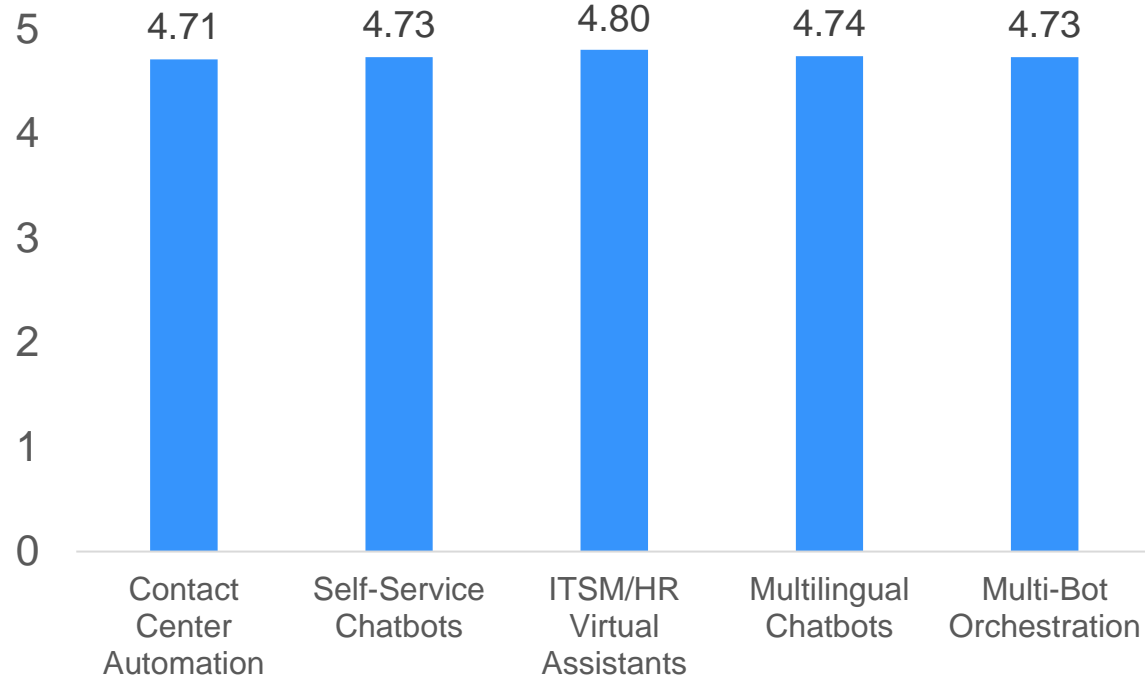
## Representative Customers





# Cognigy | Recognized Leader in Conversational AI

Ranked #1 by Gartner in 5 out of 5 Use Cases<sup>(1,2)</sup>



- 1) Source: Gartner® Critical Capabilities Report for Enterprise Conversational AI Platforms  
2) Rankings out of a total possible score of 5.

## Recognized By The Key Industry Analysts

**Gartner**

**LEADER**

Gartner® Magic Quadrant for Enterprise Conversational AI Platforms

**FORRESTER**

**LEADER**

The Forrester Wave for Conversational AI For Customer Service

**IDC**

**LEADER**

IDC® MarketScape for Worldwide Conversational AI Software Platforms



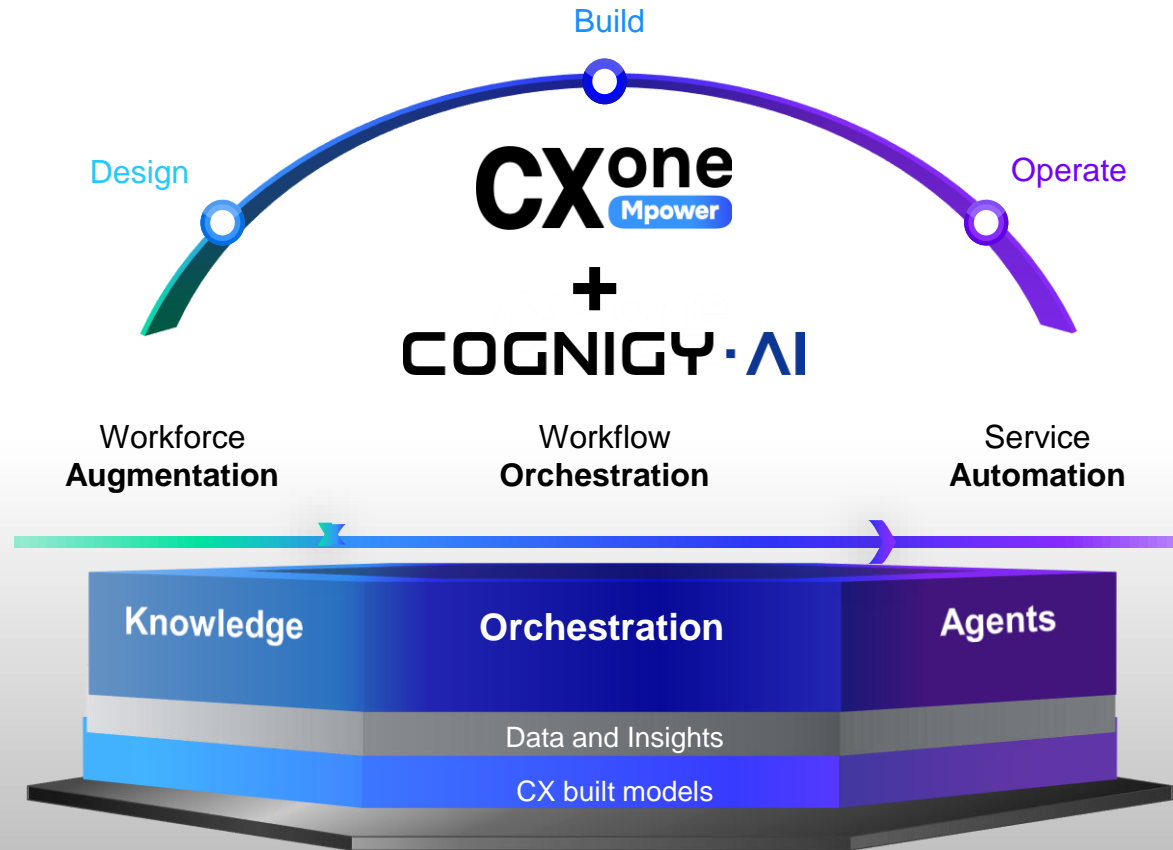
# CX AI Platform | Winning formula to scale AI adoption

Leading AI Platform  
built for CX

End-to-end customer  
service workflows in  
a single platform

AI-driven workforce  
augmentation

Single source of CX  
data and truth



World class leader in  
conversational AI

Enterprise-grade  
agentic AI deployed at  
scale

AI Agent orchestration  
to complete fulfillment

Shared vision for AI-  
first service delivery

**\$85M+**

**26E Exit ARR**

**~ 80%**

**26E YoY  
ARR Growth**

**~ 300**

**Employees**

**COGNIGY**

**~ 115%**

**TTM NRR**

**1B+**

**Annual AI Interactions  
+100%YoY**

**\$175M**

**Total capital invested  
to date**



# Transaction Summary

## Transaction Overview

- \$955M<sup>(1)</sup> purchase price
- Cash consideration funded with balance sheet cash and investments
- Wide retention plan and holdback component to ensure talent retention and smooth transition

## Financial Impact

- Significantly accelerates AI & Self-Service ARR growth
- Expects to **more than double** Q1 '25 AI & Self-Service \$208M ARR by year-end 2026
- **150 to 250 bps incremental Cloud revenue** contribution expected annually over next few years
- Expected to be accretive to both non-GAAP EPS and free cash flow within 18 months

## Capital Allocation

- Utilizes cash on hand, while preserving strong balance sheet with ~\$400M in liquidity
- Maintains robust operating cash flow profile and healthy debt/equity ratio
- Existing \$500M share buyback program remains in place

## Closing

- Expected to close in Q4 2025
- Subject to German & US regulatory approvals

1) Values expressed in \$ Millions is translated at EUR to USD conversion ratio of 1.172 as of July 21, 2025.

**Q&A**

**?**

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