

# Apptio Customer FAQ

November 11, 2018

**Q: What was announced and what does it mean?**

A: On November 11, 2018, Apptio announced that it has entered into a definitive agreement to be acquired by an affiliate of Vista Equity Partners. This means that if the deal is approved based on regulatory approvals and closing conditions, Apptio will become one of Vista's portfolio companies. Going forward, Apptio will remain a standalone independent company, but now privately owned by Vista.

**Q: Who is Vista Equity Partners?**

A: Vista is a leading global investment firm focused on software, data and technology-enabled businesses. Vista has worked with hundreds of software businesses at all ends of the market, and as a result, their team of investors, operators, technologists, and entrepreneurs understand the unique challenges and opportunities of high-growth technology and SaaS companies. Collectively, Vista's companies make up the fourth largest enterprise software company in the world.

**Q: Will Vista own a controlling stake in the company?**

A: Under the terms of the agreement, Vista will acquire all outstanding shares of Apptio common stock. Therefore, after the deal closes, Vista will own 100 percent of the company.

**Q: Is this good for Apptio and its customers and partners?**

A: Yes this is good news. The terms of this deal will provide immediate and substantial cash value for all shareholders. It will keep Apptio's mission and vision on track and allow Apptio to continue its commitments to and passion for its customers and partners. And the resources and financial strength of Vista will allow Apptio to continue its fast growth and cement its leadership position as the independent technology leader.

**Q: How will this affect customers?**

A: We expect no changes for our customers. It is business as usual. Apptio remains deeply committed to delivering on its strategic product roadmap and current and future customer commitments, and all services for customers remain right in place. Vista, like Apptio, is a bold innovator. It has pioneered a unique investment and operating model for high-growth SaaS companies like Apptio who are strategically positioned with best-in-class software products in big markets. Vista is acquiring Apptio to invest in continued innovation and strong revenue growth. For additional information please see the press release on [www.Apptio.com](http://www.Apptio.com) for information.

**Q: Will this change affect my pricing or contract with Apptio?**

A: No, all existing customer commitments will remain in place and there are no changes anticipated to the working relationship.

**Q: Will this change affect the people I am working with at Apptio such as my account manager?**

A: No, there are no changes at this time.

**Q: How will this affect partners?**

A: We expect no changes for our partners. It is business as usual. Apptio remains committed to co-innovation and other investments with all of our global strategic partners.

**Q: Will there be any management changes?**

A: Currently there are no planned management changes.

**Q: When will the deal be final?**

A: There will be many more steps in the process of completing the transaction. The exact timing and details of the process are not yet known but are expected to be complete in Q1 2019. Apptio is committed to maintaining open communications as permitted by SEC regulations and the terms of the deal and will share additional information as it becomes available.

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#### **Additional Information and Where to Find It**

This communication is being made in respect of the proposed transaction involving Apptio, Inc. (“Apptio”) and Bellevue Parent, LLC (“Bellevue”). In connection with the proposed transaction, Apptio intends to file and furnish relevant materials with the Securities and Exchange Commission (the “SEC”), including a proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, Apptio will mail the definitive proxy statement and a proxy card to each stockholder of Apptio entitled to vote at the special meeting relating to the proposed transaction. This communication is not a substitute for the proxy statement or any other document that Apptio may file with the SEC or send to its stockholders in connection with the proposed transaction. The proxy statement described above will contain important information about the proposed merger and related matters. BEFORE MAKING ANY VOTING DECISION, STOCKHOLDERS OF Apptio ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE PROPOSED TRANSACTION THAT Apptio WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT Apptio AND THE PROPOSED TRANSACTION. The definitive proxy statement and other relevant materials in connection with the proposed transaction (when they become available), and any other documents filed by Apptio with the SEC, may be obtained free of charge at the SEC’s website (<http://www.sec.gov>) or at Apptio’s website (<http://www.apptio.com>) or by contacting Apptio’s Investor Relations at [ir@apptio.com](mailto:ir@apptio.com).

#### **Participants in the Solicitation**

Apptio and its directors and executive officers may be deemed to be participants in the solicitation of proxies from Apptio’s stockholders with respect to the proposed transaction. Information about Apptio’s directors and executive officers and their ownership of Apptio’s common stock is set forth in Apptio’s proxy statement on Schedule 14A filed with the SEC on April 19, 2018, and Apptio’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC on February 21, 2018. Additional information regarding the potential participants, and their direct or indirect interests in the proposed transaction, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with SEC in connection with the proposed transaction.

#### **Notice Regarding Forward-Looking Statements**

This communication, and any documents to which Apptio refers you in this communication, contains not only historical information, but also forward-looking statements made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements represent Apptio’s current expectations or beliefs concerning future events, including but not limited to the expected completion and timing of the proposed transaction, expected benefits and costs of the proposed transaction, management plans and other information relating to the proposed transaction, strategies and objectives of Apptio for future operations and other information relating to the proposed transaction. Without limiting the foregoing, the words “believes,” “anticipates,” “plans,” “expects,” “intends,” “forecasts,” “should,” “estimates,” “contemplate,” “future,” “goal,” “potential,” “predict,” “project,” “projection,” “target,” “seek,” “may,” “will,” “could,” “should,” “would,” “assuming,” and similar expressions are intended to identify forward-looking statements. You should read any such forward-looking statements carefully, as they involve a number of risks, uncertainties and assumptions that may cause actual results to differ significantly from those projected or contemplated in any such forward-looking statement. Those risks, uncertainties and assumptions include, (i) the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect Apptio’s business and the price of the

common stock of Apptio, (ii) the failure to satisfy any of the conditions to the consummation of the proposed transaction, including the adoption of the merger agreement by the stockholders of Apptio and the receipt of certain regulatory approvals, (iii) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement, (iv) the effect of the announcement or pendency of the proposed transaction on Apptio's business relationships, operating results and business generally, (v) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction, (vi) risks related to diverting management's attention from Apptio's ongoing business operations, (vii) the outcome of any legal proceedings that may be instituted against us related to the merger agreement or the proposed transaction, (viii) unexpected costs, charges or expenses resulting from the proposed transaction, and (ix) other risks described in Apptio's filings with the SEC, such as its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K. Forward-looking statements speak only as of the date of this communication or the date of any document incorporated by reference in this document. Except as required by applicable law or regulation, Apptio does not assume any obligation to update any such forward-looking statements whether as the result of new developments or otherwise.