

Nuance Board Announces Significant Changes to its Board of Directors and Corporate Governance

Three Long-Serving Directors to Retire
Search Process for Independent Directors Underway
New Committee Chairs Appointed
Majority Voting Standard Adopted
Shareholders to be Provided Right to Call Special Meeting

BURLINGTON, Mass., June 26, 2018 – Nuance Communications, Inc. (NASDAQ: NUAN) today announced that its Board of Directors has unanimously approved significant changes to its Board composition, leadership and related governance practices, and that the Company is committed to additional changes. Beginning with the appointment of Mark Benjamin as chief executive officer in April 2018, the Nuance Board of Directors has embarked on a series of changes to advance the business and address matters raised by shareholders in recent years.

Today, the Nuance Board announced the retirement of three long-serving directors, effective June 30, 2018. The Board has also reorganized its committee leadership by naming two new committee chairs and has adopted majority voting as the standard for uncontested director elections. In addition, the Board announced it intends to provide shareholders the right to call special meetings after the Company solicits additional feedback from shareholders on the appropriate ownership and other requirements for shareholders to exercise this right.

“The entire Board has been engaged in developing and adopting the changes we are announcing today,” said Mark Benjamin, chief executive officer of Nuance. “I thank them, and in particular the directors who will be retiring from the Board, for their strong, unconditional support as I have stepped into my role at Nuance and, importantly, for their service to Nuance as it led the way in pioneering conversational AI for global industries.”

Continued Shareholder Engagement

Since Mr. Benjamin’s joining, the Company has conducted extensive shareholder outreach about its strategy, Board composition and governance practices, which has helped inform the decisions announced today. The Company will continue to engage its shareholders on matters of strategy and governance and will ensure that shareholder feedback is integrated into the Board’s decision-making process.

Changes to Board Composition and Committee Leadership

The Board announced today that directors Robert Frankenberg, Katharine Martin and Philip Quigley will retire effective June 30, 2018. The Nominating & Governance Committee of the Board is leading efforts to identify new independent directors for appointment to the Board, and the Board has engaged a leading independent search firm to support the search process.

Additionally, the Board has appointed Sanjay Vaswani to chair the Compensation Committee and Mark Laret to chair the Nominating & Governance Committee, effective immediately. Mr. Vaswani joined the Board in February 2018. Robert Finocchio will remain in his role as chair of the Audit Committee.

Established Majority Voting Standard for Director Elections

The Board has also amended its bylaws to adopt a majority vote standard for the election of directors in uncontested elections. This change has been made in response to shareholder feedback and affirms the Company’s commitment to strong corporate governance practices.

Commitment to Adopt Special Meeting Right

The Board has committed to amend its bylaws to allow shareholders the right to call a special meeting. The Board will solicit additional feedback from shareholders before making a final decision on the bylaw to ensure that the Board adopts a structure that reflects best practices and incorporates feedback. The Board intends to amend its bylaw to implement this right this year following additional shareholder engagement.

“In response to feedback from our shareholders and our commitment to strong governance, we are taking steps to improve our practices,” said Mark Laret, Nuance director and chair of the Nominating & Governance Committee. “We appreciate the input we have received and will continue this engagement regarding Board composition and corporate governance as we build a stronger Nuance.”

About Nuance Communications

Nuance Communications, Inc. (NASDAQ: NUAN) is the pioneer and leader in conversational AI innovations that bring intelligence to everyday work and life. The Company’s solutions understand, analyze and respond to human language to increase productivity and amplify human intelligence. With decades of domain and artificial intelligence expertise, Nuance works with thousands of organizations – in global industries that include healthcare, telecommunications, automotive and financial services – to create stronger relationships and better experiences for their customers and workforce. For more information, please visit www.nuance.com.

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