

Nuance Announces Adjustments to the Conversion Rate of its Convertible Debentures

BURLINGTON, Mass., Oct. 16, 2019 - [Nuance Communications, Inc.](#) (NASDAQ: NUAN) (“Nuance”), a leading provider of conversational AI, today announced adjustments to the conversion rates of the following series of Nuance’s convertible securities, which may be settled in cash or a combination of cash and Nuance common stock:

- its 1.00% Senior Convertible Debentures due 2035 (the “1.00% Convertible Debentures”);
- its 1.25% Senior Convertible Notes due 2025 (the “1.25% Convertible Notes”);
- its 1.50% Senior Convertible Debentures due 2035 (the “1.50% Convertible Debentures”); and
- its 2.75% Senior Convertible Debentures due 2031 (the “2.75% Convertible Debentures” and, together with the 1.00% Convertible Debentures, the 1.25% Convertible Notes and the 1.50% Convertible Debentures, the “Debentures”).

The new conversion rates for the Debentures are set forth in the table below:

Title of Security	CUSIP Number	Previous Conversion Rate (shares of Nuance common stock per \$1,000 principal amount)	New Conversion Rate (shares of Nuance common stock per \$1,000 principal amount)
1.00% Senior Convertible Debentures due 2035	67020YAK6	36.7360	41.4576
1.25% Senior Convertible Notes due 2025	67020YAN0	45.0106	50.7957
1.50% Senior Convertible Debentures due 2035	67020YAG5	42.9978	48.5216
2.75% Senior Convertible Debentures due 2031	67020YAF7	30.9610	34.9385

In accordance with the terms of the indentures governing the Debentures, Nuance is adjusting the conversion rates of the Debentures due to the completion of the previously-announced distribution (the “Spin-off”), as a dividend, of all of the common stock of Cerence Inc. (“Cerence”) held by Nuance to holders of Nuance’s common stock as of 5:00 p.m., New York City time, on September 17, 2019 (the “Record Date”). In the Spin-off, holders of

Nuance common stock as of the Record Date received one share of Cerence common stock for every eight shares of Nuance common stock held as of the Record Date. The Spin-off was effected at 5:00 p.m., New York City time, on October 1, 2019.

The adjusted conversion rates for the 1.00% Convertible Debentures and the 1.25% Convertible Notes is effective immediately after the end of October 15, 2019.

The adjusted conversion rates for the 1.50% Convertible Debentures and the 2.75% Convertible Debentures is effective retroactively on October 2, 2019.

About Nuance Communications, Inc.

Nuance Communications, Inc. (NASDAQ: NUAN) is the pioneer and leader in conversational AI innovations that bring intelligence to everyday work and life. The company delivers solutions that 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, financial services, and retail – to create stronger relationships and better experiences for their customers and workforce. For more information, please visit www.nuance.com.

Trademark reference: Nuance and the Nuance logo are registered trademarks or trademarks of Nuance Communications, Inc. or its affiliates in the United States and/or other countries. All other trademarks referenced herein are the property of their respective owners.

Contact Information

For Press:

Nancy Scott

Nuance Communications, Inc. Tel: 781-565-4130

Email: nancy.scott@nuance.com

For Investors:

Tracy Krumme

Nuance Communications, Inc. Tel: 781-565-4334

Email: tracy.krumme@nuance.com

<https://news.nuance.com/2019-10-16-Nuance-Announces-Adjustments-to-the-Conversion-Rate-of-its-Convertible-Debentures>