

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 7, 2022

nCino OpCo, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39380
(Commission
file number)

46-4353148
(IRS Employer
Identification No.)

6770 Parker Farm Drive
Wilmington, North Carolina 28405
(Address of Principal Executive Offices, Including Zip Code)

Registrant's Telephone Number, Including Area Code: (888) 676-2466

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0005 per share	NCNO	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

On January 7, 2022, nCino, Inc. (formerly Penny HoldCo, Inc., and herein, “nCino”) and nCino OpCo, Inc. (formerly nCino, Inc., and herein, “nCino OpCo”) completed the nCino Merger (as defined herein in Item 2.01, below), pursuant to the Merger Agreement (as defined in Item 2.01, below), as a result of which, among other things, nCino became the parent of nCino OpCo, SimpleNexus (as defined in Item 2.01, below) and their respective subsidiaries.

This Current Report on Form 8-K is being filed for the purpose of disclosing certain events with respect to nCino OpCo in connection with the consummation of the Mergers (as defined in Item 2.01, below).

Item 2.01 Completion of Acquisition or Disposition of Assets.

On January 7, 2022, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”) by and among nCino, nCino OpCo, Dollar Merger Sub, Inc., a Delaware corporation (“nCino Merger Sub”), Penny Merger Sub, LLC, a Utah limited liability (“SimpleNexus Merger Sub”), Penny Blocker 1 Merger Sub, Inc., a Delaware corporation (“Blocker 1 Merger Sub”), Penny Blocker 2 Merger Sub, Inc., a Delaware corporation (“Blocker 2 Merger Sub”), Penny Blocker 3 Merger Sub, Inc., a Delaware corporation (“Blocker 3 Merger Sub”), Penny Blocker 4 Merger Sub, Inc., a Delaware corporation (“Blocker 4 Merger Sub”) and, together with Blocker 1 Merger Sub, Blocker 2 Merger Sub and Blocker 3 Merger Sub, the “Blocker Merger Subs” and, together with nCino Merger Sub and SimpleNexus Merger Sub, the “Merger Subs”), Insight (Delaware) SN Blocker Corporation, a Delaware corporation (“Blocker 1”), Insight (Cayman) SN Blocker Corporation, a Delaware corporation (“Blocker 2”), ScarletFire SN Blocker Corporation, a Delaware corporation (“Blocker 3”), TLEO, Inc., a Delaware corporation (“Blocker 4”) and, together with Blocker 1, Blocker 2 and Blocker 3, the “Blockers”), SimpleNexus, LLC, a Utah limited liability company (“SimpleNexus”), and Insight Venture Partners, LLC, a Delaware limited liability company, solely in its capacity as the Member Representative (as defined in the Merger Agreement), (i) nCino Merger Sub merged with and into the nCino OpCo, with nCino OpCo surviving such merger as a wholly owned subsidiary of nCino (the “nCino Merger”, and the effective time of such merger, the “nCino Effective Time”), (ii) each of the Blocker Merger Subs merged with and into the respective corresponding Blocker, with each of the respective Blockers surviving as a wholly owned subsidiary of nCino and (iii) SimpleNexus Merger Sub merged with and into SimpleNexus, with SimpleNexus surviving as a wholly owned subsidiary of nCino (the mergers contemplated in clauses (i) – (iii) hereof, collectively, the “Mergers”, and the effective times of such mergers, collectively, the “Effective Time”).

Pursuant to the Merger Agreement, at the applicable Effective Time (a) each share of nCino OpCo common stock, par value \$0.0005 per share (“nCino OpCo Common Stock”), issued and outstanding immediately prior to the Effective Time was converted into one fully paid and nonassessable share of nCino common stock, par value \$0.0005 (“nCino Common Stock”), (b) all of the common units and preferred units of SimpleNexus issued and outstanding immediately prior to the Effective Time, other than those units held by the Blockers, were automatically converted into the right to receive such holder’s Pro Rata Portion (as defined in the Merger Agreement) of the merger consideration, without interest and (c) all of the capital stock of each of the Blockers issued and outstanding immediately prior to the Effective Time were automatically converted into the right to receive such holder’s Pro Rata Portion of the merger consideration, without interest, based on the number of SimpleNexus common units and/or preferred units held by such Blockers. The Merger Agreement further provides that all cash and stock proceeds payable to holders of units of SimpleNexus that are subject to vesting conditions will be paid out in the form of restricted cash awards and restricted stock awards with respect to nCino Common Stock which are subject to the same vesting conditions as were applicable to the underlying SimpleNexus units. The merger consideration to be paid by nCino consists, in the aggregate, of approximately 12.76 million shares of nCino Common Stock, and approximately \$270 million in cash, on a cash free debt free basis and excluding transaction expenses.

As of the nCino Effective Time, (i) nCino assumed the nCino, Inc. 2019 Amended and Restated Equity Incentive Plan (the “2019 Plan”), the nCino, Inc. 2014 Omnibus Stock Ownership and Long Term Incentive Plan (the “2014 Plan”) and the nCino, Inc. Employee Stock Purchase Plan (collectively, the “Plans”), as well as any shares of nCino OpCo Common Stock available for issuance thereunder, which automatically converted into nCino Common Stock, and (ii) each stock option and restricted stock unit issued under the 2019 Plan and each stock option issued under the 2014 Plan that was outstanding immediately prior to the nCino Effective Time was assumed by nCino and converted automatically to a stock option or restricted stock unit with respect to nCino Common Stock on substantially the same terms and conditions as applied to such award prior to the nCino Effective Time.

Affiliates of Insight Partners were equityholders of each of SimpleNexus and certain of the Blockers in connection with the transactions contemplated by the Merger Agreement, and other affiliates of Insight Partners are currently significant stockholders of nCino.

Effective prior to the open of trading on January 10, 2022, the shares of nCino OpCo Common Stock were suspended from trading on The Nasdaq Global Select Market (“Nasdaq”), and shares of nCino Common Stock will commence regular-way trading on Nasdaq at the open of trading on that date using nCino OpCo’s trading history under the ticker symbol “NCNO”.

A copy of the Merger Agreement was filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2021 and is incorporated by reference herein. The foregoing summary of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement

The information set forth in the “Explanatory Note” of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Prior to January 10, 2022, shares of nCino OpCo Common Stock were registered pursuant to Section 12(b) of the Exchange Act and listed on Nasdaq. As a result of the nCino Merger, nCino OpCo has requested that Nasdaq file a Form 25 to withdraw the shares of nCino OpCo Common Stock from listing on Nasdaq. The shares of nCino OpCo Common Stock will be suspended from trading on Nasdaq prior to the open of trading on January 10, 2022. nCino OpCo expects to file a Form 15 with the SEC to terminate the registration under the Exchange Act of the shares of nCino OpCo Common Stock, and suspend the reporting obligations under Sections 12(g) and 15(d) of the Exchange Act of nCino OpCo (except to the extent of the succession of nCino to the Exchange Act Section 12(b) registration and reporting obligations of nCino OpCo as described in Section 2.01 above).

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth in the “Explanatory Note” and Items 2.01 and 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Board of Directors

Effective as of the nCino Effective Time, the directors of nCino OpCo immediately prior to the nCino Effective Time ceased to be directors of nCino OpCo pursuant to the terms of the Merger Agreement, and the directors of nCino Merger Sub immediately prior to the nCino Effective Time became the directors of nCino OpCo. The names of these directors are indicated below:

- 1) Pierre Naudé
- 2) Greg Orenstein
- 3) April Rieger

Executive Officers

Effective as of the nCino Effective Time, the executive officers of nCino OpCo immediately prior to the nCino Effective Time ceased to be executive officers of nCino OpCo pursuant to the terms of the Merger Agreement, and the executive officers of nCino Merger Sub immediately prior to the nCino Effective Time became the executive officers of nCino OpCo. The names of these executive officers are indicated below:

- 1) Pierre Naudé, Chief Executive Officer
- 2) David Rudow, Chief Financial Officer
- 3) April Rieger, Secretary

Compensatory Plans

In connection with the nCino Merger, effective as of the nCino Effective Time, nCino assumed the Plans, as well as any shares of nCino OpCo Common Stock available for issuance thereunder, which automatically converted into nCino Common Stock. In addition, each stock option and restricted stock unit issued under the 2019 Plan and each stock option issued under the 2014 Plan that was outstanding immediately prior to the nCino Effective Time was assumed by nCino and converted automatically to a stock option or restricted stock unit with respect to nCino Common Stock on substantially the same terms and conditions as applied to such award prior to the nCino Effective Time.

The directors and executive officers of the Company each entered into an Assignment and Assumption Agreement with the Company and nCino OpCo with respect to the indemnification agreements that such directors and executive officers had with nCino OpCo immediately prior to the nCino Effective Time. In addition, nCino assumed certain employment agreements maintained or entered into by nCino OpCo, including those to which certain executive officers of nCino are party, as well as any rights and obligations of nCino OpCo thereunder.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 7, 2022, in connection with the nCino Merger, nCino OpCo amended and restated its Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws to contain provisions identical to the certificate of incorporation and bylaws of nCino Merger Sub immediately prior to the nCino Effective Time. The Amended and Restated Certificate of Incorporation was included as Exhibit A to the Certificate of Merger filed by nCino OpCo with the Secretary of State of the State of Delaware, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03. The Amended and Restated Bylaws of nCino OpCo are filed as Exhibit 3.2 to this Current Report on Form 8-K and are incorporated by reference into this Item 5.03.

Item 7.01. Regulation FD Disclosure.

On January 10, 2022, nCino issued a press release announcing the completion of the Mergers. A copy of the press release is furnished herewith as Exhibit 99.1.

The information set forth in this Item 7.01 of this Current Report on Form 8-K and the accompanying Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by reference in such filing.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
2.1	<u>Agreement and Plan of Merger, dated as of November 16, 2021, by and among nCino, Inc., Penny HoldCo, Inc., Dollar Merger Sub, Inc., Penny Merger Sub, LLC, SimpleNexus, LLC, Insight Venture Partners, LLC, and the other parties thereto* (incorporated by reference to nCino OpCo, Inc.’s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2021 (Commission file no. 001-39380))</u>
3.1	<u>Certificate of Merger, effective as of January 7, 2022</u>
3.2	<u>Amended and Restated Bylaws of nCino OpCo, Inc., effective as of January 7, 2022</u>
99.1	<u>Press release of nCino, Inc. dated January 10, 2022 (furnished and not filed)</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

nCino OpCo, Inc.

Date: January 10, 2022

By: /s/ April Rieger
April Rieger
Executive Vice President, General Counsel and Secretary

CERTIFICATE OF MERGER

Merging

DOLLAR MERGER SUB, INC.

(a Delaware Corporation)

with and into

NCINO, INC.

(a Delaware Corporation)

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the “DGCL”), nCino, Inc., a Delaware corporation (the “Corporation”), hereby certifies the following information relating to the merger (the “Merger”) of Dollar Merger Sub, Inc. a Delaware corporation, with and into the Corporation:

FIRST: The names and state of incorporation of each of the corporations constituent to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Dollar Merger Sub, Inc.	Delaware
nCino, Inc.	Delaware

SECOND: An agreement and plan of merger was entered into by the constituent corporations and has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with Section 251(c) and Section 251(g) of the DGCL.

THIRD: The surviving corporation of the Merger is nCino, Inc., and the surviving corporation’s name shall be nCino OpCo, Inc.

FOURTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of the Corporation, shall be amended and restated in its entirety as set forth on Exhibit A hereto and as so amended and restated, shall continue as the Amended and Restated Certificate of Incorporation of the surviving corporation until further amended in accordance with the provisions of the DGCL.

FIFTH: The executed agreement and plan of merger is on file at the principal place of business of the surviving corporation, at c/o nCino, Inc., 6770 Parker Farm Drive, Wilmington, North Carolina, 28405 and will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SIXTH: The Merger shall become effective at 4:01 p.m. Eastern Time on January 7, 2022.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer on this 7th day of January, 2022.

NCINO, INC.

By: /s/ April Rieger
Name: April Rieger
Title: Executive Vice President, General Counsel and Secretary

[Signature Page to Certificate of Merger]

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

[Attached]

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NCINO OPCO, INC.

FIRST: The name of the corporation (which is hereinafter referred to as the "Corporation") is nCino OpCo, Inc.

SECOND: The address of the Company's registered office in the State of Delaware is 3500 S. DuPont Highway, Dover, Delaware 19901, Kent County. The name of its registered agent at such address is Incorporating Services, Ltd.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 100 shares of common stock with a par value of \$0.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, subject to any specific limitation on such power contained in any Bylaws adopted by the stockholders. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article Sixth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

SEVENTH: Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of Delaware as it may be in effect from time to time.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

* * * *

AMENDED & RESTATED BYLAWS**OF****NCINO OPCO, INC.****a Delaware corporation****Adopted by the Board of Directors on January 7, 2022****ARTICLE 1****OFFICES****1.1 REGISTERED OFFICE**

The corporation shall maintain a registered office and registered agent in the State of Delaware pursuant to the requirements of the General Corporation Law of the State of Delaware, as amended from time to time (the "DGCL"). The registered office and/or registered agent of the corporation may be changed from time to time by action of the board of directors.

1.2 OTHER OFFICES

The corporation may also have offices at such other places both within or outside the state of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

1.3 BOOKS AND RECORDS

Books and records of the corporation may be kept at the corporation's headquarters or such other location or locations, within or outside the State of Delaware.

ARTICLE 2**MEETINGS OF STOCKHOLDERS****2.1 PLACE OF MEETINGS**

(a) Meetings of stockholders may be held at such place, either within or outside the State of Delaware, designated by the board of directors.

(b) The board of directors may, in its sole discretion, determine that a stockholders meeting shall not be held at any place, but may instead be held solely by means of remote communication. Further, the board of directors may, in its sole discretion, authorize stockholders and proxyholders not physically present at a meeting of stockholders to, by means of remote communication and subject to the requirements of the DGCL and such guidelines and procedures as the board of directors may adopt: (a) participate in a meeting of stockholders and (b) be deemed present in person and vote at a meeting of stockholders, whether such meeting is to be held at a designated place or solely by means of remote communication.

2.2 ANNUAL MEETING; ELECTION OF DIRECTORS

(a) An annual meeting of the stockholders shall be held for the election of directors on a date and at a time and place, either within or outside the State of Delaware, designated by the board of directors. Any other proper business may also be transacted at the annual meeting.

(b) The stockholders may elect the board of directors by written consent in lieu of the annual meeting. If the consent is less than unanimous, it will constitute a consent in lieu of the annual meeting only if all of the directorships to which directors could be elected at an annual meeting held at the effective time of the consent were (i) vacant at the effective time and (ii) filled by action of the consent.

(c) If the annual meeting is not held on the date designated for it or if the board of directors has not been elected by written consent in lieu of an annual meeting, the standing directors shall cause the meeting to be held as soon as is convenient.

2.3 SPECIAL MEETINGS

Special meetings of stockholders for any purpose or purposes shall be called by the president, chief executive officer, the chairman of the board or the board of directors. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

2.4 NOTICE OF MEETINGS

Except as provided in Section 230 of the DGCL, written or printed notice of each annual or special meeting of the stockholders shall be given to each stockholder entitled to vote at the meeting. Without limiting the manner by which notice otherwise may be given effectively to stockholders, notice of meetings shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. The notice (i) shall state the place, if any, date, time, means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, (ii) shall be given not less than 10 days nor more than 60 days before the date of the meeting, and (iii) shall be given in a manner provided by and subject to Article 7 of these bylaws. Notice of any meeting need not be given to any stockholder who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the stockholder attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

2.5 STOCKHOLDERS LIST

At least ten days before every meeting of stockholders, the officer having charge of the stock ledger shall prepare a complete list of the stockholders entitled to vote at the meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date). The list must be arranged in alphabetical order and show the address of each such stockholder and the number of shares registered in the name of the stockholder. Electronic mail addresses or other electronic contact information need not be included on the list. The list shall be open to the examination of any stockholder for any purpose germane to the meeting for a period of at least ten days prior to the meeting: (a) on a reasonably accessible electronic network, provided that the information required to gain access to the list is provided with the notice of the meeting or (b) during ordinary business hours, at the principal place of business of the corporation. In the event the corporation determines to make the list available on

an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the place of the meeting during the whole time of the meeting, and may be inspected by any stockholder present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

2.6 QUORUM

The holders of a majority of the outstanding shares of capital stock entitled to vote, present in person or represented by proxy, shall be requisite for, and shall constitute, a quorum at all meetings of the stockholders of the corporation for the transaction of business, except as otherwise required by law, the certificate of incorporation or these bylaws. If, however, a separate vote by class or series is required with respect to any matter, the holders of a majority of the shares of such class or series, as the case may be, shall constitute a quorum (as to such class or series) with respect to the matter. If a quorum is not present or represented at any meeting of the stockholders, the stockholders entitled to vote at the meeting present in person or represented by proxy shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time until a quorum is present or represented.

2.7 ADJOURNED MEETINGS

When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if its time and place, if any, and the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at the adjourned meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.8 VOTE REQUIRED

Except as otherwise required by law, the certificate of incorporation, or these bylaws, when a quorum is present at a meeting: (a) the affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote on the subject matter shall be the act of the stockholders; and (b) where a separate vote by class or series is required, the affirmative vote of the majority of shares of such class or series present in person or represented by proxy shall be the act of such class or series.

2.9 PROXIES

Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy. No proxy may be voted or acted upon after three years from its date, unless the proxy provides for a longer period. No shares may be represented or voted under a proxy that has been found to be invalid or irregular. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the secretary of the corporation a revocation of the proxy or a new proxy bearing a later date.

2.10 ACTION BY WRITTEN CONSENT OR ELECTRONIC TRANSMISSION

(a) Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at an annual or special meeting of stockholders may be taken by written consent without a meeting, without prior notice and without a vote, as follows:

(i) The holders of outstanding capital stock of the corporation having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted must sign and date the written consent setting forth the action so taken. Consents may be executed in counterparts.

(ii) The consent(s) must be delivered to the corporation's registered office in Delaware, to its principal place of business, or to an officer or agent of the corporation having custody of the book(s) in which proceedings of meetings of the stockholders are recorded. Delivery made to the registered office must be by hand or by certified or registered mail, return receipt requested, and will be deemed delivered upon actual receipt by the registered office.

(b) All consents properly delivered in accordance with this section shall be deemed to be recorded when so delivered. No written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered to the corporation as required by this section, written consents signed by the holders of a sufficient number of shares to take such corporate action are so recorded.

(c) A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided the transmission sets forth or is delivered with information from which the corporation can determine (i) that the transmission was transmitted by the stockholder, proxyholder or authorized person(s), and (ii) the date on which it was transmitted. The date on which the transmission is transmitted shall be deemed to be the date on which the consent was signed. No consent given by electronic transmission shall be deemed to have been delivered until it is reproduced in a paper form and delivered in accordance with Section 2.10(b), provided, however, that it may be otherwise delivered to the principal place of business of the corporation or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by the board of directors.

(d) Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for all purposes for which the original writing could be used, provided that the reproduction is of the entire original writing.

(e) Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing and who, if action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the corporation as provided above.

2.11 RECORD DATE

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or

allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action.

(b) If the board of directors does not so fix a record date:

(i) The record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

(ii) The record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent (including consent by electronic mail or other electronic transmission as permitted by law) is delivered to the corporation.

(iii) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

(c) A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, if such adjournment is for thirty (30) days or less; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

ARTICLE 3

DIRECTORS

3.1 MANAGEMENT OF AFFAIRS OF CORPORATION

The property and business of the corporation shall be managed by or under the direction of its board of directors. The board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not reserved exclusively to the stockholders by law, the certificate of incorporation or these bylaws.

3.2 NUMBER, ELECTION AND TERM OF OFFICE

The board of directors shall consist of one or more members, which number shall be fixed from time to time by action of the board of directors or the stockholders. Except as provided in Section 3.3, the directors shall be elected at the annual meeting of stockholders or by written consent as set forth in Section 2.2 hereof. Each director shall hold office until such director's successor is duly elected and qualified or until such director's earlier death, resignation or removal as hereinafter provided. Elections of directors need not be by written ballot unless the board of directors votes to require a written ballot. If the election is to be by written ballot, then, if the board of directors authorizes it, a ballot submitted by electronic transmission may satisfy the requirement of a written ballot. Any such electronic transmission must either set forth or be submitted with information from which the corporation can determine that it was authorized by the stockholder or proxyholder. The directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote in the election of directors.

3.3 NEWLY CREATED DIRECTORSHIPS AND VACANCIES

If, at any time other than the annual meeting of the stockholders, any vacancy occurs in the board of directors or new directorship is created by an increase in the authorized number of directors, a majority of the directors then in office (even if less than a quorum) may choose a successor or fill the newly created directorship. Unless removed sooner, the director so chosen shall hold office until the next annual election of directors by the stockholders and until such director's successor is duly elected and qualified. Whenever the certificate of incorporation entitles holders of any class or series of stock to elect one or more directors, vacancies and newly created directorships of such class or series may be filled by a majority of directors elected by such class or series then in office, or by a sole remaining director so elected.

3.4 RESIGNATIONS

Any director may resign at any time by giving notice to the board of directors, the chairman of the board, the president, the chief executive officer, or the secretary in writing or by electronic transmission. Any such resignation shall take effect on the date of the receipt of the notice or at any later time specified in the notice. Acceptance of the resignation shall not be necessary to make it effective.

3.5 REMOVAL

Except as prohibited by applicable law or the Certificate of Incorporation, as may be amended, the stockholders entitled to vote in an election of directors may remove any director from office at any time, with or without cause, by the affirmative vote of a majority in voting power thereof.

3.6 ANNUAL AND REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The annual meeting of the board of directors shall be held, without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of the stockholders. Regular meetings of the board of directors, other than the annual meeting, may be held at such time and at such place as the board may from time to time fix by resolution and no notice (other than the resolution) need be given as to any regular meeting.

3.7 SPECIAL MEETINGS

Special meetings of the board of directors may be called by the chairman of the board, the president or the chief executive officer and shall be called by the secretary at the request of any director, to be held at such time and place, either within or outside Delaware, as shall be designated by the call and specified in the notice of such meeting.

3.8 NOTICE OF MEETINGS

Notice of special meetings of the board of directors shall be provided to each director pursuant to Article 7 of these bylaws. If such notice is mailed, it shall be deposited in the United States mail, postage prepaid, at least three days before such meeting. If such notice is given by overnight courier, it shall be given to the overnight courier service for delivery at least two days before such meeting. If such notice is given personally or by electronic transmission, it shall be delivered or transmitted at least 24 hours before the time of the meeting. Except as otherwise provided by law or these bylaws, meetings may be held at any time without notice if all of the directors are present or if, at any time before or after the meeting, those not present waive notice of the meeting in writing.

3.9 QUORUM REQUIRED, VOTE AND ADJOURNMENT

Except as otherwise provided by law or these bylaws: (a) at each meeting of the board of directors, the presence of not less than a majority of the whole board shall be necessary and sufficient to constitute a quorum for the transaction of business; and (b) the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors. If a quorum is not present at any meeting of directors, the directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.

3.10 COMMUNICATIONS EQUIPMENT

Unless otherwise restricted by the certificate of incorporation, any member of the board of directors or of any committee designated by the board may participate in a meeting of the directors or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such equipment shall constitute presence in person at such meeting.

3.11 ACTION BY WRITTEN CONSENT

Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting, if all members of the board or of such committee, as the case may be, consent to the action in writing or by electronic transmission, and the writing or electronic transmission is filed with the minutes of proceedings of the board or committee. The filing shall be in paper form if the minutes are maintained in paper form and in electronic form if the minutes are maintained in electronic form.

3.12 COMMITTEES

(a) The board of directors may designate one or more committees, each consisting of one or more directors. Each member of a committee shall serve for such term and the committee shall have and may exercise such duties, functions and powers as these bylaws and the board of directors may provide, except as otherwise restricted by law.

(b) The board of directors may designate one or more directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in place of the absent or disqualified member.

(c) The presence of a majority of members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of those present shall be necessary for the taking of any action at the meeting.

(d) The chairman of each committee shall be selected by the board of directors from among the members of the committee. Each committee shall fix its own rules of procedure not inconsistent with these bylaws or the resolution of the board of directors designating the committee. Each committee shall meet at such times and places and upon such call or notice as shall be provided by such rules. Each committee shall keep a record of its actions and proceedings and shall report on them to the board of directors at the board's next meeting.

3.13 FEES AND COMPENSATION OF DIRECTORS

Directors shall not receive any stated salary for their services as such. Members of the board shall be allowed their reasonable traveling expenses when actually engaged in the business of the corporation. Members of any committee may be allowed like expenses for attending committee meetings. Nothing in these bylaws shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE 4

OFFICERS

4.1 EXECUTIVE OFFICERS; ELECTION; QUALIFICATIONS; TERM OF OFFICE; RESIGNATIONS; VACANCIES

The board of directors, as soon as practicable after the annual election of directors in each year, shall elect a president or chief executive officer and a secretary. The board of directors may also choose a chairman of the board of directors, who need not be a member, a treasurer, one or more vice presidents, and one or more assistant officers. Any offices may be held, and the duties performed, by one and the same person. Each such officer shall hold office until the first meeting, or action by consent without a meeting, of the board of directors after the annual election of directors next succeeding his election, or until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. Any officer may be removed from office at any time by the affirmative vote of a majority of the members of the board of directors then in office. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the board of directors at any regular or special meeting, or by unanimous written consent without a meeting.

4.2 POWERS AND DUTIES OF EXECUTIVE OFFICERS

The officers of the corporation shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time shall be conferred by these by-laws or the board of directors. The president or chief executive officer shall, subject to the board of directors, have general direction and supervision of the business operations and affairs of the corporation. The chairman of the board of directors, if one shall be elected and serving, shall have only such powers and authority as may be specifically delegated to him by the board of directors.

4.3 EXECUTION OF AGREEMENTS

Any duly elected and acting officer of the corporation (subject to the internal delegation of authority policies of the corporation, or of a direct or indirect parent, if any), at any time and without any express authority of the board of directors, may sign and execute any agreements or other documents on behalf of the corporation, including agreements to sell, purchase, lease, pledge or otherwise acquire, transfer or dispose of property of the corporation, so long as any such sale, transfer or disposal does not constitute a sale or disposal of substantially all assets of the corporation. The authority given by this section may be delegated (either in general or limited to specific instances) by any of the officers of the corporation referenced in the preceding sentence to any other officer, employee or agent of the corporation or an affiliate of the corporation. The authority given by this section shall not impair or restrict any authority, express, implied, or otherwise, herein conferred on any officer of the corporation.

ARTICLE 5

SHARES OF STOCK AND THEIR TRANSFER

5.1 CERTIFICATES

All shares of the corporation's stock shall be uncertificated shares unless the board of directors provides by resolution or resolutions that some or all of any or all classes or series of the corporation's stock shall be represented by certificates. In such case, the board of directors may, consistent with applicable law, adopt such rules as it deems appropriate concerning the issuance, signature, registration, surrender and replacement of certificates and the transfer of certificated shares.

5.2 TRANSFER OF STOCK

Upon receipt of proper transfer instructions from the registered owner of shares, such shares shall be cancelled and issuance of new equivalent uncertificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

ARTICLE 6

INDEMNIFICATION

6.1 IN GENERAL

The corporation shall indemnify any person who is or was a director or officer of the corporation or who is or has served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by the DGCL as in effect at the time of adoption of this bylaw or as amended from time to time. The foregoing right of indemnification shall not be exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

6.2 INSURANCE

If authorized by the board of directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or has served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted by the DGCL as in effect at the time of the adoption of this bylaw or as amended from time to time.

ARTICLE 7

NOTICE

7.1 MANNER OF NOTICE

Whenever under law, the certificate of incorporation or these bylaws notice is required to be given to any stockholder, director or member of any committee of the board of directors, it shall not be construed to require personal delivery. Such notice also may be given in writing by depositing it in the United States mail (postage prepaid), by express overnight courier, or by facsimile or other electronic transmission. For purposes of these bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by the recipient through an automated process.

7.2 NOTICE TO STOCKHOLDERS BY ELECTRONIC TRANSMISSION

Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the corporation shall be effective if given by a form of electronic transmission consented to by the stockholder to whom notice is given. Any such consent shall be revocable by the stockholder by written notice to the corporation. Any such consent shall be deemed revoked if (a) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent and (b) such inability becomes known to the secretary or an assistant secretary of the corporation or the transfer agent, or other person responsible for giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

7.3 EFFECTIVENESS OF NOTICE

Notice given by mail shall be deemed to be given at the time it is deposited in the United States mail. Notice given by overnight courier service shall be deemed to be given when delivered to the overnight courier service for delivery. Notice given by facsimile or other electronic transmission shall be deemed given: (a) if by facsimile transmission, when directed to a number at recipient has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the recipient has consented to receive notice; (c) if by a posting on an electronic network together with separate notice to the recipient of such specific posting, upon the later of (i) such posting and (ii) the giving of such separate notice; and (d) if by any other form of electronic transmission, when directed to the recipient. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein. The requirement for notice shall be deemed satisfied, except in the case of a stockholder meeting with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law or these bylaws.

7.4 WAIVER OF NOTICE

Whenever under law, the certificate of incorporation or these bylaws notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to notice, whether before, at or after the time stated therein, shall be deemed equivalent to notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or committee of directors need be specified in any written waiver of notice or any waiver by electronic transmission, unless so required by law, the certificate of incorporation or these bylaws.

ARTICLE 8

GENERAL PROVISIONS

8.1 FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the board of directors. In the absence of such a resolution, the fiscal year of the corporation runs from February 1 to January 31 of each year.

8.2 CORPORATE SEAL

The board of directors may adopt a corporate seal inscribed with the name of the corporation and the words "CORPORATE SEAL" and "DELAWARE" and otherwise in the form approved by the board.

8.3 DISBURSEMENTS

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

8.4 DIVIDENDS

Subject to applicable law and the certificate of incorporation, dividends upon the shares of capital stock of the Corporation may be declared by the board of directors at any regular or special meeting of the board of directors. Dividends may be paid in cash, in property, or in shares of the corporation's capital stock, unless otherwise provided by applicable law or the certificate of incorporation.

8.5 AMENDMENTS

These bylaws may be altered, amended or repealed (a) by the affirmative vote of a majority of the stock having voting power present in person or by proxy at any annual meeting of stockholders at which a quorum is present, or at any special meeting of stockholders at which a quorum is present, if notice of the proposed alteration, amendment or repeal is contained in the notice of such special meeting, or (b) by the affirmative vote of a majority of the directors then qualified and acting at any regular or special meeting of the board, if the certificate of incorporation confers such power upon the board; provided, however, that the stockholders may provide specifically for limitations on the power of directors to amend particular bylaws and, in such event, the directors' power of amendment shall be so limited; and further provided that no reduction in the number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

8.6 CONFLICT WITH APPLICABLE LAW OR CERTIFICATE OF INCORPORATION

These bylaws are adopted subject to any applicable law and the certificate of incorporation. Whenever these bylaws may conflict with any applicable law or the certificate of incorporation, such conflict shall be resolved in favor of such law or the certificate of incorporation.



News Release

nCino Completes Acquisition of SimpleNexus

Extends cloud-based platform with leading homeownership point-of-sale and mobile-first capabilities

WILMINGTON, N.C. – Jan. 10, 2022 – nCino, Inc. (NASDAQ: NCNO), a pioneer in cloud banking and digital transformation solutions for the global financial services industry, today announced that it has completed its acquisition of SimpleNexus, a leading cloud-based, mobile-first homeownership software company, for total consideration of approximately 12.76 million shares of nCino common stock plus cash consideration of approximately \$270 million, on a cash-free, debt-free basis and excluding transaction expenses.

“We are excited to officially welcome the SimpleNexus team to the nCino family,” said Pierre Naudé, Chief Executive Officer of nCino. “The combination of nCino and SimpleNexus brings together two best-in-class, cloud-native companies focused on transforming the financial services industry by streamlining and simplifying cumbersome financial processes with innovative, market-leading technology solutions. Together, we can enhance the offerings for our customers and strengthen nCino’s position as the worldwide leader in cloud banking.”

“We are thrilled to join forces with nCino, a company that shares our passion for innovation and commitment to customer success,” said Cathleen Schreiner Gates, Chief Executive Officer at SimpleNexus. “I’m confident that together, we can accelerate digital transformation across the industry and better serve financial institutions and independent mortgage banks of all sizes.”

Video: Hear from the CEOs of nCino and SimpleNexus.

The acquisition furthers nCino’s commitment to transforming the financial services industry through innovation, reputation and speed. The SimpleNexus platform seamlessly unites the people, systems and stages of the home buying process into a single end-to-end experience, enabling loan officers, borrowers, real estate agents and settlement agents to easily engage in the homeownership process from any device. SimpleNexus’ complementary products and mobile-first offerings will unlock additional opportunities and provide greater value for new and existing customers, including enhancing nCino’s mobile and point-of-sale offerings across additional lines of business. For the fourth quarter ending January 31, 2022, nCino expects SimpleNexus will contribute between \$3.6 and \$3.8 million in total revenues from the closing date of January 7, 2022.

Testimonials

“nCino and SimpleNexus have both been key partners in our continued growth across commercial banking, mortgages and more. It’s exciting to see them join forces – we’re looking forward to seeing what comes next from these two great companies.” — Robert J Bardusch, Senior Executive Vice President & Chief Operating Officer, Valley National Bank



“The combination of nCino and SimpleNexus makes it clear that both companies understand the need for scale as well as the importance of investing in innovation. We trust the SimpleNexus leadership team, as they have always shown a commitment to their customers, and we are excited to get to know the nCino leadership team. This is a home run decision.” — Dave Robnett, Chief Executive Officer, Celebrity Financial

“nCino and SimpleNexus have earned recognition as market leaders in their respective industries, and this combination is truly a win-win for our employees and our members. Both companies are focused on digital innovation and advancing the financial services industry, and both platforms complement one another. Good people, combined with best-in-class products, make for happy members.” — Ryan Doehrmann, Chief Mortgage Officer, GreenState Credit Union

“The shift to the cloud has financial institutions seeking modern technology to originate mortgages and other loan types, open accounts and onboard customers. SimpleNexus and nCino both play a role in their current banking technology segments to provide cloud-based solutions that streamline and simplify customer journeys in lending. SimpleNexus has mobile-first, mortgage point-of-sale and eClosing solutions that can be combined with nCino’s enterprise client onboarding and loan origination system capabilities to create a comprehensive mortgage origination platform, adding market-leading customer engagement and digital loan signing capabilities to nCino’s current solutions. This is an exciting combination of two leading fintech companies during a pivotal time when lenders demand modern technology from fintechs with a documented track record of product delivery and support.” — Craig Focardi, Senior Banking Analyst, Celent

Advisors

BofA Securities served as financial advisor to nCino, and Sidley Austin LLP served as its legal counsel. Willkie Farr & Gallagher LLP served as legal counsel to SimpleNexus.

Cautionary Language Concerning Forward-Looking Statements

This press release contains forward-looking statements about nCino’s expectations, plans, future performance, outlook and prospects regarding the benefits that may be derived from the proposed transaction between nCino, Inc. and SimpleNexus, LLC (“SimpleNexus”) including, without limitation, with respect to SimpleNexus’ revenue contribution, growth profile, cross and upsell opportunities, and the extension of the nCino Bank Operating System® platform. Forward-looking statements generally include actions, events, results, strategies and expectations and are often identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions and the negatives thereof. Any forward-looking statements contained in this press release are based upon nCino’s and/or SimpleNexus’ historical performance and their current plans, estimates, and expectations and are not a



representation that such plans, estimates, or expectations will be achieved. These forward-looking statements represent nCino's expectations as of the date of this press release. Subsequent events may cause these expectations to change and, except as may be required by law, nCino does not undertake any obligation to update or revise these forward-looking statements.

These forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially including, but not limited to, risks related to: (i) changes in economic conditions, particularly increases in mortgage interest rates, credit availability, real estate prices, and consumer confidence, (ii) retaining the employees of SimpleNexus, (iii) nCino's ability to successfully integrate the SimpleNexus business, including SimpleNexus' recent acquisition of LBA Ware, (iv) the ability to sustain revenue growth rates of both businesses, (v) the ability to accelerate the development of nCino's mobile and point-of-sale offerings across additional lines of business, and (vi) the achievement of anticipated synergies and the timing thereof. Additional risks and uncertainties that could affect nCino's business and financial results and these forward-looking statements are included in nCino's reports filed with the U.S. Securities and Exchange Commission (available on our web site at www.ncino.com or the SEC's web site at www.sec.gov). Further information on potential risks that could affect actual results will be included in other filings nCino makes with the SEC from time to time.

About nCino

nCino (NASDAQ: NCNO) is the worldwide leader in cloud banking. The nCino Bank Operating System® empowers financial institutions with scalable technology to help them achieve revenue growth, greater efficiency, cost savings and regulatory compliance. In a digital-first world, nCino's single cloud-based platform enhances the employee and client experience to enable financial institutions to more effectively onboard clients, make loans and manage the entire loan life cycle, and open deposit and other accounts across lines of business and channels. Transforming how financial institutions operate through innovation, reputation and speed, nCino is partnered with more than 1,500 financial institutions of all types and sizes on a global basis. For more information, visit www.ncino.com.

About SimpleNexus

SimpleNexus, an nCino Company, is an award-winning developer of mobile-first technology for the modern mortgage lender founded in 2011. Lenders depend on our namesake homeownership platform to unite the people, systems and stages of the mortgage process into a seamless, end-to-end solution that spans engagement, origination, closing and business intelligence. By helping lenders manage their teams and stay connected with borrowers and real estate partners, we deliver a measurable return on investment in the form of reduced turn times, increased loan application submissions and more referral business. A four-time Inc. 5000 company, SimpleNexus has been recognized as one of the world's Best Workplaces for Innovators. For more information, visit <https://www.simplenexus.com> or follow [@SimpleNexus](https://twitter.com/SimpleNexus).



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