

Subject: RE: *** PRICING DETAILS *** JOINT BOOKRUN IPO *** XACTLY CORP
(NYSE: XTLY) *** APPROVED FOR EXTERNAL DISTRIBUTION *** [C]
From: Vahe Stepanian <[REDACTED]>
Date: Fri, 26 Jun 2015 09:03:28 -0400
To: Paul Morris <[REDACTED]>

Classification: Confidential

Yes, will come up today. How does your day look?

From: Paul Morris
Sent: Friday, June 26, 2015 8:56 AM
To: Vahe Stepanian
Subject: RE: *** PRICING DETAILS *** JOINT BOOKRUN IPO *** XACTLY CORP
(NYSE: XTLY) *** APPROVED FOR EXTERNAL DISTRIBUTION *** [C]

Classification: Confidential

Can u come up?

Paul Morris

Managing Director

Deutsche Bank Private Bank

Office: [REDACTED]

Cell: [REDACTED]

From: Vahe Stepanian
Sent: Friday, June 26, 2015 8:36 AM
To: Jeffrey Epstein
Cc: Daniel Sabba; Ariane Dwyer; Paul Morris; Stewart Oldfield; Richard Kahn
Subject: FW: *** PRICING DETAILS *** JOINT BOOKRUN IPO *** XACTLY CORP
(NYSE: XTLY) *** APPROVED FOR EXTERNAL DISTRIBUTION *** [C]

Classification: Confidential

Jeffrey – today you were allocated 600 XTLY @ \$8.00.

Thank you,

Vahe

From: Nate Hall

Sent: Thursday, June 25, 2015 5:47 PM

Subject: *** PRICING DETAILS *** JOINT BOOKRUN IPO *** XACTLY CORP (NYSE:
XTLY) *** APPROVED FOR EXTERNAL DISTRIBUTION ***

*** APPROVED FOR EXTERNAL DISTRIBUTION ***

Issuer: Xactly Corp.

Symbol: XTLY

Deal size: 7,037,500 shares (97% primary / 3% secondary) plus 15% greenshoe
(100% primary)

Offer price: \$8.00

Exchange: NYSE

Trade date: 6/26

Settlement date: 7/1

Bookrunners:

JPMorgan

Deutsche Bank

UBS

Co-managers:

Needham

Oppenheimer

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site, at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by

calling toll-free [REDACTED] or by mail from Deutsche Bank Securities
Inc., 60 Wall Street, New York, New York 10016, or by email at
[REDACTED]