

Autodesk®

Autodesk Completes
Acquisition of Alias:

FREQUENTLY ASKED QUESTIONS

On January 10, 2006, Autodesk, Inc. (NASDAQ: ADSK) completed the acquisition of Alias, a leading developer of 3D graphics technology, for approximately USD \$197 million in cash. Alias was founded as Alias Research in 1983 and headquartered in Toronto, Canada. Alias customers include the world's premier entertainment and manufacturing companies. Its product lines include the Maya®, MotionBuilder®, Alias® StudioTools™ and FBX® products. This is the second-largest acquisition in Autodesk's history and is expected to be slightly accretive to Autodesk's earnings in fiscal 2007.

Topics

- General
- Company Organization
- Products/Solutions
- Customers and Partners

General

Q1: What is being announced?

A1: Autodesk has completed the acquisition of Alias, a leading developer of 3D graphics technology for the film and video, games, Web, interactive media, consumer products, industrial design, automotive, architecture and visualization markets. Alias' many product lines include the popular Maya, StudioTools, MotionBuilder and FBX products. Alias' former headquarters in Toronto, Canada remains as a key development center for Autodesk.

The company was founded as Alias Research in 1983, counting some of the world's premier entertainment and manufacturing companies as its customers.

In 1995, Alias Research and Wavefront Technologies merged under SGI. In July 2003, the company changed its name to Alias. In June 2004, Alias became an independent company that was privately owned by Accel-KKR and Ontario Teachers' Pension Plan. In September 2004, Alias acquired Kaydara – a developer of 3D character animation and motion editing solutions for the entertainment industry.

Q2: Why did Autodesk acquire Alias?

A2: The acquisition is part of Autodesk's strategy to provide customers with the best in technology and industry talent for their design, animation, data management and visualization needs. Alias brings new capabilities in 3D design to Autodesk and expands Autodesk's ability to provide customers with unparalleled choice in selecting solutions that are right for their needs. Autodesk anticipates that the acquisition will (a) allow Autodesk to

extend its reach into the first stage of product development, with the concept design teams in the automotive OEMs, (b) allow Autodesk to establish itself in the fast-growing consumer products market, and (c) expand its Media & Entertainment portfolio with Alias' Maya, MotionBuilder and FBX products.

Q3: Who proposed this deal? How did it transpire?

A3: Autodesk is always looking for companies with the best technology, employees and customers to expand and complement what it already offers. Autodesk identified Alias as one of those companies. Autodesk has known of Alias for many years. As Autodesk's own Media & Entertainment business has grown, and the importance of design increased in automotive and consumer products, it made sense to look at Alias as a means to add new products and services to Autodesk in order to expand its offerings in these dynamic industries.

Q4: How does the acquisition of Alias benefit Autodesk and its customers?

A4: Alias will complement and expand Autodesk's offering to the film and video, games, Web, interactive media, consumer products, industrial design, automotive, architecture, education and visualization markets

Together, Autodesk and Alias represent an impressive breadth of 3D expertise. Whether you are designing a skyscraper, visualizing a new bridge, crafting film visual effects, producing a video game or creating an innovative commercial; Autodesk and Alias products are part of the process. Customers will have extensive choice in selecting the products, approaches and platforms they know and love best, all from a single source. Autodesk's goal is to enable customers to work ever more creatively, effectively and collaboratively, even as production complexities increase.

Q5: Will the acquisition affect planned releases for any of Alias' or Autodesk's products?

A5: Autodesk does not anticipate any changes with respect to planned product releases from either company, including the Autodesk® 3ds Max® and Alias' Maya products. The combined company's research and development priority is to link Autodesk's and Alias' existing products, delivering increased interoperability and improved data management. Our goal is to strengthen Autodesk's 3D product portfolio to provide customers with future innovation, better data management and best-of-breed technology.

Q6: What does Autodesk add to Alias' business?

A6: This acquisition is an investment in people, software, services and technology. Autodesk and Alias have a similar vision - to help customers “realize their ideas” and bring their “imagination to life”. Autodesk adds significantly to the Alias business because of its scale, global reach and financial success. The larger technology base and complementary intellectual property (IP) will allow for faster product development and enhanced innovation. Alias’ customers will benefit from: the \$300 million that Autodesk spends in R&D, a single streamlined workflow, internationalized solutions and best-of-class distribution.

Q7: Why didn’t Autodesk buy Alias when it was for sale almost two years ago?

A7: When Alias was acquired by its previous owners, Accel-KKR and Ontario Teachers’ Pension Plan, Autodesk had just initiated a major corporate-wide restructuring effort focusing on improving the company’s efficiency and profitability. At the time, Autodesk felt that an acquisition would defocus it from those critical improvements to its business model. With that restructuring completed and a strong, execution-focused team in place, Autodesk was then prepared to execute on this acquisition; as it will (a) allow Autodesk to extend its reach into the first stage of product development, with the concept design teams in the automotive OEMs, (b) allow Autodesk to establish itself in the fast-growing consumer products market, and (c) expand Autodesk’s Media & Entertainment portfolio with Alias’ Maya, MotionBuilder and FBX products.

Q8: Will Autodesk continue to support all existing Alias customers?

A8: Yes. Autodesk plans to continue to support Alias customers through Autodesk’s and Alias’ combined worldwide support resources, web-based knowledge tools and worldwide channel partners.

Q9: Is there an integration team in place?

A9: Yes. An integration team is in place. It is comprised of key individuals from both Autodesk and Alias, including employees from Autodesk’s Manufacturing Solutions (MSD) and Media & Entertainment (M&E) divisions and Consulting organization.

Company Organization

Q10: Will the Alias business report into existing organizations within Autodesk or will it be a stand-alone business unit?

A10: The Alias organization's products and services are being integrated with Autodesk's Manufacturing Solutions (MSD) and Media & Entertainment (M&E) divisions, and Autodesk's Consulting organization. Alias' sales team is being integrated into Autodesk's worldwide sales team.

Q11: How many employees does Alias have?

A11: Alias has approximately 600 employees. Autodesk is pleased to welcome many of Alias' talented employees, who bring their unique skills and backgrounds to its team.

Q12: What does the Alias team bring to Autodesk?

A12: The Alias team consists of many talented people, including top experts, who complement Autodesk's experience in the media and entertainment and manufacturing industries. Alias is a leading developer of 3D graphics technology for the film and video, games, Web, interactive media, consumer products, industrial design, automotive, architecture, and visualization markets.

Q13: Alias and Autodesk have offices in the same cities. Which offices will remain open?

A13: Autodesk is currently evaluating which Alias and Autodesk offices to maintain. Toronto, the location of Alias' former headquarters, is a key center for Autodesk and will remain open.

Q14: Will the Alias product line be available through Autodesk sales?

A14: Yes, Autodesk plans to continue to sell all of the products currently offered by both companies.

Q15: Are there changes to Autodesk's board of directors?

A15: No, there are no changes to Autodesk's board of directors as a result of this acquisition.

Q16: Are there changes to Autodesk's executive team?

A16: Autodesk's existing executive team remains in place, including:

- Carol Bartz, Chairman and Chief Executive Officer
- Carl Bass, Chief Operating Officer
- Al Castino, Chief Financial Officer
- Ken Bado, Senior Vice President, Worldwide Sales
- Robert (Buzz) Kross, Vice President, Manufacturing Solutions Division (MSD)
- Martin Vann, Vice President, Media & Entertainment Division (M&E)

Several Alias management team members have joined Autodesk, including Dave Wharry and Michel Besner. Dave Wharry, formerly Alias Vice President of Global Sales and Marketing, is now Vice President of Sales for Autodesk's Media & Entertainment Division. Michel Besner, formerly Alias Vice President of Business Development – Emerging Markets, is now leading product management for Autodesk's Media & Entertainment Division 3D product portfolio.

Products/Solutions

Q17: What opportunity is Autodesk addressing with the acquisition of Alias?

A17: Alias complements and expands Autodesk's offering to the film and video, games, Web, interactive media, consumer products, industrial design, automotive, architecture, and visualization markets. For example, Alias' products provide customers in film with an additional tool for pre-visualization, or modeling, animating and lighting realistic computer-generated creatures. Alias' StudioTools product brings conceptual design capabilities to Autodesk's manufacturing customers.

Alias' close relationship with every major automobile manufacturer extends Autodesk's strong customer base in automotive manufacturing.

By combining the two companies' products and services, Autodesk is creating a more comprehensive suite of software and service solutions that will let customers produce compelling products, movies, games and advertising more quickly, and with better data interoperability and data management capabilities than ever before.

Q18: What are the benefits of the Autodesk/Alias 3D product portfolio?

A18: From the 3ds Max and Maya products to the Autodesk® VIZ and MotionBuilder products, the combined product line offers the broadest set of solutions, applications, development resources and streamlined workflow potential in 3D. Customers can continue to use and benefit from the applications they know and love, while looking forward to increasingly robust solutions, greater interoperability, more collaboration, connectivity and efficiency, along with delivery of leading-edge

technologies – for a broad range of workflows.

The broader product line allows Autodesk and Alias clients to choose the best tools to match their specific needs. They will enjoy a more integrated workflow between their tools in the future, as well as the benefits of increased R&D resources. The combined 3D R&D expertise of the two organizations will provide significant long-term benefits to our clients in terms of innovating and delivering best-of-breed tools.

Q19: Which Autodesk divisions are now responsible for which Alias products?

A19: Autodesk's Manufacturing Solutions Division (MSD) is now responsible for the StudioTools, ImageStudio and PortfolioWall® products. Autodesk's Media & Entertainment Division (M&E) is responsible for all other Alias products, including the Maya, MotionBuilder and FBX products. Alias' sales team is being integrated into Autodesk's worldwide sales team.

Autodesk's Robert (Buzz) Kross remains Vice President of MSD, Martin Vann remains Vice President of M&E, and Ken Bado remains Senior Vice President, Worldwide Sales.

Q20: Will development continue for both Maya and 3ds Max?

A20: Yes. Autodesk will continue to develop and support both products for the foreseeable future.

Q21: Why will Autodesk continue investing in two different 3D animation and modeling applications, i.e. both Maya and 3ds Max?

A21: Alias and Autodesk have product lines that are largely complementary and different in design philosophy. As a result, they address different needs and workflows. For this reason many customers use products from both companies in a single workflow and have chosen these products because they are proven solutions in the industry.

Having a range of solutions to meet customer needs as opposed to a single "one glove fits all" approach benefits customers and Autodesk's business. Since both products currently have growing user bases and revenue streams, there is obvious market demand for both products. The combined company is well-resourced to continue investment in developing new capabilities and further optimization of customer workflows.

Q22: What platforms will the Autodesk 3ds Max and Alias' Maya software products support? What are the plans for Alias products that are supported on the Apple® Macintosh® (Mac®) operating system?

A22: The combined company's products support a wide range of platforms; from Linux®, Microsoft® Windows® and Macintosh systems for Maya software to Windows for 3ds Max software. The diversity of platforms and operating systems allows customers to choose a 3D solution according to their specific infrastructure, computing and project production requirements.

Autodesk's Media & Entertainment division has been developing UNIX based solutions for more than a decade, building a solid base of expertise and technology as well as a broad UNIX-based product portfolio. Alias' support for both Linux and OSX is a natural fit within the overall Autodesk platform strategy. The Macintosh is an important creative platform. Autodesk plans to continue support and develop the Maya, Alias MotionBuilder and Alias SketchBook® Pro products on the Macintosh for the foreseeable future.

Q23: In what languages will the company's 3D products be available?

A23: Alias products today are available in English. Autodesk's products today are available in a number of languages, including English, French, German, Korean, Simplified Chinese and Japanese. Autodesk plans to continue to support all products in the language or languages in which they are currently available.

Q24: What will happen to the Alias brand?

A24: Autodesk recognizes the strong brand equity in Alias and its product brands such as the Maya software product. Wherever appropriate, Autodesk will continue to leverage the strength of specific Alias product brands. The overall corporate brand will transition to Autodesk.

Q25: Will Autodesk support connectivity between Alias products and those of other major CAD vendors?

A25: This was an important element of Alias' current design strategy. Autodesk will continue to support this product integration and the exchange of data with CAD vendors for the foreseeable future.

Q26: What Alias products have integrated CATIA® DirectConnect support?

A26: StudioTools supports a native data exchange with CATIA V4 and V5 via its DirectConnect products.

Q27: Does the CATIA DirectConnect product work with older versions of StudioTools?

A27: Yes, the CATIA DirectConnect product is designed to work with older versions of StudioTools.

Customers and Partners

Q28: How will customers benefit from this acquisition?

A28: Customers across all segments will benefit from the acquisition. Combining the expertise of two successful companies, whose core offerings are complementary, enables Autodesk to better serve customers through accelerated product innovation and enhanced service and support.

The combined company's research and development priority is to link Autodesk's and Alias' existing products, delivering increased interoperability and improved data management. In the manufacturing industry, this will give users an extended workflow into conceptual design, as part of Autodesk's design-to-manufacturing solution. In the media and entertainment industry, many customers already use products from both Autodesk and Alias. As such, they will benefit from a streamlined workflow for digital film, broadcast and game projects.

Q29: What is the future direction of Autodesk's product portfolio?

A29: By offering a more complete set of technologies for the film and video, animation, and game design industries, Autodesk will offer customers the chance to adopt integrated solutions from a single source, simplifying everything from training to upgrades. This means greater efficiencies, faster time to market or project completion, and less overall time from the conception of an idea to its realization.

The same is true in the manufacturing design space, where Autodesk can offer a wider range of design tools to a wider range of companies throughout complex supply chains.

Q30: Autodesk is many times larger than Alias. Will Alias customers get lost in the multitude of customers the combined company will be serving?

A30: Autodesk is fully committed to ensuring that each Alias customer is welcomed with the kind of support and relationship all Autodesk and Alias customers have come to expect.

Q31: I am a current Alias customer with a technical support contract. Will the terms and delivery processes for technical support change with this announcement?

A31: For the time being, Alias customers will continue to access support via the usual channels and with the same phone numbers and web sites used in the past, in line with support contracts. Autodesk will notify you of any changes in process.

Q32: How can customers purchase Alias or Autodesk products and services or get customer service?

A32: Customers may continue to contact their respective sales representatives, resellers and support contacts from each company. A listing of sales, reseller and support contact information can be found on the following websites:

<http://usa.autodesk.com/adsk/servlet/index?siteID=123112&id=1073074>

<http://www.alias.com/eng/contact/index.shtml>

Q33: Both Alias and Autodesk have strong partnerships with developer communities and technology partners. Will the acquisition affect that?

A33: Partnerships will continue to be integral to the combined company's success. Autodesk looks forward to working with its new and existing partners.

Q34: What does this mean for both Alias and Autodesk channel partners?

A34: The acquisition of Alias will enable Autodesk to grow its business with new product and new market opportunities. Many channel partners currently represent complementary products from both companies. Autodesk expects the acquisition to generate operational efficiencies for channel partners' businesses and allow them to benefit from product and market opportunities.

Q35: How can I find more information about this announcement?

A35: You can find more information about this transaction by visiting the announcement web site at www.autodesk.com/autodeskandalias.

Q36: I was planning to take an Alias training course – will it still be offered?

A36: All scheduled Alias certified training classes, MasterClasses and conferences will be held as planned, subject to normal conditions relating to sufficient attendees. Autodesk will continue to offer training products and services for Maya, StudioTools and MotionBuilder.

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