

# PRESS RELEASE

## MEDIA CONTACTS

**Autodesk Corporate:** Nicole Pack, 415-507-6282, nicole.pack@autodesk.com

**Autodesk Media & Entertainment Division:** Kevin G. Clark, 415-547-2457, kevin.g.clark@autodesk.com

**Autodesk Manufacturing Solutions Division:** Tim O'Keefe, 415-318-4166, okeeffet@fleishman.com

## INVESTOR CONTACT

**Autodesk:** Sue Pirri, 415-507-6467, sue.pirri@autodesk.com

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## Autodesk Completes Acquisition of Alias

Acquisition Advances Autodesk's 3D Visualization and Animation Capabilities

**SAN RAFAEL, Calif., Jan. 10, 2006** — Autodesk, Inc. (NASDAQ: ADSK) today announced that it has completed the acquisition of Alias for cash consideration of \$197 million USD. On October 4, 2005, Autodesk announced a definitive agreement to acquire Alias – a leading developer of 3D graphics technology. This acquisition extends Autodesk's 3D software leadership in the manufacturing and media and entertainment industries.

"We're excited to welcome Alias customers, partners and employees to Autodesk," said Carl Bass, COO of Autodesk. "The acquisition of Alias is about fulfilling Autodesk's vision: To give design and creative professionals the best software tools for realizing their ideas. Customers are demanding the next generation of 3D photorealistic visualization and animation tools, and we are poised to deliver. In the future, 3D assets will be created once and shared across a range of industries, from automotive and architectural design to films and games. This will be enabled by Autodesk technology."

The combined company has more than seven million users. Alias' automotive and design customers include BMW, Boeing, General Motors, Mattel, Honda, Renault and Rollerblade. Alias' media and entertainment customers include major film studios and game developers, such as Industrial Light & Magic, DreamWorks SKG, Weta Digital, Sony Pictures Imageworks, Electronic Arts, Midway Games, Nintendo and SEGA. Many of these customers use both Autodesk and Alias products, providing an opportunity for the combined company to deliver a more comprehensive suite of solutions.

Alias' products, technology and services will be integrated with Autodesk's Manufacturing Solutions and Media & Entertainment divisions and Autodesk's Consulting organization. Alias StudioTools – software for design tasks ranging from 2D sketches to production models – adds new design and visualization capabilities to Autodesk's manufacturing portfolio. The acquisition also grows Autodesk's media and entertainment portfolio with Alias' Maya software – an Academy Award-

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winning application, Alias MotionBuilder – 3D character animation software, and FBX – a widely used format for the exchange and use of 3D content.

Autodesk plans to continue the development and support of Alias products and services. 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.

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. Alias' former global headquarters in Toronto, Canada remains as a key development center for Autodesk.

#### **Fourth Quarter Fiscal 2006 Business Outlook**

Autodesk is reaffirming its previously issued standalone fourth quarter fiscal 2006 guidance. Excluding the impact of the Alias acquisition, net revenues are expected to be between \$405 and \$415 million and earnings are expected to be between \$0.34 and \$0.36 per diluted share.

Including Alias results for the remainder of the fourth quarter of fiscal 2006, Autodesk expects net revenues to be between \$409 and \$419 million. Due to the impact of in-process R&D expenses, amortization of intangibles, and equity-based compensation expenses, earnings per share are currently expected to be in the range of \$0.31 to \$0.33 on a GAAP basis. Excluding these items non-GAAP EPS is currently expected to be in the range of \$0.33 to \$0.35 in the fourth quarter. As previously communicated, Autodesk believes that Alias will be slightly accretive to non-GAAP earnings per share in the twelve months following the acquisition. Autodesk will provide updated guidance for fiscal 2007 including Alias in conjunction with the release of its fourth quarter financial results.

More information on Autodesk's acquisition of Alias can be found at [www.autodesk.com/autodeskandalias](http://www.autodesk.com/autodeskandalias).

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## Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the impact of the acquisition on Autodesk's product offerings and the performance of its business, and the expected impact on Autodesk's net revenues and EPS in the fourth quarter of fiscal 2006. Factors that could cause actual results to differ materially include the following: difficulties encountered in integrating merged businesses; costs associated with the acquisition, estimated costs of the deal, restructuring charges, and equity-based compensation expenses related to the acquisition; whether certain market segments grow as anticipated; the competitive environment in the software industry and competitive responses to the proposed acquisition; and whether the company can successfully develop and sell new products and integrate existing products.

Further information on potential factors that could affect the financial results of Autodesk are included in the company's report on Form 10-K for the year ended January 31, 2005 and Form 10-Q for the quarter ended Oct 31, 2005 which are on file with the Securities and Exchange Commission.

## About Autodesk

Autodesk, Inc. (NASDAQ: ADSK) is wholly focused on ensuring that great ideas are turned into reality. With over seven million users, Autodesk is the world's leading software and services company for the manufacturing, building, infrastructure, wireless data services and media and entertainment fields. Autodesk's solutions help customers create, manage and share their data and digital assets more effectively. As a result, customers turn ideas into competitive advantage by becoming more productive, streamlining project efficiency and maximizing profits.

Founded in 1982, Autodesk is headquartered in San Rafael, California. For additional information about Autodesk, please visit [www.autodesk.com](http://www.autodesk.com).

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Autodesk, Inc.

Reconciliation of net revenues on a GAAP basis to net revenues on a non-GAAP basis

Three months ended January 31, 2006

(In millions)

Unaudited

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	<u>Low end of range</u>	<u>High end of range</u>
Net revenues on a GAAP basis (1)	\$ 409	\$ 419
Net revenues related to Alias (1)	(4)	(4)
Non-GAAP net revenues - excluding the impact of the Alias acquisition	\$ 405	\$ 415

(1) Alias financial results relate to the period from January 10, 2006 through January 31, 2006

Autodesk, Inc.

Reconciliation of diluted net income per share on a GAAP basis to diluted net income per share on a non-GAAP basis

Three months ended January 31, 2006

Unaudited

	<u>Low end of range</u>	<u>High end of range</u>
Diluted net income per share on a GAAP basis (1)	\$ 0.31	\$ 0.33
In-process R&D expenses, amortization of intangibles and equity-based compensation expenses (1)	0.02	0.02
Non-GAAP Diluted net income per share - Autodesk and Alias combined (1)	0.33	0.35
Net loss related to Alias (1)	0.01	0.01
Non-GAAP diluted net income per share - excluding the impact of the Alias acquisition	\$ 0.34	\$ 0.36

(1) Alias financial results relate to the period from January 10, 2006 through January 31, 2006