Oracle to Acquire BEA

Overview and Frequently Asked Questions

Overview

Oracle has announced a definitive agreement to acquire BEA Systems, Inc., a leading provider of enterprise application infrastructure solutions. The proposed transaction is subject to various closing conditions, including regulatory, stockholder and other approvals. Until the deal closes, each company will continue to operate independently, and it is business as usual.

Oracle's goal with the proposed transaction is threefold: accelerate innovation in the enterprise applications infrastructure area, extend our strategic relationships with customers and partners, and to preserve and enhance customers' investments in BEA products.

The proposed combination of Oracle and BEA will bring together two companies with complementary assets but with a common vision of an open-standards, service-oriented architecture (SOA) infrastructure. The combination will also bring together two of the leading experts in Java and SOA technologies and accelerate innovation across the combined companies' customer bases.

The combined Oracle and BEA offerings are expected to provide a comprehensive and complementary product footprint in enterprise application infrastructure solutions. Oracle provides leading database and SOA solutions, while BEA provides world-class, open-standards Java-based application products and a highly scalable messaging and transaction processing platform. Together, Oracle and BEA will provide a series of other complementary middleware solutions, including identity management, business intelligence and performance management, enterprise content management, and vertical-specific technologies like a communications service delivery platform.

Customers are expected to benefit from the combined Oracle and BEA solutions by building applications that maximize data center investments, preserve investments in existing enterprise applications, manage existing Web-based applications better, and help develop new Web-based applications faster. Moreover, the transaction will significantly strengthen the Java community, and powerfully advance the vision of open, standards-based computing

The combination of Oracle and BEA will accelerate product innovation due to a larger combined R&D budget, provide a larger global footprint of sales and services professionals to address customer needs, and ensure a more consistent level of support across multiple product areas.

Oracle expects that its Fusion Middleware will evolve as the centerpiece of the combined companies' middleware offerings going forward after the close of the transaction. Oracle intends to preserve and enhance customers' investments in BEA products as Oracle has done with its other acquisitions. After the close of the transaction, BEA customers can continue to use their existing BEA products going forward, or choose to use Oracle and BEA products as part of the ongoing evolution of Fusion Middleware. Either way, it will be the customer's choice. Oracle is committed to 100% customer retention and satisfaction.

FREQUENTLY ASKED QUESTIONS

Product Overview and Strategy

What products does BEA currently develop and support?

BEA is a provider of enterprise application infrastructure software, a rapidly growing category of enterprise software that bridges information from disparate databases and applications. Customers often use these solutions to build standards-based enterprise applications, built on a service-oriented architecture (SOA) in heterogeneous IT environments.

BEA develops and supports three principal product lines: WebLogic, Tuxedo and AquaLogic:

- WebLogic product family provides Java developers an application infrastructure software platform for constructing Web-based applications, Web services, business processes and portals, and application integration
- Tuxedo is a scalable multi-language, high-performance messaging and highly distributed transaction processing platform for mission-critical applications
- AquaLogic product family includes service infrastructure products that enable customers to deploy SOA implementations

How will BEA fit into Oracle's overall middleware software strategy after the closing?

We see an exceptional strategic fit between Oracle and BEA in terms of complementary product strengths, geographic strengths, and industry strengths. Middleware is a strategic focus for Oracle. The combination extends Oracle's middleware capabilities to include a comprehensive set of enterprise application infrastructure solutions. Specifically, BEA offers complementary products including a leading set of Java-based Application Server technology for Web-based applications, and a leading Java-based messaging and transaction processing platform. Oracle has a leading set of products to help customers build modular, service-oriented applications in addition to other middleware products like identity management, business process management, enterprise content management, user interaction and web 2.0, business intelligence and enterprise performance management.

With the proposed combination, Oracle will be able to provide a comprehensive set of middleware solutions based on best-of-breed technologies incorporated into a standards-based, hot-pluggable Fusion Middleware platform.

What is the combined Oracle and BEA product roadmap after the closing?

Oracle expects that its Fusion Middleware will evolve as the centerpiece of the combined companies' middleware offerings going forward. BEA products are expected to evolve into components of Fusion Middleware as Oracle and BEA development teams jointly develop a next generation set of enterprise application infrastructure products based on an open-standards, service-oriented architecture. Given Oracle's and BEA's common focus on open standards and SOA technologies, product integration and interoperability will be accomplished gracefully. Oracle's "Hot Pluggable" Fusion Middleware already interoperates with and runs on a number of BEA's products today.

Oracle will support BEA products in a similar manner to other recent Oracle acquisitions. BEA customers can continue to use their existing BEA products going forward, or use Oracle and BEA products as part of the ongoing evolution of Fusion Middleware.

Will Oracle continue to support customers running BEA solutions on non-Oracle databases?

Oracle will continue BEA's support of heterogeneous database environments, continuing Oracle's "Hot-Pluggable" strategy with our Fusion Middleware solutions today.

Will Oracle continue to support customers running BEA solutions with non-Oracle ERP and CRM applications?

Oracle's Fusion Middleware solutions today support non-Oracle ERP and CRM applications. Oracle will continue to support BEA's solutions with alternative ERP and CRM applications to serve customer needs.

How compatible are BEA's products with Oracle's products?

BEA and Oracle products are very compatible. BEA brings a complementary set of solutions, using industry standards that are already integrated with the Oracle database and Oracle applications. Thousands of customers use both BEA and Oracle products, and many of the leading companies in industries like Financial Services, Communications, Public Sector, Manufacturing and Retail rely on Oracle and BEA for their mission-critical applications today.

Customers and Partners

How is the proposed transaction between Oracle and BEA expected to benefit BEA customers?

Oracle and BEA share a common vision of an open-standards, service-oriented architecture for customers. Oracle believes that together, the two companies will accelerate the adoption of these solutions by bringing together their resources and working more closely with customers to address their enterprise application infrastructure needs. BEA customers are expected to benefit in a number of ways:

- Increased R&D investment across the combined products
- Extended value from integrated Oracle products that add security and identity management, content management, business intelligence, and performance management, among other middleware applications to BEA solutions
- Investment protection, extension and enhancements as BEA and Oracle will provide better integration of their complementary solutions
- Access to Oracle's global sales, sales consulting, support and services organization and broad partner network
- For common Oracle and BEA customers, consolidated and consistent support across multiple product lines

How will customers' investments in BEA solutions be protected by Oracle?

Oracle is committed to 100% customer retention and satisfaction. Oracle expects that customer investments in BEA solutions will be supported and protected after the closing. Oracle will support BEA products in a similar manner to other recent Oracle acquisitions. BEA products will also evolve as part of Fusion Middleware.

As an Oracle Fusion Middleware customer, what will be the impact of the proposed transaction with BEA?

Current and future Oracle Fusion Middleware customers are expected to benefit from the proposed transaction in a number of ways. First, the combination of Oracle and BEA brings together two leading product development experts in Java and SOA technologies, which are expected to ultimately lead to greater innovation in the future. Second, Oracle expects to continue to focus on the current Fusion Middleware roadmap and incorporate components of BEA solutions over time after the closing. Finally, Oracle Fusion Middleware customers are expected to benefit from the increased R&D, sales and distribution capability, and support investment by Oracle in enterprise application infrastructure solutions.

How is the proposed transaction expected to benefit partners?

Oracle and BEA partners are expected to benefit by working with a leading vendor to address customer needs for enterprise application infrastructure solutions. Oracle partners are expected to benefit from BEA's leading Java tools, messaging applications and communications platform. BEA partners are expected to benefit from Oracle's increased support of BEA partners and increased investment in the combined solutions. Both companies' partners are expected to benefit from the complementary solutions that provide an opportunity to increase business value and drive down the cost of ownership throughout an integrated, standards-based enterprise software stack.

How will Oracle continue to support and broaden relationships with BEA partners after the closing?

After the closing, Oracle expects to:

- Enable BEA partners to take advantage of Oracle's extensive ecosystem of partners around the world
- Provide access to Oracle PartnerNetwork and establish a partner focus area for BEA partners
- Support BEA OEM partners and grow those relationships
- Accelerate go-to-market capabilities with BEA's 2,000+ partners
- Work with key system integrators to drive further innovation in enterprise application infrastructure solutions

Business Continuity

Can I still purchase BEA products?

Yes. BEA and Oracle will remain separate companies until the closing of the acquisition. Please contact your existing BEA sales representative to assist you, or visit www.bea.com for contact information.

Should BEA customers continue to call BEA customer support?

Yes, BEA and Oracle will remain separate companies until the closing of the acquisition. BEA customers should continue to use existing BEA contacts for support, professional services and sales to address immediate and ongoing needs. We will communicate all changes and transitions occurring after the close of the transaction well in advance through these familiar channels.

Should BEA customers continue to contact their BEA sales representative?

Yes. Until the closing of the transaction, BEA continues to operate as a separate business and, until further advised, customers should continue to rely on existing relationships.

Will training on BEA products continue?

Yes. Until the closing of the transaction, BEA continues to operate as a separate business. After the closing, we plan to combine the BEA education program with Oracle University. We want to ensure that our customers' software provides the best possible service for their organizations, and we know excellent training is critical to reach that goal.

Will the BEA leadership and employees be retained?

The proposed acquisition of BEA demonstrates Oracle's commitment to enterprise application infrastructure software. BEA employees have significant domain expertise in this area and are expected to be an integral part of the middleware business within Oracle for the combined companies.

What is the acquisition integration timeline?

Until the transaction officially closes, we cannot comment on future integration plans; we will communicate any updates to customers and partners when they become available.

Where can I find out more information about the proposed Oracle and BEA combination?

For more information, please visit oracle.com/BEA

Cautionary Statement Regarding Forward-Looking Statements
This document is for informational purposes only and may not be incorporated into a contract. This document contains certain forward-looking statements about Oracle and BEA including statements that involve risks and uncertainties concerning Oracle's proposed acquisition of BEA. Actual events or results may differ materially from those described in this press release due to a number of risks and uncertainties, many of which are beyond the control of Oracle and BEA. The potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the closing may be delayed, general economic conditions and industry specific conditions. In addition, please refer to the documents that Oracle and BEA, respectively, file with the Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle and BEA's respective financial and operational results to differ materially from those contained in the forward-looking statements set forth in this document. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or BEA. Oracle and BEA are under no duty to update any of the forward-looking statements after the date of this document to conform to actual results.

Additional Information about the Merger and Where to Find it
BEA will file with the SEC a proxy statement and BEA and Oracle will file other relevant materials in connection with the proposed acquisition of BEA by Oracle pursuant to the terms of an Agreement and Plan of Merger by and among Oracle, Bronco Acquisition Corporation, a wholly-owned subsidiary of Oracle, and BEA. The materials to be filed by BEA with the SEC may be obtained free of charge at the SEC's web site at www.sec.gov. Investors and security holders of BEA are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger.

Oracle and certain of Oracle's executive officers and directors may be deemed to be participants in the solicitation of proxies of BEA stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of Oracle's executive officers and directors in the solicitation by reading the proxy statement and other relevant materials filed with the SEC when they become available.

BEA and its executive officers and directors may be deemed to be participants in the solicitation of proxies from BEA stockholders in favor of the proposed transaction. Certain executive officers and directors of BEA have interests in the transaction that may differ from the interests of stockholders generally. These interests will be described in the proxy statement when it becomes available.

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