



## **Embarcadero Technologies® to Acquire CodeGear™ From Borland® Software**

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SAN FRANCISCO--(BUSINESS WIRE)--Embarcadero Technologies, a privately-held company of Thoma Cressey Bravo, today announced that they signed a definitive asset purchase agreement with Borland Software Corporation (NASDAQ:BORL) to purchase its CodeGear division. The transaction is expected to close in 30 to 60 days. By combining the market leaders in development tools and database tools, Embarcadero will be able to address the growing productivity and resource challenges companies face as a result of different applications and diverse database platforms. With more than \$100 million in annual revenue and over 500 employees worldwide, the combined companies will operate under the Embarcadero Technologies name.

“The application and database development worlds are colliding and the synergies between these two companies make this union timely and logical,” said Orlando Bravo, managing partner of Thoma Cressey Bravo. “This acquisition will yield Embarcadero the financial strength, people and product innovation to aggressively address the demands of this evolving market,” said Holden Spaht, Principal of Thoma Cressey Bravo.

The acquisition of the CodeGear business is expected to make Embarcadero the world’s largest, independent software provider offering an integrated portfolio to design, develop, manage and optimize heterogeneous applications and their databases. Customers and partners will benefit from Embarcadero’s ability to help fully integrate their application development lifecycle, automate error-prone tasks and dramatically increase their productivity.

In addition, Embarcadero gains a significantly larger sales footprint to serve millions of software developers, architects, independent software vendors (ISVs) and database professionals worldwide. The combined market opportunity for Embarcadero and CodeGear products will represent more than 15 million users worldwide and is expected to grow by up to 10 percent annually, according to industry reports.

“Today’s announcement is great news for our CodeGear customers, employees, partners and the community at large,” said Jim Douglas, CEO of CodeGear. “This will give us the resources to be even more aggressive and focused on our core products and markets.”

CodeGear serves a range of Java and Windows developers through its award-winning JBuilder®, Delphi® and C++Builder® product lines, as well as a new generation of web developers with its innovative products for the PHP and Ruby languages.

“CodeGear is a recognized leader with a loyal developer community and established global channels,” said Wayne Williams, CEO of Embarcadero Technologies. “By incorporating its strong product portfolio, Embarcadero will be positioned to expand into new markets and develop cutting-edge products that are a quantum leap for the industry. The combination of our companies will unlock enormous potential for our customers and partners.”

Embarcadero expects to pay a purchase price of approximately \$23 million to Borland for the CodeGear assets and Borland will retain CodeGear accounts receivables which are estimated to have an approximate value of an additional \$7 million. Other material terms will be disclosed in a Form 8-K to be filed by Borland with the Securities and Exchange Commission.

The transaction is expected to close by June 30, 2008. Until then, Embarcadero will continue to operate as an autonomous entity and CodeGear will remain a division of Borland Software. Once the transaction is closed, Williams will continue in his role and lead the combined business.

### **About Embarcadero Technologies**

Embarcadero Technologies, Inc. delivers professional grade database tools that companies use to design, develop and manage databases and the data they contain. More than 12,000 customers worldwide and over 90 of the Fortune 100 rely on Embarcadero's cross-platform tools to reduce complexity, improve productivity and strengthen security. The company's flagship database tools include: ER/Studio, DBArtisan, Rapid SQL and Change Manager. Founded in 1993, Embarcadero Technologies is headquartered in San Francisco with offices in Melbourne, Australia, Munich, Germany and Maidenhead, United Kingdom. For more information, visit [www.embarcadero.com](http://www.embarcadero.com).

### **About CodeGear**

CodeGear from Borland Software Corporation (NASDAQ: BORL) delivers innovative, high-productivity development tools for a wide spectrum of software developers ranging from individuals to enterprise teams. CodeGear products enable developers to freely develop on their platform of choice while focusing on simplifying complex technologies and tasks so they can concentrate on application design, not infrastructure, to enable on-time project delivery. With more than 3.2 million users in more than 29 countries, CodeGear supports some of the most demanding vertical industries including financial services, telecommunications, manufacturing, healthcare and government. To learn more about CodeGear and its products, visit [www.codegear.com](http://www.codegear.com). CodeGear. Where Developers Matter.

### **About Thoma Cressey Bravo**

Thoma Cressey Bravo is a leading private equity investment firm that has been providing equity and strategic support to experienced management teams building growing companies for more than 27 years. The firm originated the concept of "industry consolidation" or "build and buy" investing, which seeks to create value through the strategic use of acquisitions to accelerate business growth. Through a series of private equity funds, Thoma Cressey Bravo currently manages approximately \$2.0 billion of equity capital. In the software industry, Thoma Cressey Bravo has completed 34 acquisitions across 12 platform companies with total annual earnings in excess of \$500 million. For more information on Thoma Cressey Bravo, visit <http://www.tcb.com>.

### **Forward-Looking Statements**

Statements made in this release that are not historical facts are "forward-looking statements" and accordingly involve risk and uncertainties that could cause actual results to differ materially from those described in this release. Forward-looking statements include, for example, all statements relating to the closing of the transaction and the projected financial performance and plans and objectives of the combined businesses. The potential risks and uncertainties that could cause results to differ materially include, among others, the closing of the transaction and the ability of management to predict the financial and business performance. Neither Embarcadero nor Borland intend to update this information to reflect future events or circumstances unless required by law.

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