



DECISIONPOINT

DATAPOINT:

Oracle's and SAP's acquisitions of RightNow Technologies and SuccessFactors

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DecisionPoint

www.DecisionPointINT.com

Corporate Headquarters

3420 Toringdon Way, Suite 350

Charlotte, NC 28277

Phone: 704.248.1111

ORACLE'S ACQUISITION OF RIGHTNOW TECHNOLOGIES, INC.

Oracle Corporation (NasdaqGS: ORCL) agreed to acquire Rightnow Technologies, Inc. for \$1.4 billion in cash on October 23, 2011. Under the terms of agreement, Oracle will pay \$43 per share. The purchase price is net of RightNow's cash and debt. The unvested RightNow stock option will be assumed by Oracle. At closing, Oracle shall have sufficient cash, available lines of credit or other sources of immediately available funds to pay the aggregate consideration. RightNow will pay Oracle a termination fee of \$59.7 million. Certain Directors, Executive Officers and stockholders of RightNow who owns 16.4% of the voting power of RightNow common stock, entered into voting agreements with Oracle to vote their shares of RightNow common stock for the transaction.

The transaction is subject to RightNow stockholder approval, certain regulatory approvals, HSR Act approval and customary closing conditions. The Board of Directors of Oracle has approved the transaction while RightNow Technologies' Board has unanimously approved the transaction. As of December 6, 2011, RightNow received clearance from the Austrian Competition Authority for the transaction. As of December 22, 2011, Rightnow Technologies Inc. shareholders approved the merger. On January 24, 2012, the transaction was granted early clearance of antitrust concerns under the Hart-Scott-Rodino Act and officially closed the following day.

Transaction Rationale: Oracle is moving aggressively to offer customers a full range of Cloud Solutions including sales force automation, human resources, social networking, databases and Java as part of the Oracle Public Cloud. RightNow's Customer Service Cloud helps organizations deliver exceptional customer experiences across call centers, the web and social networks. Together, Oracle and RightNow can enable a superior customer experience at every contact and across every channel.

Transaction Details:

Equity & Enterprise Value Calculations

Equity Value: RightNow Shares Outstanding ⁽¹⁾ x \$43.0 = \$1,409.54m

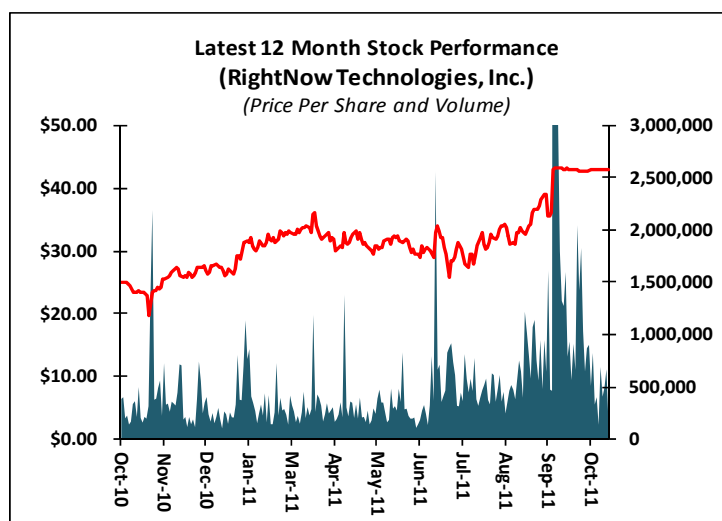
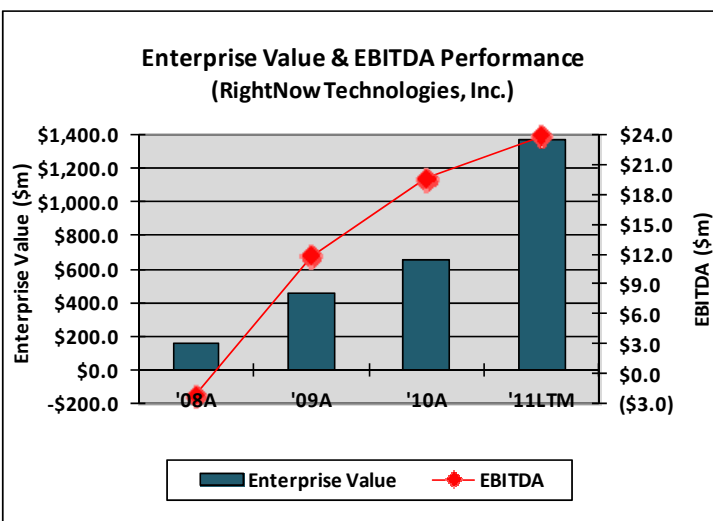
Enterprise Value: Equity Value + Options and Warrants + Net Assumed Debt = \$1,409.54m [Equity Value] + 178.36m [Options and Warrants] + \$(66.50)m [Net Debt] ⁽²⁾ = \$1,521.40m

RightNow Technologies Valuation Metrics Based on the Enterprise Value of the Transaction

Latest Twelve Months ⁽³⁾		Latest Qtr Annualized ⁽³⁾	
Revenue	EBITDA	Revenue	EBITDA
7.0x	63.8x	6.6x	44.6x

- 1) 32.78m RightNow Technologies number of shares outstanding.
- 2) Based on the 9/30/11 balance sheet of RightNow Technologies.
- 3) LTM & LQA operating results as of 11/04/11.

Historical Performance of RightNow Technologies:



The information contained herein was obtained from public sources and should not be relied upon without independent verification.

SAP'S ACQUISITION OF SUCCESSFACTORS, INC.

SAP announced plans to acquire SuccessFactors (NYSE:SFSF), a leading vendor for human capital management (HCM) cloud solutions for \$40 per share (a 52% premium over the Dec 2 closing price). The total deal is worth \$3.57 billion and SAP will take a \$1 billion loan. SuccessFactors brings about 1,500 employees, more than 3,500 customers, and about 15 million users to the table.

Transaction Update: SAP announced on February 2, 2012 that it has extended the expiration of its cash tender offer for all outstanding shares of common stock of SuccessFactors for \$40.00 per share, without interest and less any applicable withholding taxes, to 5:00 p.m., New York City time on February 8, 2012. The tender offer is being extended because the parties have not yet received approval of the Committee on Foreign Investment in the United States ("CFIUS") under U.S. national security regulations, which is a condition to the offer. Except for the extension of the tender offer, all other terms and conditions of the tender offer remain unchanged. The transaction officially closed on February 15, 2012.

Transaction Rationale: A price of \$3.5 billion is certainly a big premium, but the acquisition catapults SAP into the ranks of leading software-as-a-service (SaaS) solution providers — a business that will grow from \$21.3 billion in 2011 to \$78.4 billion by 2015. The deal will certainly help SAP to achieve its 2015 target of \$20 billion revenue and 1 billion users as it mainly targets the 500,000 employees that SAP's already existing customers have. With the acquisition of SuccessFactors, SAP will now cover the top four segments where cloud providers offer software: customer relationship management (CRM), collaboration, procurement and human capital management (HCM).

Transaction Details:

Equity & Enterprise Value Calculations

Equity Value: SFSF Shares Outstanding ⁽¹⁾ x \$40.0 = \$3,574.0m

Enterprise Value: Equity Value + Options and Warrants + Net Assumed Debt = \$3,744.0m [Equity Value] + 190.37m [Options and Warrants] + \$(248.30)m [Net Debt] ⁽²⁾ = \$3,516.05m

SFSF Valuation Metrics Based on the Enterprise Value of the Pending Transaction

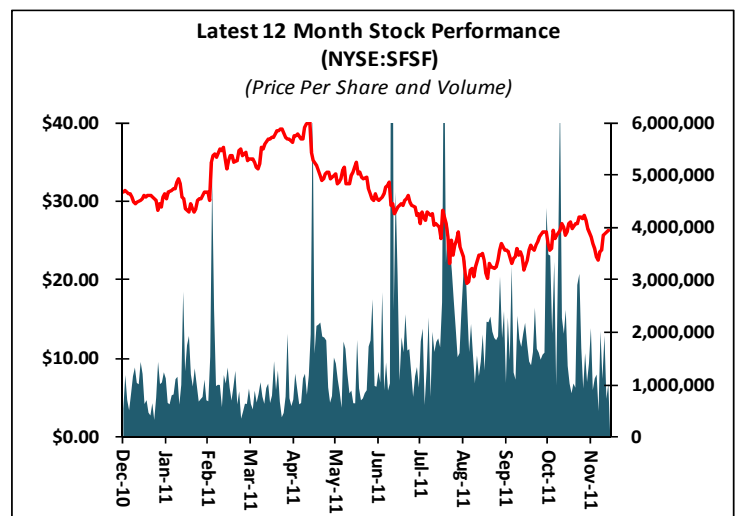
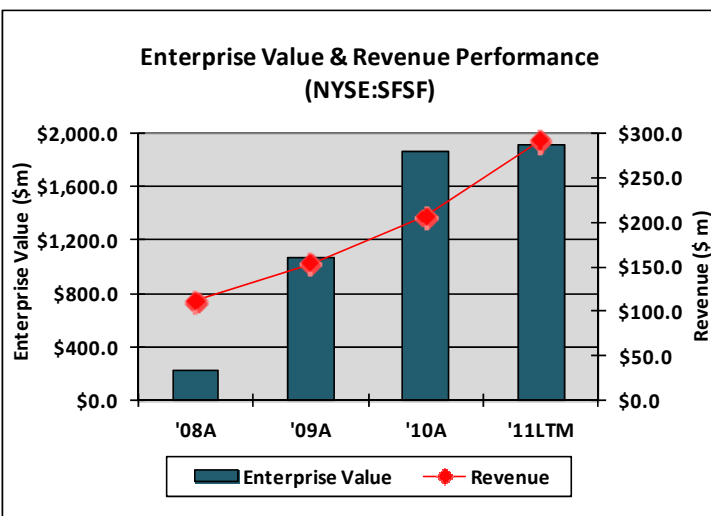
Latest Twelve Months ⁽³⁾		Latest Qtr Annualized ⁽³⁾	
Revenue	EBITDA	Revenue	EBITDA
12x	NM	9.6x	NM

1) 89.35m SFSF number of shares outstanding.

2) Based on the 9/30/11 balance sheet of SFSF, net debt (cash) assumed is approximately \$(60.20)m.

3) LTM & LQA operating results as of 9/30/11.

Historical Performance of SuccessFactors:



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