

Acesso Software to Acquire Intraware, Inc.

Creates first comprehensive SaaS and on-premise entitlement and compliance management solution for software and hardware producers

Schaumburg, IL—October 20, 2008—[Acesso Software](#), a privately-held company of [Thoma Bravo](#), today announced a definitive agreement to purchase Intraware Incorporated (NASDAQ: ITRA), a provider of digital delivery and management services. Intraware's SubscribeNet® platform and strong market position in Software-as-a-Service (SaaS) entitlement management and electronic software delivery will extend the global leadership of Acesso's FLEXnet® Suite for entitlement and compliance management.

"Along with its technology, Intraware has deep expertise in SaaS application management, and an impressive list of partners and customers, including a number of shared customers," said Mark Bishof, President and CEO of Acesso Software. "Combining these with Acesso's financial and market strengths will greatly benefit Acesso's customers and Intraware's customers."

"Many software and hardware producers want the option of a SaaS delivery model for the applications that run their business, so this is a logical next step," said Orlando Bravo, managing partner of Thoma Bravo. "The addition of Intraware's products and expertise will bolster Acesso's SaaS software distribution and entitlement management solutions," added Seth Boro, Principal of Thoma Bravo.

Trusted by over 3,000 software and hardware producers, Acesso's FLEXnet Suite delivers end-to-end entitlement lifecycle management across the compliance spectrum, from license enforcement to usage monitoring. Acesso's FLEXnet Suite enables a wide variety of licensing models and rapid package reconfiguration to match specific market needs, delivers insight into customer usage for targeted up-sell opportunities, and streamlines operations through a single view for producers and their customers across all licensing technologies in use. FLEXnet Suite includes capabilities to address entitlement management, software licensing, compliance monitoring and delivery of software and updates. The addition of SaaS capabilities makes it easier for software and hardware producers to get started with entitlement management by minimizing the use of IT resources and enabling rapid integration with existing on-premise ERP applications such as SAP and Oracle.

Intraware provides software distribution and entitlement management services for customers such as IBM, Mentor Graphics, Progress Software Inc., EMC Corporation and Sybase, Inc., serving more than 2.7 million end users.

"Thoma Bravo has a successful track record of consolidating strong, growing companies in a number of industries," added Mr. Bravo. "Based on our consolidation expertise, particularly within software, we strongly believe the combination of Acesso Software and Intraware Incorporated will benefit existing customers of both companies and accelerate earnings growth."

The offer will be at a price of \$4.00 per share to complete the acquisition, which is expected to close in fourth quarter 2008. Until then, Intraware, Inc. will operate as an autonomous entity.

About Acesso Software

Acesso Software provides solutions that power the business of software for multiple customer segments, including hardware and software producers, engineers and developers, helping them uncover revenue opportunities, streamline their infrastructure and reduce costs. The company's proven solutions, including the FLEXnet® and InstallShield® product lines, have been simplifying the business relationship between software and hardware producers and their enterprise and

government customers for more than 20 years. Acresto maximizes the value of the software the world develops and uses. For more information, please go to: www.acresto.com.

About Thoma Bravo, LLC

Thoma 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 investing, which seeks to create value through the strategic use of acquisitions to accelerate business growth. Through a series of private equity funds, Thoma Bravo currently manages approximately \$2.5 billion of equity capital. In the software industry, Thoma Bravo has completed 34 acquisitions across 12 platform companies with total annual earnings in excess of \$500 million. For more information on Thoma Bravo, visit www.thomabravo.com.

About Intraware, Inc.

Intraware, Inc. provides digital services that enable enterprise technology publishers to tie together licensing and software processes into a clean, simple customer experience. The Intraware SubscribeNet service (patents pending) is a web-based delivery and support platform that enables technology companies to deliver, track and manage the software, licenses and other digital content they distribute to their customers. 99.6 percent of Fortune 500 companies and 90 percent of Global Fortune 1000 companies have downloaded software or license keys on the SubscribeNet platform. More than two million end users from those companies and others have used the service. SubscribeNet powers business-to-business technology providers including IBM, Progress Software Inc., EMC Corporation, Sybase Inc., and McKesson Ireland Limited. Intraware is headquartered in Orinda, California and can be reached at 888.446.8729 or <http://www.intraware.com>.

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