

# EXHIBIT D

*"Autonomy's IDOL solution is the most complete product evaluated with the best core technology architecture and security capabilities"*

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# AUTONOMY CORPORATION PLC ANNOUNCES AGREEMENT TO ACQUIRE INTERWOVEN, INC. FOR AN AGGREGATE CONSIDERATION OF APPROX. US\$775 MILLION

Combination of Autonomy and Interwoven Extends Meaning Based Computing to New Customer Base Enabling World's First Comprehensive Manage-In-Place Architecture

A teleconference call to discuss the transaction will be hosted at 9:00 a.m. GMT on January 22, 2009. The call will be available live via webcast over the World Wide Web. To access the live webcast, investors are directed towards the investor relations section of Autonomy's website, <http://www.autonomy.com/>. Investors should go to the website approximately 15 minutes prior to the start time of the call to register.

**CAMBRIDGE, ENGLAND - January 22, 2009 - Autonomy Corporation plc** (LSE: AU. or AU.L), a global leader in infrastructure software, and **Interwoven, Inc.** (NASDAQ: IWOV), a global leader in content management software, today announced that they have entered into a definitive agreement under which Autonomy will acquire Interwoven. The combination of the two companies will redefine how global 2000 corporations, leading law firms and government regulators will discover, analyze and manage information and interactions.

## Acquisition Highlights

- Under the terms of the Acquisition Agreement, it is proposed that Interwoven stockholders will receive \$16.20 in cash for each outstanding Interwoven share, representing a premium of 36.8% to the closing share price of \$11.84 on January 21, 2009, and a premium of 36.2% to the average closing share price over the 30 days through January 21, 2009
- Aggregate consideration of approximately \$775 million (assuming exercise of all vested in-the-money Interwoven share options), funded by an underwritten placing of ordinary shares (the "Placing"), a new revolving credit facility from Barclays and a portion of Interwoven and Autonomy's cash reserves. Post-closing Autonomy expects to have a cash balance of at least \$75 million, assuming close in Q2'09
- All directors and selected executive officers of Interwoven and Autonomy have agreed to vote in favour of the Acquisition
- The Acquisition is expected to complete in the second quarter of 2009 and is subject to Autonomy and Interwoven shareholder and regulatory approvals and other customary closing conditions

- Combined customer base of in excess of 20,000 will provide additional scale and significant cross-selling opportunities
- Opportunity to provide broader and more comprehensive offerings to customers
- Combining the two companies will accelerate the delivery of the next generation unstructured information management software
- The Acquisition will strengthen Autonomy's access to the worldwide legal and compliance industry through Interwoven's significant sales force with industry expertise
- The Acquisition exploits Autonomy's skills and strong track record in integrating businesses
- Expect to achieve synergies of approximately \$40 million per annum over the first year from completion, from a combination of duplicative general and administrative, marketing programs and other redundant costs
- Acquisition expected to be earnings enhancing in the first full quarter following completion; expected earnings accretion of approximately 20% in 2009 (assuming completion had happened on January 1, 2009)
- Significant brought forward tax losses will be assumed

**Interwoven Company Highlights:**

- Leader in technologies for managing and improving the interaction of human beings with content and data

- Top Gartner rating for Web Content Management

- De facto standard for Legal Document Management

- Founded in 1995 with headquarters in San Jose, CA

- 4,600+ customers worldwide:

  - Interwoven customers include 1,200 of the top law firms, 9 of BusinessWeek's top 10 global brands, and 21 of the Forbes Global 30

  - Powers 100,000 websites, intranets and extranets

- Consistently strong financial results: on January 6, 2009, Interwoven announced that it expects to report total revenues of \$69.5 million to \$70.0 million for the three months ended December 31, 2008, with license revenues of approximately \$26.5 million for that period. Interwoven also expects to report net income per share of \$0.21 to \$0.23 on a U.S. GAAP basis and \$0.22 to \$0.24 on a non-U.S. GAAP basis for the same period.

**Strategic Rationale:**

Autonomy believes:

- The combination of Autonomy's Meaning Based Computing technologies (IDOL) (with its ability to understand content) with Interwoven's suite of products (focussed on managing the interactions of people and content) will create a new set of technologies, updating and enhancing Interwoven's products by significantly reducing the levels of manual effort now required. These technologies are ready to address the new need for manage-in-place and extend Autonomy's reach into a new customer base. Interwoven's products know what the customer interactions are, and Autonomy's IDOL will allow them to know what they mean. Examples of this in action will include:

  - Combination will extend Autonomy's legal and regulatory usage by top-end customers and regulators and the ediscovery marketplace into the practices of the world's leading law firms, creating a larger combined market and a continuous chain through the entire litigation and risk management process. The market need for this solution for law firms has been driven by regulatory

changes such as the U.S. Federal Rules of Civil Procedure, which means much larger volumes of content have to be processed between the chain of the client and the law firm. The Acquisition also allows us to extend Autonomy's value chain of discovery, review, processing, early case assessment, linking those to the operations within the law firms. The combination creates the largest company dedicated to the legal information management industry with over 20,000 customers including 1,200 top law firms.

The intelligence of Autonomy's IDOL technology can be used to extend Interwoven's web content capabilities across 100,000 corporate websites, intranets and extranets already powered by Interwoven. Through the combination of Interwoven's Optimost software and IDOL, Interwoven's customers will be able to optimize multiple forms of customer interactions, including email, chat sessions and the telephone. Interwoven's web solutions, when combined with Autonomy's industry leading customer interaction software, will marry the call center and web for comprehensive and coherent customer interaction management.

The combination of Autonomy's Digital Safe and Interwoven's TeamSite automatically allows the archiving of all customer interactions with corporate websites, thus allowing effective solutions for the raft of recent regulations concerning information shown to customers. Interwoven's Global Capital Markets ("GCM") group is central to derivatives management inside major banks. Autonomy's technology when combined with Interwoven's GCM capability, will allow compliance and investigation over the historic and future data sources generated in this area.

Customers will benefit from working with a leading software vendor with significant financial resources, technology leadership and customer-facing strengths in sales, support and professional services.

The surge in litigation and regulation resulting from the introduction of the Federal Rules of Civil Procedure and many recent regulatory changes has heightened the need to capture and understand information, especially employee communications, customer interactions, and financial transactions. The combination of Autonomy and Interwoven provides a one-stop shop for over 1,000 file formats including email, voice, web, images, schedules, tasks, calendars, and stock trades.

Autonomy and Interwoven have a shared vision to develop the next generation of legal and compliance software, allowing businesses to further automate the organisation, management and processing of human friendly information (text, forms, emails, voice and video) from disparate internal and external repositories. Interwoven is already a user of Autonomy technology within its products, and there are many joint customers already in place, including Bank of America, Bayer, Deutsche Bank, DLA Piper, Shell, Tesco and White & Case.

Commenting on the Acquisition, Dr. Mike Lynch, Group CEO of Autonomy, said: *"The combination of Autonomy and Interwoven, industry leaders in Meaning Based Computing and document and content management respectively, will continue the extension of Autonomy's IDOL as a key element of the regulatory, legal and compliance industries. Our past acquisitions have clearly demonstrated how Autonomy can quickly and effectively leverage the power of IDOL into new customer bases and to address new customer needs. We are very familiar with Interwoven, its product base and management team through our partnership and joint customers over the years and see this transaction as an exciting opportunity to extend the chain of Autonomy's solutions."*

*"Interwoven and Autonomy are two high-performing companies that share the same vision improving the way organizations understand and interact with information,"* said Joe Cowan, Interwoven's CEO. *"We believe customers will benefit from the combination of Autonomy's industry-leading technology with Interwoven's unmatched position in our target markets. We are extremely excited with the unique possibilities for future product direction that will arise through the integration with Autonomy's IDOL technology."*

Deutsche Bank and Morgan Stanley & Co Limited are acting as financial advisors and, in accordance with Chapter 8 of the Listing Rules, sponsors to Autonomy in relation to the acquisition. Citi is a corporate broker to Autonomy.

This summary should be read in conjunction with the full text of the announcement.

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Appendix I contains a summary of the Acquisition Agreement.

Appendix II contains the definitions of certain terms used in this summary and the full announcement.

### **Acquisition Terms**

Under the terms of the Acquisition Agreement, Interwoven stockholders will receive \$16.20 in cash for each outstanding Interwoven share, representing aggregate consideration of approximately \$775 million (assuming exercise of all vested in-the-money Interwoven share options). The consideration will be funded through the proceeds of an underwritten placing of ordinary shares, a new revolving credit facility of up to \$200 million and Interwoven and Autonomy's existing cash resources. The Acquisition is conditional upon, inter alia: (i) approval by Interwoven shareholders; (ii) approval by Autonomy shareholders at an Extraordinary General Meeting, notice of which will be sent to Autonomy shareholders in due course; and (iii) regulatory approvals and antitrust approvals. The terms of the Acquisition have been unanimously approved by the Boards of Directors of both companies. Interwoven has agreed to pay a break-up fee to Autonomy of \$25 million payable under the transaction agreement upon certain termination events. Autonomy may also be required to pay a break-up fee to Interwoven of \$25 million under the Acquisition Agreement in certain circumstances.

Further details of the terms of the Acquisition Agreement are set out in Appendix I.

### **Financial Overview**

For the fiscal year ended December 31, 2007, under US GAAP, Interwoven had revenues of \$225.7 million (compared to \$200.3 million for the fiscal year ended December 31, 2006). Profits before tax for the fiscal year ended December 31, 2007, were \$23.2 million (compared to \$8.6 million for the fiscal year ended December 31, 2006). On January 6, 2009, Interwoven announced that it expects to report total revenues of \$69.5 million to \$70.0 million for the three months ended December 31, 2008, with license revenues of approximately \$26.5 million for that period. Interwoven also expects to report net income per share of \$0.21 to \$0.23 on a U.S. GAAP basis and \$0.22 to \$0.24 on a non-U.S. GAAP basis. The non-U.S. GAAP results exclude the expected amortization of stock-based compensation expense of approximately \$3.0 million, amortization of purchased technology of approximately \$700,000, amortization of intangible assets of approximately \$700,000 and the related tax impact of approximately \$4.0 million. These expected results are based on preliminary information.

### **General Meeting of Autonomy**

The Acquisition is conditional, inter alia, on the approval of Autonomy shareholders at a General Meeting, notice of which will be sent to shareholders in due course.

### **Information on Interwoven**

Interwoven is a global leader in content management solutions. Interwoven's software and services enable organizations to maximize online business performance and organize, find, and govern business content. Interwoven solutions unlock the value of content by delivering the right content to the right person in the right context at the right time. Over 4,600 of the world's leading companies, professional services firms and governments have chosen Interwoven, including adidas, Airbus, Avaya, BT, Cisco, Citi, Delta Air Lines, DLA Piper, FedEx, Grant Thornton, Hilton Hotels, Hong Kong Trade and Development Council, HSBC, LexisNexis, MasterCard, Microsoft, Samsung, Shell, Qantas Airways, Tesco, Virgin Mobile and White & Case.

Interwoven is listed on the NASDAQ National Market under the ticker symbol "IWOV", and has its headquarters in San Jose, California.

For the financial year ended December 31, 2007, Interwoven reported under U.S. GAAP gross assets of \$468.4 million and income from operations of \$13.9 million.

### **Timetable**

Autonomy intends to send a circular to its shareholders containing a notice of General Meeting in due course (the "Circular"), which will also set out the timetable for the Acquisition. Assuming all conditions are satisfied, Autonomy currently expects the Acquisition to complete in the second quarter of 2009.

No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings per share of Autonomy for the current or future financial years would necessarily match or exceed the historical published earnings per share of Autonomy.

Deutsche Bank and Morgan Stanley & Co. Limited are acting as financial advisors, and in accordance with Chapter 8 of the Listing Rules, sponsors to Autonomy in connection with the Acquisition.

Deutsche Bank AG is authorised under German Banking Law (competent authority: BaFin - Federal Financial Supervising Authority) and regulated by the Financial Services Authority for the conduct of UK business. Deutsche Bank AG is acting for Autonomy and no one else in connection with the Acquisition and the Placing and will not be responsible to anyone other than Autonomy for providing the protections afforded to clients of Deutsche Bank nor for providing advice in connection with the Acquisition and Placing.

Morgan Stanley & Co. Limited, which is authorised and regulated by the Financial Services Authority, is acting exclusively for Autonomy Corporation plc and for no one else in connection with the Acquisition and the Placing and will not be responsible to anyone other than Autonomy Corporation plc for providing the protections afforded to the customers of Morgan Stanley & Co. Limited or for providing advice in relation to the Acquisition and the Placing or any transaction or arrangement referred to herein.

This announcement does not constitute, or form part of, an offer to sell, or the solicitation of an offer to subscribe for or buy any securities.

This announcement is not an offer of securities for sale in or into the United States. Any securities issued in connection with the Acquisition have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") and may not be offered, sold, taken up or renounced in the United States absent registration under the Securities Act or an applicable exemption from such registration. There will be no public offering of securities in the United States. The ordinary shares have not been and will not be registered with any regulatory authority of any state or other jurisdiction of the United States.

Any response in relation to the Acquisition should be made only on the basis of the information in the Circular. Autonomy urges Shareholders and prospective Shareholders to read the Circular when it becomes available because it will contain important information relating to the Acquisition.

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates and projections about its industry, its beliefs and assumptions. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the Company's control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. These factors include, amongst others, the ability to consummate the transaction; the ability of Autonomy to successfully integrate Interwoven's operations and employees; the ability to realise anticipated synergies and cost savings; technology risks, including dependence on core technology; fluctuations in quarterly results; dependence on new product development; rapid technological and market change; reliance on sales by others; management of growth; dependence on key personnel; rapid expansion; growth of the internet; financial risk management; and future growth subject to risks. The Company cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

## **APPENDIX I**

### **Summary of the Acquisition Agreement**

Autonomy has entered into an Agreement and Plan of Merger dated January 22, 2009, to acquire Interwoven, Inc. (the "Acquisition Agreement").

Under the Acquisition Agreement, the transaction is structured as a reverse triangular merger whereby an indirect wholly owned subsidiary of Autonomy will merge with and into Interwoven with Interwoven surviving as an indirect wholly-owned subsidiary of Autonomy. The consideration payable to Interwoven shareholders will be \$16.20 per share in cash.

The Acquisition Agreement contains customary representations, warranties and covenants for both parties. In addition, Autonomy and Interwoven have agreed to file the required documentation with the FTC and DOJ as promptly as practicable after the execution of the Acquisition Agreement.

Closing of the Acquisition is conditional upon, inter alia: approval by Autonomy shareholders at a General Meeting; approval by Interwoven stockholders; expiration of any waiting period under the HSR Act; no material adverse effect on Interwoven shall have occurred; and Interwoven having at least \$174,198,525 if the closing occurs prior to March 20, 2009; at least \$179,198,525 if the closing occurs between March 20, 2009 and March 31, 2009; and at least \$185,198,525 if the closing occurs between April 1, 2009 and the three month anniversary of the date of signing the Merger Agreement.

The Acquisition Agreement contains certain termination provisions:

either party may terminate if the Acquisition is not closed by June 22, 2009, as such day may be extended by either party until September 22, 2009 if antitrust clearance is the only remaining condition ("Termination Date");

either party may terminate if approval of Autonomy's or Interwoven's stockholders is not obtained or if the merger becomes illegal;

either party may terminate under certain circumstances if the other party breaches its representations, warranties or covenants and such breach is not cured within 20 days;

Autonomy may terminate if (A) Interwoven breaches the non-solicitation provision under certain circumstances; (B) Interwoven withdraws or modifies adversely its Board recommendation or (C) Interwoven takes certain other prohibited actions with respect to a third party proposal ("Triggering Events");

Interwoven may terminate to accept a superior proposal, provided that Autonomy shall have a 72-hour period to negotiate and match the superior offer;

Interwoven may terminate if Autonomy's Board of Directors no longer supports the transaction; and

Interwoven may terminate if Autonomy fails to obtain proceeds sufficient to consummate the transaction or fails to close the transaction by the earlier of 15 business days after the satisfaction or waiver of the transaction's closing conditions, or the day preceding the Termination Date.

Interwoven has agreed to pay Autonomy a break-up fee of \$25 million if (A) Autonomy terminates the Acquisition as a result of the Triggering Events specified above, (B) the Acquisition does not close due to the failure of Interwoven to obtain stockholder approval, and prior to such time an acquisition proposal is pending and within 12 months of this termination an acquisition of Interwoven is consummated, or (C) Interwoven terminates the agreement to accept a superior proposal. In addition, Interwoven has agreed to pay Autonomy a break-up fee of \$7 million if the Acquisition does not close due to the failure of Interwoven to obtain stockholder approval.

Autonomy has agreed to pay Interwoven a break-up fee of \$25 million (subject to such payment being legal under applicable law) if the Acquisition Agreement is terminated due to (A) Autonomy's directors no longer supporting the Acquisition, (B) Autonomy failing to obtain proceeds sufficient to consummate the transaction or failing to close the transaction by the earlier of 15 business days after the satisfaction or waiver of the transaction's closing conditions, or the day preceding the Termination Date, or (C) Autonomy failing to obtain shareholder approval.

## APPENDIX II

### Key Definitions

The following principal definitions apply throughout this document unless the context requires otherwise.

"Autonomy" or "Company" means Autonomy Corporation plc

"Acquisition" means the proposed acquisition of Interwoven by the Company on the terms and subject to the conditions set out in the Acquisition Agreement

"Acquisition Agreement" means the Agreement and Plan of Merger dated January 22, 2009, between Autonomy and Interwoven, and an indirect wholly-owned subsidiary of Autonomy

"General Meeting" means the general meeting of Autonomy to be convened to seek approval from the holders of Ordinary Shares of the Acquisition

"FX" means foreign exchange

"Group" means Autonomy and its subsidiaries and subsidiary undertakings

"Interwoven" means Interwoven, Inc.

"Ordinary Shares" means ordinary shares of 1/3rd pence each in the capital of Autonomy

"United States" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia

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