

## **VMware Announces Intent to Acquire Carbon Black**

[\(https://www.carbonblack.com/\)](https://www.carbonblack.com/)

**22 August 2019**

### **1. What did VMware announce today (August 22, 2019)?**

- VMware announced its intent to acquire Pivotal and Carbon Black. These companies address key strategic IT priorities - building apps with a modern approach and protecting enterprise workloads and clients.
- With Pivotal, VMware will be able to deliver an integrated modern apps portfolio combining Pivotal's next-generation developer platform and VMware's Kubernetes portfolio.
- With Carbon Black, VMware will be able to provide a next generation security cloud with Carbon Black's protection suite and VMware's intrinsic security assets.

### **2. What will the impact of these two acquisitions mean for VMware?**

- Adding these companies to VMware's portfolio will allow the company to deliver software solutions that enable customers to build, run, manage, connect and protect any app, on any cloud and any device.
- They will enable us to address key strategic priorities of CIOs – building apps with a modern approach and protecting enterprise applications and endpoints. They also give us access to new customer segments: developers with Pivotal, and IT security teams with Carbon Black.

### **3. Who is Carbon Black?**

- Carbon Black has created an innovative, cloud-native security cloud platform, leveraging big data and behavioral analytics, which today sees and stops approximately 1 million attempted cyberattacks per day.
- Carbon Black's smart, lightweight agent provides comprehensive protection of endpoints and defense against a variety of threats and breaches.
- Carbon Black is rated a leader by industry analysts, with more than 5,600 customers.

### **4. What is VMware's security strategy? How does this acquisition fit in with this strategy?**

- We believe security is ripe for disruption given the evolving needs of customers demanding modern solutions that are cloud-agnostic and address security at an intrinsic platform level, where features are built into the infrastructure and across workloads, devices and applications.
- The acquisition of Carbon Black accelerates this intrinsic security strategy across the most important security control points – network, endpoint, identity and analytics.
- Carbon Black also provides us with a security platform with powerful data lake and analytics capabilities with AI/ML.
- With this acquisition, VMware is poised to take a significant leadership position in security for the new age of multi-cloud, modern apps and modern devices.

### **5. What is the benefit to customers and partners?**

- We are confident this acquisition will offer tremendous value for our customers and partners by expanding the set of products, tools and services we can provide to drive their digital transformations and address a key strategic priority for CIOs.
- In addition, this transaction will accelerate VMware's Any Cloud, Any App, Any Device vision and drive our goal of offering more comprehensive and trusted cloud-agnostic solutions to our customers.

**6. When can customers or partners buy Carbon Black solutions through VMware?**

- You will be able to buy any Carbon Black solutions as part of our full, combined product portfolio after the transaction close.

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**Forward-Looking Statements**

This press release contains forward-looking statements including, among other things, statements regarding the proposed acquisition of Carbon Black by VMware, such as: the growth opportunities and expansion of VMware's offerings associated with each acquisition and potential benefits to VMware and its customers and partners. These forward-looking statements are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those projected in the forward-looking statements as a result of certain risk factors, including but not limited to: (1) the satisfaction or waiver of the conditions to closing the proposed acquisition (including the failure to obtain necessary regulatory approvals) in the anticipated timeframe or at all; (2) uncertainties as to how many of Carbon Black's stockholders will tender their shares in the tender offer; (3) the possibility that the acquisition does not close; (4) the possibility that competing offers may be made; (5) risks related to obtaining the requisite consents to the acquisition, including, without limitation, the timing (including possible delays) and receipt of regulatory approvals from various governmental entities (including any conditions, limitations or restrictions placed on these approvals and the risk that one or more governmental entities may deny approval); (6) risks related to the ability to realize the anticipated benefits of the proposed acquisition, including the possibility that the expected benefits from the proposed acquisition will not be realized or will not be realized within the expected time period; (7) the risk that the business will not be integrated successfully; (8) disruption from the transaction making it more difficult to maintain business and operational relationships; (9) negative effects of this announcement or the consummation of the proposed acquisition on the market price of VMware's common stock, credit ratings and operating results; (10) the risk of litigation and regulatory actions related to the proposed acquisition; (11) other business effects, including the effects of industry, market, economic, political or regulatory conditions; and (12) other unexpected costs or delays in connection with the acquisition. These forward-looking statements are made as of the date of this press release, are based on current expectations and are subject to uncertainties and changes in condition, significance, value and effect as well as other risks detailed in documents filed with the Securities and Exchange Commission, including VMware's most recent reports on Form 10-K and Form 10-Q and current reports on Form 8-K that we may file from time to time, which could cause actual results to vary from expectations. VMware assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date of this release.

### **Additional Information about the Carbon Black Tender Offer and Where to Find It**

The tender offer referenced in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell Carbon Black securities, nor is it a substitute for the tender offer materials that VMware and its acquisition subsidiary will file with the SEC. The solicitation and offer to buy Carbon Black stock will only be made pursuant to an Offer to Purchase and related tender offer materials. At the time the tender offer is commenced, VMware and its acquisition subsidiary will file a tender offer statement on Schedule TO and thereafter Carbon Black will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. CARBON BLACK STOCKHOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF CARBON BLACK SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.** The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of Carbon Black stock at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies may be obtained for free by contacting VMware or Carbon Black. Copies of the documents filed with the SEC by Carbon Black will be available free of charge on Carbon Black internet website at [investors.carbonblack.com/financial-information/sec-filings](http://investors.carbonblack.com/financial-information/sec-filings) or by contacting Carbon Black's Investor Relations Department at (617) 393-7400. Copies of the documents filed with the SEC by VMware will be available free of charge on VMware's internet website at [ir.vmware.com](http://ir.vmware.com) contacting VMware's Investor Relations Department via email at [IR@vmware.com](mailto:IR@vmware.com).

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, VMware and Carbon Black each file annual, quarterly and current reports and other information with the SEC. VMware's and Carbon Black's filings with the SEC are available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov).