

ORACLE CORP  
Form DEFA14A  
February 09, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to §240.14a-12

**Taleo Corporation**

(Name of Registrant as Specified In Its Charter)

**Oracle Corporation**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Edgar Filing: ORACLE CORP - Form DEFA14A

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by Oracle Corporation

Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Taleo Corporation

Commission File No.: 000-51299

## Press Release

### Oracle Buys Taleo

Adds Leading Talent Management Cloud Offering to the Oracle Public Cloud

Redwood Shores February 9, 2012

Oracle today announced that it has entered into an agreement to acquire Taleo Corporation (NASDAQ:TLEO), a leading provider of cloud-based talent management for \$46.00 per share or approximately \$1.9 billion, net of Taleo's cash and debt. Taleo's Talent Management Cloud helps organizations attract, develop, motivate and retain human capital to improve performance and drive growth.

Together, Oracle and Taleo expect to create a comprehensive cloud offering for organizations to manage their Human Resource operations and employee careers. The combination is expected to empower employees and managers to effectively manage careers throughout their entire employment, enable organizations to retain talent and optimize costs, and improve the employee experience through faster on boarding and better collaboration with team members via social media.

The Board of Directors of Taleo has unanimously approved the transaction. The transaction is expected to close mid-year 2012, subject to Taleo stockholder approval, certain regulatory approvals and other customary closing conditions.

Human capital management has become a strategic initiative for organizations, said Thomas Kurian, Executive Vice President, Oracle Development. Taleo's industry leading talent management cloud is an important addition to the Oracle Public Cloud.

Taleo's integrated cloud-based talent management solutions optimize how organizations hire, manage, develop and reward their employees and gives companies the intelligence needed to capitalize on their most critical asset their people, said Michael Gregoire, Chairman and CEO, Taleo. Joining forces with Oracle gives us the opportunity to better serve our customers.

More information on this announcement can be found at <http://www.oracle.com/taleo>

### About Oracle

Oracle engineers hardware and software to work together in the cloud and in your data center. For more information about Oracle (NASDAQ:ORCL), visit [www.oracle.com](http://www.oracle.com).

### Trademark

Oracle and Java are registered trademarks of Oracle and/or its affiliates. Other names may be trademarks of their respective owners.

### **Cautionary Statement Regarding Forward-Looking Statements**

This document contains certain forward-looking statements about Oracle and Taleo, including statements that involve risks and uncertainties concerning Oracle's proposed acquisition of Taleo, anticipated customer benefits and general business outlook. When used in this document, the words "anticipates," "can," "will," "look forward to," "expected" and similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Any such statement may be influenced by a variety of factors, many of which are beyond the control of Oracle or Taleo that could cause actual outcomes and results to be materially different from those projected, described, expressed or implied in this document due to a number of risks and uncertainties. Potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the closing may be delayed, the anticipated synergies of the combined companies may not be achieved after closing, the combined operations may not be successfully integrated in a timely manner, if at all, general economic conditions in regions in which either company does business, and the possibility that Oracle or Taleo may be adversely affected by other economic, business, and/or competitive factors. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Taleo. In addition, please refer to the documents that Oracle and Taleo, respectively, file with the U.S. Securities and Exchange Commission (the "SEC") on Forms 10-K, 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle's and Taleo's respective operational and other results to differ materially from those contained in the forward-looking statements set forth in this document. You are cautioned to not place undue reliance on forward-looking statements, which speak only as of the date of this document. Neither Oracle nor Taleo is under any duty to update any of the information in this document.

### **Additional Information about the Merger and Where to Find It**

In connection with the proposed merger, Taleo will file a proxy statement with the SEC. Additionally, Taleo and Oracle will file other relevant materials in connection with the proposed acquisition of Taleo by Oracle pursuant to the terms of an Agreement and Plan of Merger by and among, Taleo, OC Acquisition LLC, a wholly owned subsidiary of Oracle, Tiger Acquisition Corporation, a wholly-owned subsidiary of Oracle, and Oracle. The materials to be filed by Taleo with the SEC may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Investors and security holders of Taleo are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger because they will contain important information about the merger and the parties to the merger. Oracle, Taleo and their respective directors, executive officers and other members of their management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Taleo stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of Oracle's executive officers and directors in the solicitation by reading the proxy statement and other relevant materials filed with the SEC when they become available. Information concerning the interests of Taleo's participants in the solicitation, which may, in some cases, be different than those of Taleo's stockholders generally, is set forth in the materials filed with the SEC on Form 10-K and will be set forth in the proxy statement relating to the merger when it becomes available.

### **Contact Info**

Carol Sato  
Oracle Corporate Communications  
+1.650.633.5551  
[carol.sato@oracle.com](mailto:carol.sato@oracle.com)

Ken Bond  
Oracle Investor Relations  
+1.650.607.0349  
[ken.bond@oracle.com](mailto:ken.bond@oracle.com)

Oracle Buys Taleo  
Adds Leading Talent Management Cloud Offering to the Oracle Public Cloud  
February 9, 2012  
Filed by Oracle Corporation  
Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934  
Subject Company: Taleo Corporation  
Commission File No.: 000-51299

2

Oracle is currently reviewing the existing Taleo product roadmap and will be providing guidance to customers in accordance with its communication policies. Any resulting features and timing of release of such features as determined by Oracle's review of Taleo will be at the discretion of Oracle. All product roadmap information, whether communicated by Taleo or by Oracle, does not represent a contract, code, or functionality, and should not be relied upon in making purchasing decisions. It is intended for information purposes only and is not part of any contract.

#### Cautionary Statement Regarding Forward-Looking Statements

This presentation contains certain forward-looking statements about Oracle and Taleo, including statements that involve risks and uncertainties related to Oracle's proposed acquisition of Taleo, anticipated customer benefits and general business outlook. When used in this presentation, the words "may", "can", "will", "look forward to", "expected" and similar expressions and any other statements that are not historical facts are intended to identify forward-looking statements.

forward-looking statements. Any such statement may be influenced by a variety of factors, many of which are beyond the control of the companies and may cause actual outcomes and results to be materially different from those projected, described, expressed or implied in this presentation. Potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the anticipated synergies of the combined companies may not be achieved after closing, the combined operations may not be successful in the manner, if at all, general economic conditions in regions in which either company does business, and the possibility that Oracle's and Taleo's operations may be affected by other economic, business, and/or competitive factors. Accordingly, no assurances can be given that any of the events anticipated in the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition. For more information, in addition, please refer to the documents that Oracle and Taleo, respectively, file with the U.S. Securities and Exchange Commission on Forms 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle's and Taleo's respective operations to differ materially from those contained in the forward-looking statements set forth in this presentation. You are cautioned to not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Neither Oracle nor Taleo is under any duty to update any of the forward-looking statements. Additional Information about the Merger and Where to Find It

In connection with the proposed merger, Taleo will file a proxy statement with the SEC. Additionally, Taleo and Oracle will file a joint proxy statement with the SEC in connection with the proposed acquisition of Taleo by Oracle pursuant to the terms of an Agreement and Plan of Merger by and between Oracle and Taleo. Oracle is a wholly owned subsidiary of Oracle, Tiger Acquisition Corporation, a wholly-owned subsidiary of Oracle, and Oracle. The proxy statement may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Investors and security holders of Taleo are urged to read the proxy statement and other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger. The proxy statement contains important information about the merger and the parties to the merger. Oracle, Taleo and their respective directors, executive officers, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Taleo stock in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of the executive officers and directors in the solicitation by reading the proxy statement and other relevant materials filed with the SEC. Information concerning the interests of Taleo's participants in the solicitation, which may, in some cases, be different than the information set forth in the materials filed with the SEC on Form 10-K and will be set forth in the proxy statement relating to the merger.

3

What We Are Announcing

Oracle buys Taleo

Empowers employees and managers to effectively manage careers throughout their entire employment

including planning and budgeting, recruiting and on boarding, administration of benefits and payroll, and career development and transition



## Edgar Filing: ORACLE CORP - Form DEFA14A

Enables organizations to retain talent and optimize costs, establish and align employee goals, streamline hiring processes, and accelerate leadership development

Improves employee experience through faster on boarding and better collaboration with team members via social media

Combination creates a comprehensive cloud offering for organizations to manage their Human Resource operations and employee careers

Taleo is a leading provider of cloud-based talent management software that helps organizations attract, develop, motivate and retain human capital to improve business performance and drive growth

Headquartered in Dublin, CA, with over 1,400 employees worldwide

Over 5,000 enterprises of all sizes rely on Taleo across many industries

Taleo's cloud manages 15% of all US hires and is one of the world's largest cloud deployments with nearly 16 billion transactions per year

About Taleo

Transaction is expected to close mid-year 2012

Adds leading talent management cloud offering to the Oracle Public Cloud

4  
Database  
Service  
Java  
Service  
Oracle Social  
Network  
Data  
Service  
Security

Service  
Talent Management  
+  
Fusion  
Sales and  
Marketing  
Fusion  
Human Capital  
Management  
Oracle  
RightNow  
Service  
Oracle Adds Taleo's Talent Management Cloud  
to the Oracle Public Cloud  
Fusion  
ERP

5

Taleo's Talent Management Cloud  
Delivers Unified Talent Management  
Taleo Recruiting and On Boarding

Identify qualified applicants by connecting candidate performance and  
retention data with sourcing and recruitment requirements

Reduce new employee on boarding cycle time from days to minutes  
Taleo Performance and Goals

Real-time intelligence to drive performance assessment and set career goals

Provide employees with regular and timely feedback and coaching  
Taleo Compensation

Provides managers with real-time insight into organizational budget

Reward and retain high performers and make better investment in key talent  
Taleo Succession

Evaluate experience and skills to identify and develop future company leaders  
Taleo Learning and Development

Design and deliver curriculum and learning events

Track training to meet compliance needs  
REPORTING  
& ANALYTICS

6

Effective Management

Staff, align and incent teams  
to ensure productivity and  
results

Plan, with a consolidated view  
of headcount, budgets and  
costs

Make better decisions with  
complete workforce visibility  
and business intelligence  
Company Value

Find the right new job, quickly  
get on board and up-to-speed

Develop a career path and  
enhance skills for new roles

Build relationships across the  
organization to enhance  
productivity  
Employee Value

Collaborate with employees to  
provide better service delivery  
with social media capabilities

Effective, compliant actions  
with complete employee  
information

Drive better talent practices  
throughout the organization  
HR Value

Empowered HR Team

Motivated Employees

Oracle and Taleo

Creates

Comprehensive

Cloud

Offering

to

Manage

HR

Operations

and

Employee

Careers

7

Oracle and Taleo

Delivering Great Experiences Throughout the Employee Lifecycle

Creates a comprehensive cloud offering to manage Human

Resources and employee careers

Improves employee experience

Delivers powerful intelligence and a complete social  
experience

Provides managers complete knowledge of internal capabilities  
and skills needed to grow the company



Provides visibility into employee profiles and access to talent pools to source ideal candidates

Increases employee retention rates by better aligning candidates to business requirements, and the right compensation and growth opportunities

Simplifies on boarding by streamlining new hire paper work

Quickly aligns employees to company goals

Empowers employees with access to learning and career management tools

Develop career opportunities with ongoing job performance and goal assessment

Collaborate between teams and HR using social networks to gain insight about the company, key projects and how to get involved

8

Complexity Solved With Taleo

Simplified hiring, faster on  
boarding and training for  
seasonal workforces

Competitive business  
environment requires advanced  
career management programs

to retain top talent

Tap into contingent workforces  
(contractors, temps,  
outsourcers) for recruiting  
efforts

Manage, recruit and develop  
global workforce under local  
guidelines and languages

Ongoing training helps reduce  
potential workplace safety  
incidents

\* Customer Information and Logos Provided by Taleo

Taleo's Customers Include Leaders Across

Industries

Retail &

Hospitality

Financial

Services

Technology

Media &

Entertainment

Travel

Energy &

Mining

Healthcare

9

Taleo Success Story: Hyatt  
Easily Identify Top Candidates, Improving Productivity By 50%  
COMPANY OVERVIEW:

CHALLENGES:

\* Customer Information and Logos Provided by Taleo  
Hyatt is a leading global  
hospitality company with 478

properties in 45 countries and  
more than 75,000 employees  
Needed to assess cultural fit, customer service  
values and work ethic, when selecting best  
candidates for entry level positions  
TALEO **PROVIDES**:

Recruiting  
RESULTS:

Integrated prescreening tools and behavioral  
assessments focus managers on high quality  
candidates

Recruiters are able to access the Taleo system via  
mobile devices to quickly make offers on open  
positions

Fills thousands of jobs annually while cutting costs  
and turnover, reducing advertising expenses by  
50%, and increasing productivity by 50%

10

Taleo Success Story: Rogers

Improved Hiring Decisions and Driving Down Attrition Rates

COMPANY OVERVIEW:

CHALLENGES:

Recruitment efforts required more formalized

TALEO PROVIDES:

Recruiting

On boarding

Performance and Succession

RESULTS:

Reduced time to hire by 15%

Drove down attrition by 46% with improved  
candidate prescreening

Drastically improved productivity and reduced  
operational costs with talent intelligence

\* Customer Information and Logos Provided by Taleo

As Canada's top communications

and media organization, Rogers

strives to be the best at what

they do

bringing innovative

products and first-rate customer

service to the marketplace

methods to optimize effectiveness of recruiters

11

Oracle and Taleo

Complementary Talent Management and Human Capital Management Solutions

Taleo brings

complementary

solutions to the

Oracle Public

Cloud

Taleo brings leading Talent Management solutions to the Oracle Public Cloud



Oracle offers best-in-class Cloud services: Fusion Human Capital Management,  
Fusion  
ERP,  
Fusion  
Sales  
and  
Marketing,  
Oracle  
RightNow  
Service,  
Oracle  
Social  
Network,  
Database  
Service,  
Java  
Service,  
Data  
Service  
and  
Security  
Service

Oracle's BI and Middleware can offer value to Taleo's customers

Oracle's and Taleo's solutions together enable enterprises to establish best practices across all Human Capital activities, accelerate adoption, and quickly create value

Taleo is a  
leading provider  
of cloud

-  
based  
talent  
management  
solutions

15% of all US hires flow through Taleo, processing up to 74 million transactions per day

Nearly half of the top 30 career sites in the world are powered by Taleo

240 million candidates are on Taleo Talent Exchange, a marketplace for sourcing candidates

Experienced team with specialized skills for developing, selling, servicing, operating and supporting talent management cloud solutions



Filed by Oracle Corporation

Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Taleo Corporation

Commission File No.: 000-51299

## **Overview and Frequently Asked Questions**

### **Overview**

#### **Oracle Buys Taleo**

#### **Adds Leading Talent Management Cloud Offering to the**

#### **Oracle Public Cloud**

On February 9, 2012, Oracle announced that it has entered into an agreement to acquire Taleo Corporation, a leading provider of cloud-based talent management. The proposed transaction is subject to Taleo stockholder approval, certain regulatory approvals, and customary closing conditions and is expected to close mid-year 2012. Until the deal closes, each company will continue to operate independently, and it is business as usual.

Taleo's Talent Management Cloud helps organizations attract, develop, motivate and retain human capital to improve performance and drive growth. Over 5,000 enterprises of all sizes rely on Taleo across many industries to manage their talent. Taleo's cloud manages 15% of all US hires and is one of the world's largest cloud deployments with nearly 16 billion transactions per year.

Together, Oracle and Taleo expect to create a comprehensive cloud offering for organizations to manage their Human Resource operations and employee careers. The combination is expected to empower employees and managers to effectively manage careers throughout their entire employment, enable organizations to retain talent and optimize costs, and improve the employee experience through faster on boarding and better collaboration with team members via social media.

#### **Can I still purchase Taleo products?**

Yes. Until the transaction closes, Taleo continues to operate as a separate independent business. Please contact your existing Taleo sales representative to assist you, or visit [www.taleo.com](http://www.taleo.com) for contact information.

#### **Should Taleo customers continue to call Taleo for customer support?**

Yes. Until the transaction closes, Taleo continues to operate as a separate independent business. Taleo customers should continue to use existing Taleo customer service representatives for support, professional services and sales to address immediate and ongoing needs. We will communicate all changes and transitions that occur after the close of the transaction.

#### **Should Taleo customers continue to contact their Taleo sales representatives?**

## Edgar Filing: ORACLE CORP - Form DEFA14A

Yes. Until the transaction closes, Taleo continues to operate as a separate independent business. Taleo customers should continue to rely on their existing relationships at Taleo.

**Should Taleo partners continue to call Taleo?**

Yes. Until the transaction closes, Taleo continues to operate as a separate independent business. Taleo partners should continue to use existing Taleo contacts to address immediate and ongoing needs. Oracle partners may also use their existing Oracle channels to answer any questions.

**Where can I find out more information about the proposed Oracle and Taleo combination?**

For more information, please visit [oracle.com/taleo](http://oracle.com/taleo).

Oracle is currently reviewing the existing Taleo product roadmap and will be providing guidance to customers in accordance with Oracle's standard product communication policies. Any resulting features and timing of release of such features as determined by Oracle's review of Taleo's product roadmap are at the sole discretion of Oracle. All product roadmap information, whether communicated by Taleo or by Oracle, does not represent a commitment to deliver any material, code, or functionality, and should not be relied upon in making purchasing decisions. It is intended for information purposes only, and may not be incorporated into any contract.

**Cautionary Statement Regarding Forward-Looking Statements** This document contains certain forward-looking statements about Oracle and Taleo, including statements that involve risks and uncertainties concerning Oracle's proposed acquisition of Taleo, anticipated customer benefits and general business outlook. When used in this presentation, the words "anticipates," "can," "will," "look forward to," "expected" and similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Any such statement may be influenced by a variety of factors, many of which are beyond the control of Oracle or Taleo that could cause actual outcomes and results to be materially different from those projected, described, expressed or implied in this announcement due to a number of risks and uncertainties. Potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the closing may be delayed, the anticipated synergies of the combined companies may not be achieved after closing, the combined operations may not be successfully integrated in a timely manner, if at all, general economic conditions in regions in which either company does business, and the possibility that Oracle or Taleo may be adversely affected by other economic, business, and/or competitive factors. Accordingly, no

assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Taleo. In addition, please refer to the documents that Oracle and Taleo, respectively, file with the U.S. Securities and Exchange Commission (the "SEC") on Forms 10-K, 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle's and Taleo's respective operational and other results to differ materially from those contained in the forward-looking statements set forth in this announcement. You are cautioned to not place undue reliance on forward-looking statements, which speak only as of the date of this announcement. Neither Oracle nor Taleo is under any duty to update any of the information in this announcement.

**Additional Information about the Merger and Where to Find It** In connection with the proposed merger, Taleo will file a proxy statement with the SEC. Additionally, Taleo and Oracle will file other relevant materials in connection with the proposed acquisition of Taleo by Oracle pursuant to the terms of an Agreement and Plan of Merger by and among, Taleo, OC Acquisition LLC, a wholly owned subsidiary of Oracle, Tiger Acquisition Corporation, a wholly-owned subsidiary of Oracle, and Oracle. The materials to be filed by Taleo with the SEC may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Investors and security holders of Taleo are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger because they will contain important information about the merger and the parties to the merger. Oracle, Taleo and their respective directors, executive officers and other members of their management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Taleo stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of Oracle's executive officers and directors in the solicitation by reading the proxy statement and other relevant materials filed with the SEC when they become available. Information concerning the interests of Taleo's participants in the solicitation, which may, in some cases, be different than those of Taleo's stockholders generally, is set forth in the materials filed with the SEC on Form 10-K and will be set forth in the proxy statement relating to the merger when it becomes available.



Filed by Oracle Corporation  
Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934  
Subject Company: Taleo Corporation  
Commission File No.: 000-51299

Oracle Customers and Partners,

On February 9, 2012, Oracle announced that it has entered into an agreement to acquire Taleo Corporation, a leading provider of cloud-based talent management. The proposed transaction is subject to Taleo stockholder approval, certain regulatory approvals, and customary closing conditions and is expected to close mid-year 2012. Until the deal closes, each company will continue to operate independently, and it is business as usual.

Taleo's Talent Management Cloud helps organizations attract, develop, motivate and retain human capital to improve performance and drive growth.

Together, Oracle and Taleo expect to create a comprehensive cloud offering for organizations to manage their Human Resource operations and employee careers. The combination is expected to empower employees and managers to effectively manage careers throughout their entire employment, enable organizations to retain talent and optimize costs, and improve the employee experience through faster on boarding and better collaboration with team members via social media.

Taleo's industry leading talent management cloud is an important addition to the Oracle Public Cloud offering.

Please visit [oracle.com/taleo](http://oracle.com/taleo) for more information.

Regards,

Thomas Kurian

Executive Vice President

Oracle Development

Oracle is currently reviewing the existing Taleo product roadmap and will be providing guidance to customers in accordance with Oracle's standard product communication policies. Any resulting features and timing of release of such features as determined by Oracle's review of Taleo's product roadmap are at the sole discretion of Oracle. All product roadmap information, whether communicated by Taleo or by Oracle, does not represent a commitment to deliver any material, code, or functionality, and should not be relied upon in making purchasing decisions. It is intended for information purposes only, and may not be incorporated into any contract.

#### **Cautionary Statement Regarding Forward-Looking Statements**

This document contains certain forward-looking statements about Oracle and Taleo, including statements that involve risks and uncertainties concerning Oracle's proposed acquisition of Taleo, anticipated customer benefits and general business outlook. When used in this document, the words "anticipates", "can", "will", "look forward to", "expected" and similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Any such statement may be influenced by a variety of factors, many of which are beyond the control of Oracle or Taleo that could cause actual outcomes and results to be materially different from those projected, described, expressed or implied in this document due to a number of risks and uncertainties. Potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the closing may be delayed, the anticipated synergies of the combined companies may not be achieved after closing, the combined operations may not be successfully integrated in a timely manner, if at all, general economic conditions in regions in which either company does business, and the possibility that Oracle or Taleo may be adversely affected by other economic, business, and/or competitive factors. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Taleo. In addition, please refer to the documents that Oracle and Taleo, respectively, file with the U.S. Securities and Exchange Commission (the "SEC") on Forms 10-K, 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle's and Taleo's respective operational and other results to differ materially from those contained in the forward-looking statements set forth in this document. You are cautioned to not place undue reliance on forward-looking statements, which speak only as of the date of this document. Neither Oracle nor Taleo is under any

duty to update any of the information in this document.

**Additional Information about the Merger and Where to Find It**

In connection with the proposed merger, Taleo will file a proxy statement with the SEC. Additionally, Taleo and Oracle will file other relevant materials in connection with the proposed acquisition of Taleo by Oracle pursuant to the terms of an Agreement and Plan of Merger by and among, Taleo, OC Acquisition LLC, a wholly owned subsidiary of Oracle, Tiger Acquisition Corporation, a wholly-owned subsidiary of Oracle, and Oracle. The materials to be filed by Taleo with the SEC may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Investors and security holders of Taleo are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger because they will contain important information about the merger and the parties to the merger. Oracle, Taleo and their respective directors, executive officers and other members of their management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Taleo stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of Oracle's executive officers and directors in the solicitation by reading the proxy statement and other relevant materials filed with the SEC when they become available. Information concerning the interests of Taleo's participants in the solicitation, which may, in some cases, be different than those of Taleo's stockholders generally, is set forth in the materials filed with the SEC on Form 10-K and will be set forth in the proxy statement relating to the merger when it becomes available.