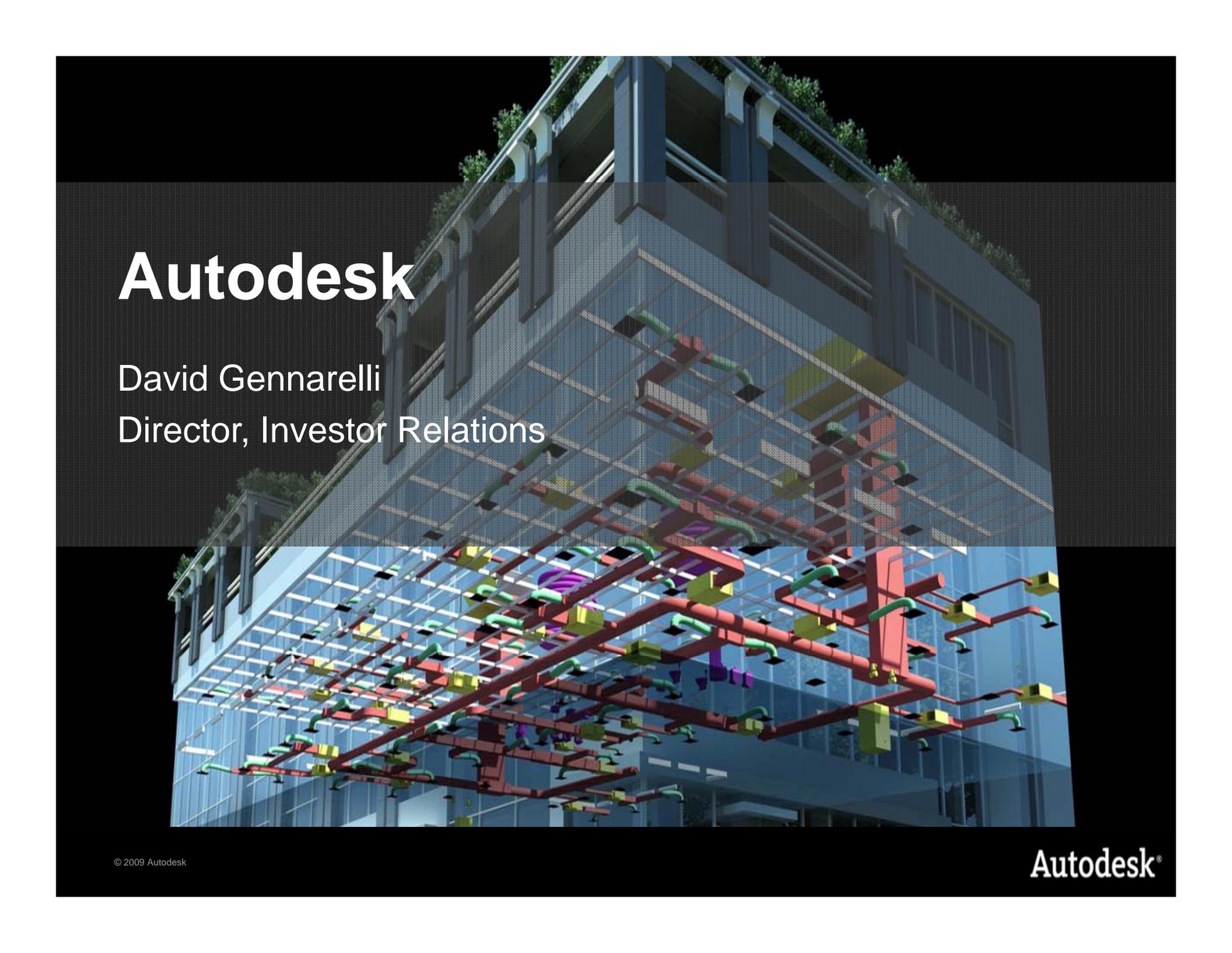
A futuristic silver car with glowing headlights is the central focus. It is surrounded by wireframe robotic arms and mechanical components, suggesting advanced manufacturing or assembly technology. The background is dark with a subtle grid pattern.

# Autodesk

Annual Meeting of Stockholders  
June 11, 2009



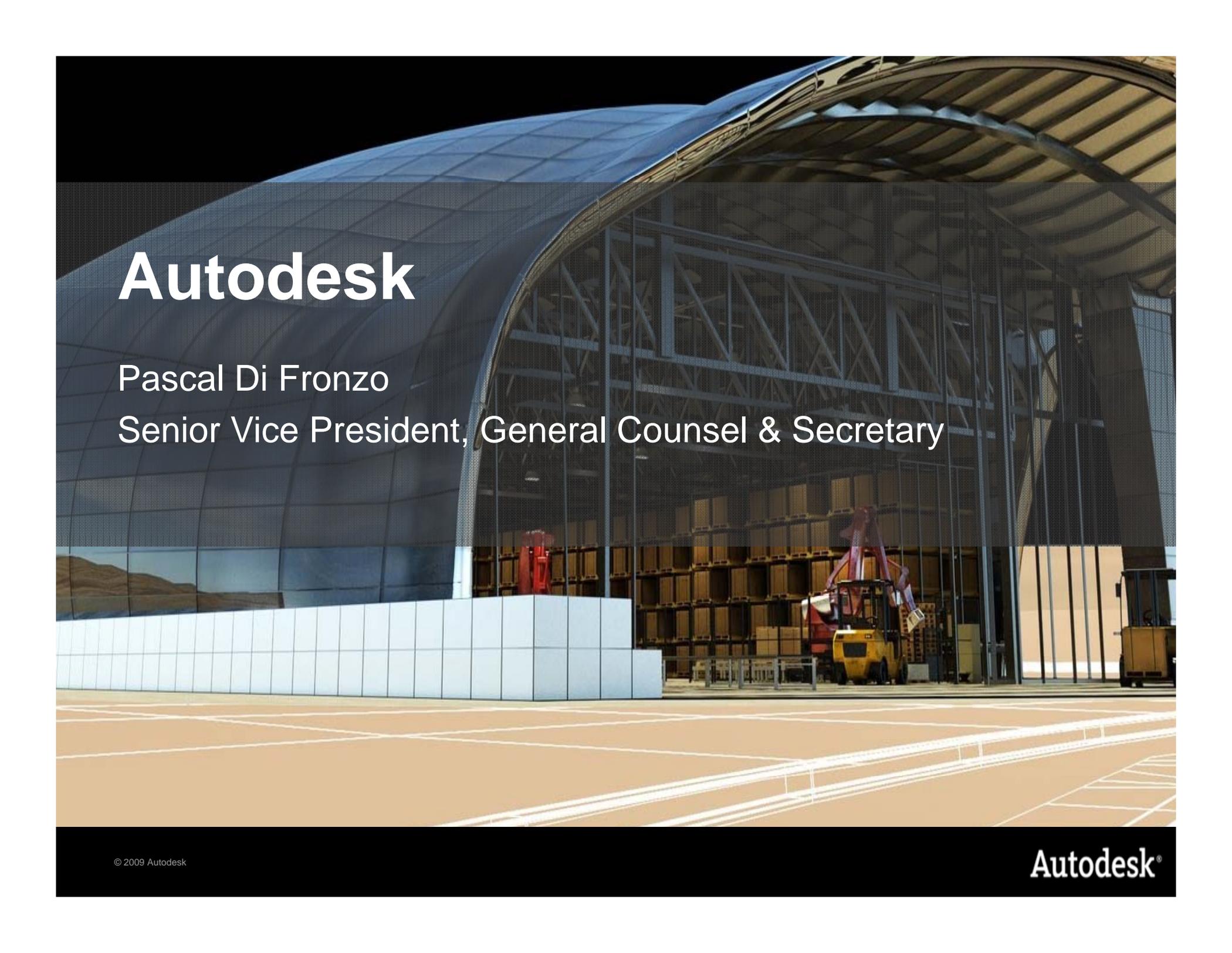
# Autodesk

David Gennarelli  
Director, Investor Relations

# Safe Harbor Statement

This presentation contains forward looking statements about future results, performance or achievements, financial and otherwise. These statements reflect management's current expectations, estimates and assumptions based on the information currently available to Autodesk. These forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that may cause Autodesk's actual results, performance or achievements to be materially different from results, performance or achievements expressed or implied by the forward-looking statements contained in this presentation. A discussion of the factors that may affect future results is contained in Autodesk's most recent SEC filings, including descriptions of the risk factors that may impact Autodesk and the forward-looking statements made in this presentation. The forward-looking statements made in this presentation are being made as of the time and date of its live presentation. If this presentation is reviewed after the time and date of its live presentation, even if it subsequently is made available by Autodesk, on its Web site or otherwise, this presentation may not contain current or accurate information. Autodesk disclaims any obligation to update or revise any forward-looking statement based on new information, future events or otherwise.

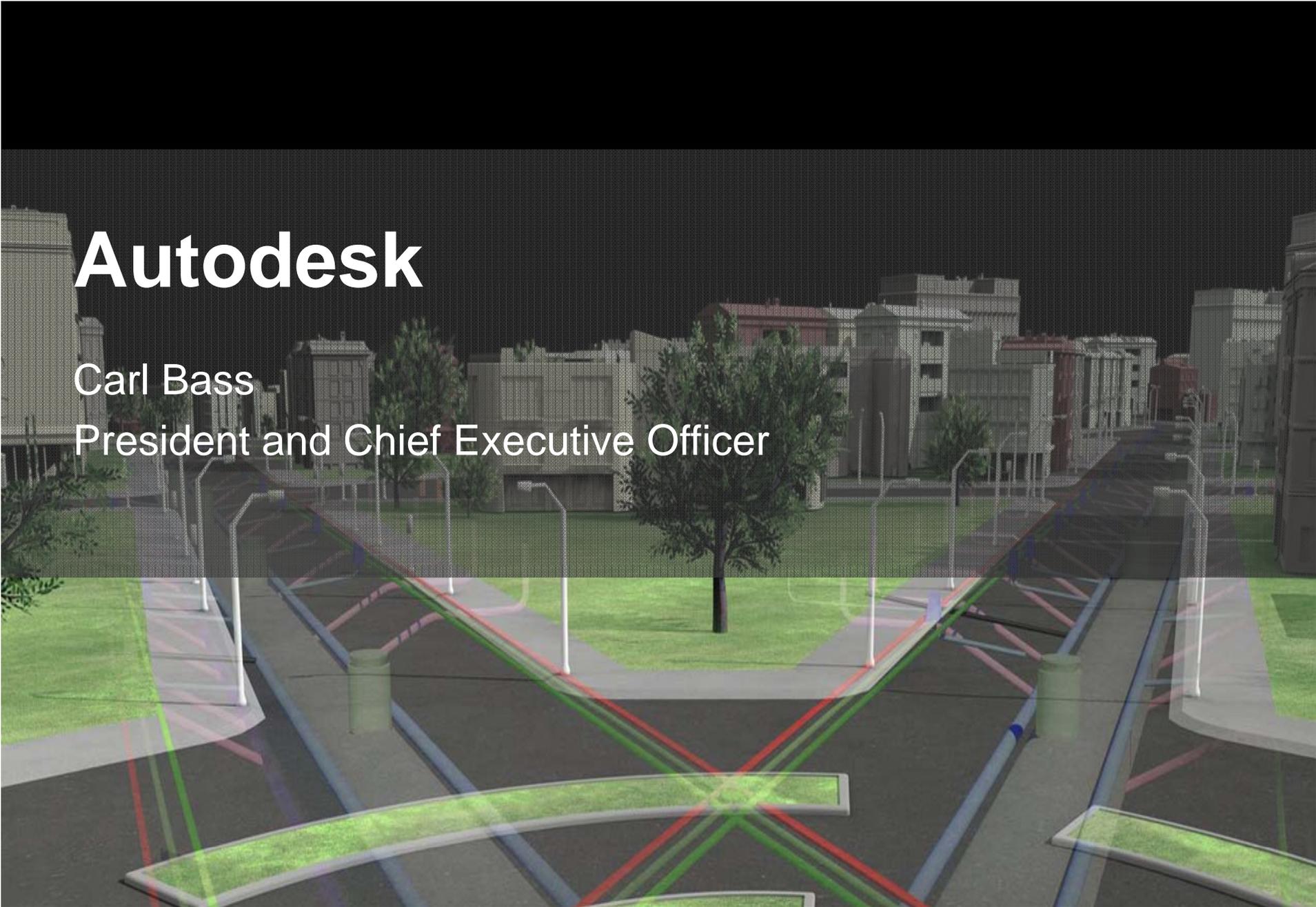
This presentation contains non-GAAP financial measures. Reconciliations between non-GAAP financial measures and GAAP financial measures can be found in the appendix to this presentation, on our Website ([www.autodesk.com](http://www.autodesk.com)) or in our SEC filings.



# Autodesk

Pascal Di Fronzo

Senior Vice President, General Counsel & Secretary



# Autodesk

Carl Bass  
President and Chief Executive Officer



# World's Leading 2D and 3D Design Software Company

## Unparalleled Global Presence:

- Diversified markets and industries
- Geographically diversified revenue
- Over 9 million seats registered globally
- Broad channel:
  - 1,700 partners
  - 1,500 authorized training centers
  - 3,400 development partners

# Autodesk Software Enables Better Design

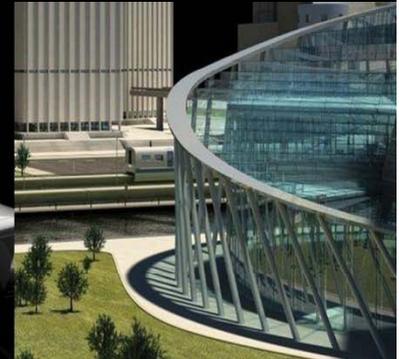
Autodesk customers experience their ideas digitally and design:

- More affordably
- More quickly
- More sustainably
- More innovatively

This creates a competitive advantage

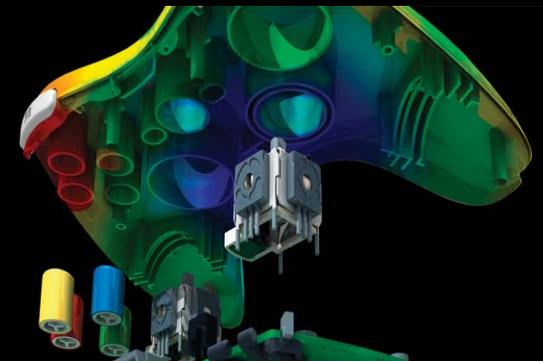
# Our Customers' Industries

- Architecture, Engineering, & Construction
- Automotive
- Manufacturing
- Media & Entertainment
- Utilities & Telecommunications
- Government



# Autodesk Capabilities: Design, Visualization, and Simulation

- Building Information Modeling – AEC
- Digital Prototyping – Manufacturing
- Digital Entertainment Creation – Media & Entertainment



# An Unmatched Product Portfolio

Autodesk and AutoCAD changed the world of design by automating drafting over 25 years ago. Today, the Autodesk portfolio offers a depth and breadth that none of our competitors can match, serving a wide range of industries and addressing all phases of the design process.



Image created in Autodesk® 3ds Max®

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# FY 2009 Key Metrics

- Total revenue grew 7% to \$2.315B
- Total 3D revenue increased 23%
- Subscription revenue increased 29%
- Non-GAAP operating margin 25%
- Non-GAAP EPS \$1.95
- Cash flow from operations \$594M



# Revenue Growth



# EPS Growth



GAAP to Non-GAAP reconciliation in appendix

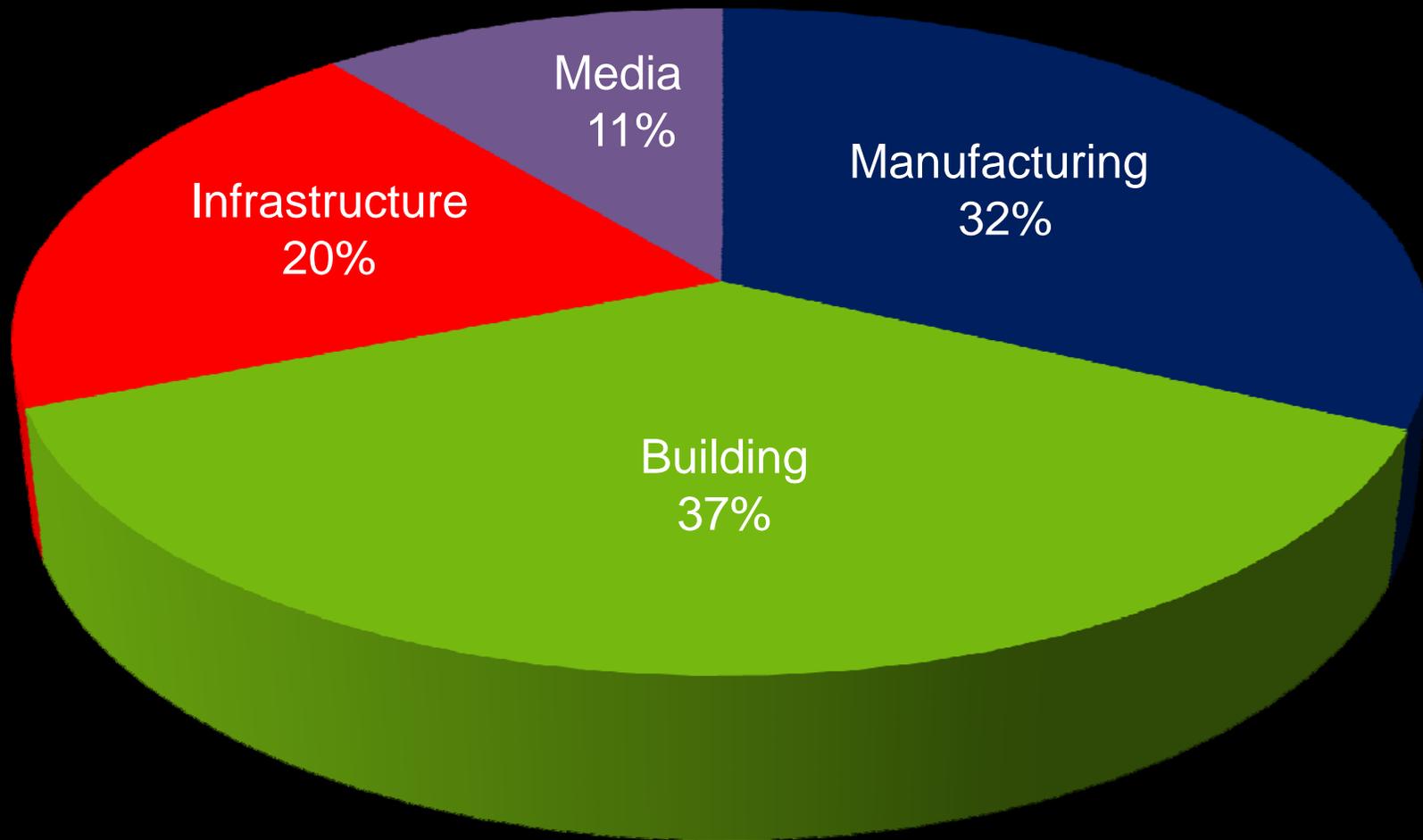
# FY 2009 - Two Divergent Halves

## FY09 Non-GAAP P&L

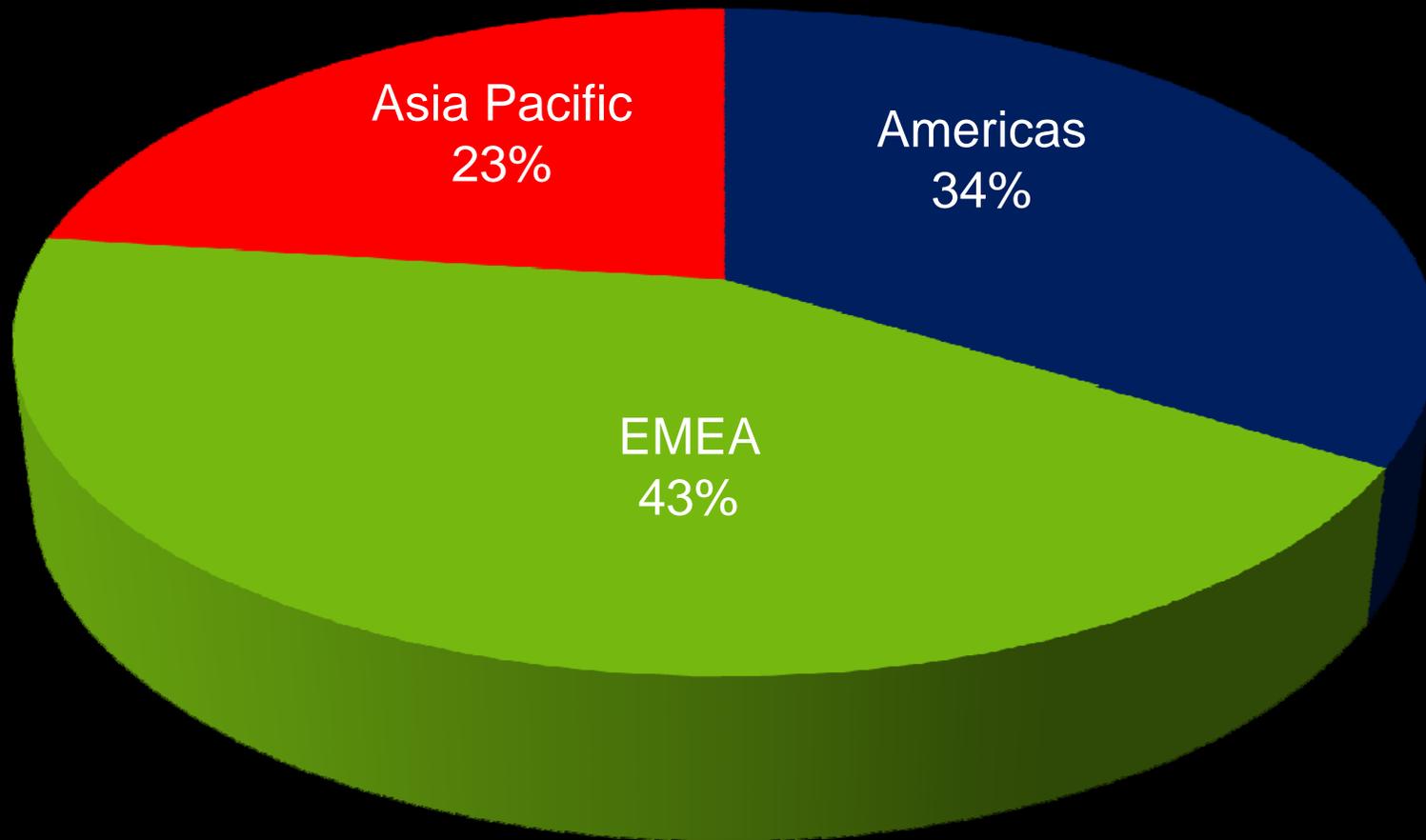
\$ in Millions	H1 FY09	Y/Y%	H2 FY09	Y/Y%
Revenues	1,218	18%	1,097	(4)%
Gross Margin%	91.2%	0.8 ppt	92.2%	(0.4) ppt
Operating Expenses	790	19%	757	3%
Operating Margin	322	18%	255	(18)%
Operating Margin %	26.4%	0.0 ppt	23.2%	(4.2) ppt
EPS	\$1.06	20%	\$0.87	(14)%

GAAP to Non-GAAP reconciliation in appendix

# Diversified Industry Revenue



# Diversified Global Revenue



# Reducing Cost Structure

Targeting \$250M in Annualized Expense Reductions for Fiscal 2010

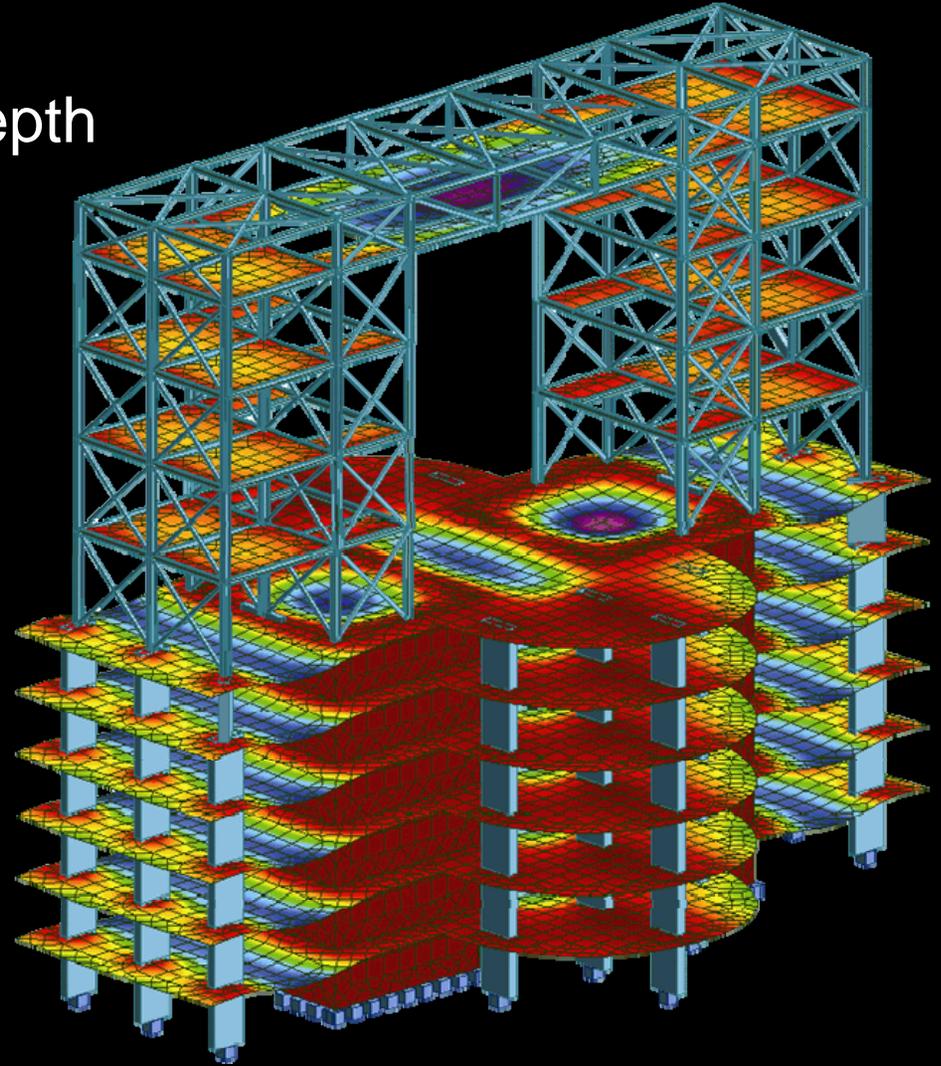
## Opportunities for Savings

- Employee fringe benefits
- Hiring freeze
- Contingent labor
- Advertising & promotions
- Facilities consolidations
- Travel & entertainment
- Headcount reductions



# Autodesk Advantage

- Product line breadth and depth
- Democratizing technology
- Global ecosystem



Autodesk®

# FY09 GAAP to Non-GAAP Reconciliation

	Net Income	Diluted EPS
	<i>\$M</i>	
<b>GAAP</b>	184	\$ 0.80
SFAS 123R stock-based compensation expense	90	0.39
Amortization of developed technology	23	0.10
Amortization of customer relationships and trademarks	23	0.10
In-process research and development	27	0.12
Impairment of goodwill and intangibles	129	0.56
Restructuring	40	0.18
Income tax effect on difference between GAAP and non-GAAP total costs and expenses at a normalized rate	(68)	(0.30)
<b>Non-GAAP</b>	448	\$ 1.95

# GAAP to Non-GAAP EPS Reconciliation

	FY03	FY04	FY05	FY06	FY07	FY08	FY09
<b>GAAP</b>	0.12	0.50	0.90	1.35	1.19	1.47	0.80
Impairment of goodwill and intangibles	-	-	-	-	-	-	0.56
Stock-based compensation expense	0.02	0.02	0.03	0.02	0.38	0.41	0.39
Amortization of acquired intangibles	-	-	-	-	0.06	0.08	0.20
Restructuring	0.11	0.01	0.11	-	-	-	0.18
In-process research and development	-	-	-	0.03	-	0.02	0.12
Income tax effect on diff. between GAAP and non-GAAP total costs and exp. at a normalized rate	(0.03)	(0.01)	(0.04)	(0.01)	(0.13)	(0.18)	(0.30)
Employee tax reimb. related to stock option review	-	-	-	-	-	0.06	-
Litigation accrual	-	-	-	-	0.02	-	-
Investment impairment	-	-	-	-	-	0.02	-
Dividends received deduction benefit for prior fiscal years	-	-	(0.06)	(0.05)	-	-	-
Non-recurring tax benefit	(0.02)	(0.11)	(0.04)	(0.02)	-	-	-
<b>Non-GAAP</b>	0.20	0.41	0.90	1.31	1.53	1.88	1.95

# Reconciliation of Operating Margin

	FY09
<b>GAAP Operating Margin</b>	<b>10.6%</b>
<b>Stock-based compensation expense</b>	<b>3.9%</b>
<b>Amortization of purchased intangibles</b>	<b>2.0%</b>
<b>IPR&amp;D</b>	<b>1.2%</b>
<b>Empl. tax reimb. related to stock option review</b>	<b>-</b>
<b>Litigation accrual</b>	<b>-</b>
<b>Impairment of goodwill and intangibles</b>	<b>5.6%</b>
<b>Restructuring</b>	<b>1.7%</b>
<b>Non-GAAP Operating Margin</b>	<b>24.9%</b>

# GAAP to Non-GAAP Reconciliation of 1H FY09 and 2H FY09

<b>NON-GAAP RECONCILIATIONS</b>						
	First Half of Fiscal Year 2009	% of Net Revenue	Second Half of Fiscal Year 2009	% of Net Revenue	Fiscal Year Ended January 31, 2009	% of Net Revenue
<i>Fiscal 2009</i>	<i>(in millions)</i>		<i>(in millions)</i>		<i>(in millions)</i>	
<b>Total Net Revenue</b>	\$ 1,218		\$ 1,097		\$ 2,315	
<b>GAAP income from operations</b>	\$ 239	20%	\$ 6	1%	\$ 245	11%
SFAS 123R stock-based compensation expense	48		42		90	
Amortization of developed technology	9		14		23	
Amortization of customer relationships and trademarks	9		14		23	
In-process research and development	17		10		27	
Employee tax reimbursements related to stock option review	-		-		-	
Impairment of goodwill and intangibles	-		129		129	
Restructuring	-		40		40	
<b>Non-GAAP income from operations</b>	\$ 322	26%	\$ 255	23%	\$ 577	25%
	First Half of Fiscal Year 2008	% of Net Revenue	Second Half of Fiscal Year 2008	% of Net Revenue	Fiscal Year Ended January 31, 2008	% of Net Revenue
<i>Fiscal 2008</i>	<i>(in millions)</i>		<i>(in millions)</i>		<i>(in millions)</i>	
<b>Total Net Revenue</b>	\$ 1,034		\$ 1,138		\$ 2,172	
<b>GAAP income from operations</b>	\$ 216	21%	\$ 230	20%	\$ 446	21%
SFAS 123R stock-based compensation expense	36		63		99	
Amortization of developed technology	4		7		11	
Amortization of customer relationships and trademarks	4		5		9	
In-process research and development	1		4		5	
Employee tax reimbursements related to stock option review	12		2		14	
Impairment of goodwill and intangibles	-		-		-	
Restructuring	-		-		-	
<b>Non-GAAP income from operations</b>	\$ 273	26%	\$ 311	27%	\$ 584	27%