

Autodesk, Inc.

Stock Split and Dividend Discontinuation

FAQ

STOCK SPLIT

How does a 2-for-1 stock split actually work?

A 2-for 1 split means you will have twice as many shares as you had before, at approximately half the market price. For example, if you own 100 shares on the record date, December 6th, at \$50/share, your total value is \$5,000. After the split, you will own 200 shares but the market price for those shares will be approximately \$25/share. Your total investment in Autodesk remains the same at \$5,000 until the stock price moves up or down.

Your purchase cost per share becomes half your purchase price as well. For example, if you purchased your 100 shares at \$20/per share, your total purchase price was \$2,000. After the split, you will own 200 shares, but your purchase price per share becomes \$10. Your total purchase cost for your Autodesk shares remains \$2,000.

Why did you split the stock now?

The decision to split the stock was made by Autodesk's Board of Directors, based upon a desire to provide greater liquidity and wider distribution for our stockholders and to allow our stock to be more accessible and attractive to a broader range of investors.

How many times have you split the stock?

This will be the fourth time Autodesk has split its shares. The previous stock splits were:

- 2-for-1 split paid April 18, 2002
- 2-for-1 split paid October 28, 1994
- 3-for-1 split paid March 27, 1987

What is the effective date of the split?

There are several key dates:

- The record date, December 6, 2004, determines which shareholders are entitled to receive additional shares due to the split.
- The payment date (mailing date), December 20, 2004, is the date when holders of record or brokers are mailed notification of the shares subject to split.
- The ex-split date, December 21, 2004, is the date when Autodesk common shares will trade on Nasdaq at the new split-adjusted price.

What is the record date for receipt of the stock split?

December 6, 2004. If you own common shares on the record date, your shares will be subject to the stock split.

What is the mailing date for the split shares?

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December 20, 2004. This is the date that Computershare Investor Services, our stock transfer agent, mails written notice to all registered common shareholders indicating their split adjusted share amounts.

What is the payable date for the split shares?

December 20, 2004. This is the same as the mailing date. This is the date that Computershare Investor Services, our stock transfer agent, mails written notice to all registered common shareholders indicating their split adjusted share amounts.

What is the ex-date?

This is also referred to as the “ex-split date”. It is December 21, 2004, which is the date Autodesk common stock will begin trading at its split-adjusted price on the Nasdaq stock market.

How do I contact the stock transfer agent?

You can reach Computershare Investor Services by:

- Email: web.queries@computershare.com
- Phone: 312.360.5421
- Fax: 312.601.4332
- Address: 2 North LaSalle Street, Chicago, IL 60602, USA

Who mails the split shares?

Our stock transfer agent, Computershare Investor Services mails written notice to all registered common shareholders indicating their split adjusted share amounts. If your stock is currently held in brokerage account, the information will be sent directly to your broker.

When will the split shares be mailed?

New share certificates will only be mailed upon request. On December 20, Computershare Investor Services will mail written notice to shareholders of record as of December 6, 2004, indicating your revised shareholdings as of December 20. You will not automatically receive new share certificates. Most records of these types of transactions are now kept in a paperless fashion, so if you require physical stock certificates, you will have to make a special request. If your stock is held in a brokerage account, the information will be sent to you directly by your broker.

Where will my shares be mailed?

If you currently hold shares in your name, you will be notified at the address Computershare Investor Services, our stock transfer agent, has on file. To verify your address you can call Computershare Investor Services directly at 312.360.5421. If your shares are currently held in a brokerage account, the information will be sent directly from your broker.

What happens if I sell my shares after the record date and before the mailing/payment date?

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From record date to payment date, two separate markets exist for Autodesk common stock under the Nasdaq stock market. The “regular way” market, reported under the Company’s normal ADSK symbol, continues to trade at the higher pre-split price. Since sellers in the “regular way” market will receive full value for the share they sell, they are not entitled to the split shares they will receive by virtue of being holders on the record date, so they transfer their rights to the split shares to their buyers by means of “due bills.” Nasdaq recognizes that stockholders might alternatively want to sell only the “new” split shares while retaining the “old” shares, and this is accomplished by creating a “when-issued” market at the old post-split price. “When issued” trading is reported under the Company’s normal Nasdaq symbol with a “V” appended at the end, that is ADSKV. “When issued” trading ceases on the mailing date.

Will there be a “when issued” market for the split shares?

It is expected that the Nasdaq Stock Market will authorize a “when issued” market for the new split shares under the ADSKV symbol. This will occur only between the December 6 record and the December 20 payment/mailing dates. Trading in the “when issued” market will reflect the anticipated split value of Autodesk shares. Settlement of “when issued” trades is expected to occur on December 23, 2004; three business days after the payment/mailing date. Autodesk has no involvement in “when-issued” trading. You should check with your broker if you are interested in when-issued trading.

Are there any tax consequences to this split?

There will be no U.S. taxable income to U.S. resident employees as a result of the stock split. The tax basis of each share owned after the stock split will be half of what it was before the split. For example, if you owned 100 shares before the split with a tax basis of \$40, after the split you will have 200 shares with a tax basis of \$20. Please consult with your tax advisor regarding the impact this might have on your personal tax situation.

In regards to foreign employees, please consult with your local tax advisor on the tax impact as they could vary by jurisdiction

DIVIDENDS

What is Autodesk’s current dividend policy?

Autodesk currently pays \$0.03/share quarterly dividend. On November 18, 2004, we announced that we would cease paying dividends after our fourth quarter fiscal 2005 dividend which will be paid in March 2005. Dividends for the third and fourth quarter of fiscal 2005 will be paid at the 2-for-1 split adjusted rate of \$0.015/share.

How does the stock split impact the dividend?

Autodesk currently pays \$0.03/share quarterly dividend. Dividends for the third and fourth quarter of fiscal 2005 will reflect the 2-for-1 split payable on December 20th, and will be paid at the split adjusted rate of \$0.015/share. On November 18,

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2004, we announced that we would cease paying dividends after our fourth quarter fiscal 2005 dividend which will be paid in March 2005.

Why did Autodesk's Board of Directors vote to terminate the quarterly dividend?

Autodesk's dividend yield is just 0.2%. We believe that the administration cost and effort cost to both Autodesk and our shareholders was greater than the value of the dividend paid. We believe that Autodesk currently has significant growth opportunities to pursue. We do not believe that the time is right to increase our dividend to a more substantial yield.

When will Autodesk stop paying a dividend?

Autodesk will pay its normal quarterly dividend for the remainder of fiscal year 2005. Our fourth quarter fiscal year 2005 dividend will be our last. That dividend will be paid in March, 2005. Dividends for the third and fourth quarter of fiscal 2005 will be paid at the 2-for-1 split adjusted rate of \$0.015/share.