# **Supplemental Information**

#### for Holders of

## Day Software Holding AG American Depositary Shares

This document ("Supplemental Information") has been prepared exclusively for the owners or beneficial owners of Day American Depositary Shares ("ADSs") and supplements information contained in the Offer Prospectus dated August 23, 2010, relating to the Public Tender Offer made by Adobe Systems Benelux B.V., a wholly-owned, indirect subsidiary of Adobe Systems Incorporated (the "Offeror") to the holders of Day Shares (including those shares represented by Day ADSs). This Supplemental Information document is not complete without, and may not be delivered or utilized except in combination with, the Offer Prospectus, including any amendments or supplements thereto. The Offer Prospectus is incorporated by reference into the Supplemental Information document and should be read in conjunction with this document. Capitalized terms used, but not defined, in this document have the respective meanings ascribed to such terms in the Offer Prospectus.

#### 1. Terms of the Offer

Upon the terms and subject to the conditions set forth in the Offer Prospectus, this Supplemental Information document and the related Letter of Transmittal, the Offeror is offering to pay CHF139 per share including shares underlying tendered Day ADSs (each Day Share representing 5 Days ADSs) tendered in the Offer.

The U.S. Dollar Equivalent will be determined by using the U.S. dollar exchange rate obtainable on the spot market on the day on which the Depositary's custodian confirms receipt of the funds which is anticipated to be approximately October 28, 2010, unless the offer is extended, net of expenses for converting the funds into U.S. dollars and any applicable fees or taxes and an ADS cancellation fee up to US\$0.05 per ADS.

ADS holders should be aware that the currency exchange rate in effect at the time of payment may be different from the exchange rates in effect at the time of publication of this Supplemental Information document or at the time of expiration or settlement of the Public Tender Offer and may therefore affect the U.S. dollar value of such payment.

The Offer made to holders of Day ADSs will expire at 5:00 p.m., New York City time, on September 30, 2010, unless it is extended. The ADS Offer expires earlier than the Share Offer in order that the Day Depositary cancel the tendered ADSs and instruct the Day custodian to withdraw the applicable number of Day Shares underlying the cancelled Day ADSs and tender those Day Shares into the Share Offer by expiration.

There may be an extension of the Offer Period and if the Offer is declared successful, an additional acceptance period of 10 trading days in the Share Offer (8 trading days in the ADS Offer).

#### 2. Receiving Agent

BNY Mellon Shareowner Services has been appointed Receiving Agent for the Days ADSs in connection with the Offer. The Letter of Transmittal (or manually signed facsimile copies thereof) for the Day ADSs should be sent by each tendering holder of Day ADSs registered on the books of the Depositary to the Receiving Agent at the address below:

By Mail:

BNY Mellon Shareowner Services Attn: Corporate Action Dept., 27th floor

P.O. Box 3301

South Hackensack, NJ 07606

By Overnight Courier or By Hand: BNY Mellon Shareowner Services Attn: Corporate Action Dept., 27th Floor 480 Washington Boulevard

Jersey City, NJ 07310

# 3. Procedures for Tendering Day ADSs

Holders of Day ADSs must follow the procedure set forth below to tender their Day ADSs into the Offer.

- (a) Day ADSs in Book-Entry Form. Holders of Day ADSs in book-entry form may instruct their broker, bank, custodian institution or financial intermediary to tender their Day ADSs following the procedure for book-entry transfer described below. Holders tendering Day ADSs on behalf of their clients in book-entry form must deliver prior to the expiration date of the Offer the following to the Receiving Agent:
  - a timely confirmation of a book-entry transfer (a "book-entry confirmation") of such Day ADSs into the Receiving Agent's account at the Depository Trust Corporation, or DTC, pursuant to the procedures described below;
  - a properly completed and duly executed Letter of Transmittal, or a facsimile copy with manual signature and any required signature guarantees, or an agent's message (as defined below); and
  - any other documents required by the Letter of Transmittal, including instructions to The Bank of New York Mellon, the Depositary for the Day ADSs, to tender the Day Shares underlying the tendered Day ADSs as part of the Swiss centralizing procedures of the Offer after the expiration date of the Offer.

The Receiving Agent will establish an account with respect to Day ADSs at DTC for purposes of the Offer. Any financial institution that is a participant in DTC's systems may make book-entry delivery of Day ADSs by causing DTC to transfer such Day ADSs into the Receiving Agent's account in accordance with DTC's procedure for the transfer. Holders of Day ADSs in book entry form must deliver prior to the expiration date of the Offer to the Receiving Agent (1) the appropriate Letter of Transmittal, or a facsimile copy thereof with manual signatures, properly completed and duly executed, together with any required signature guarantees, or (2) an agent's message in lieu of the Letter of Transmittal, and any other required documents. An "agent's message" is a message transmitted by DTC to, and received by, the Receiving Agent as part of a book-entry confirmation. The book-entry confirmation states that DTC has received an express acknowledgment from the DTC participant tendering the Day ADSs that such participant has received and agrees to be bound by the terms of the Offer Prospectus, Supplemental Information document and Letter of Transmittal and that we may enforce such agreement against such participant.

Tendering Day ADS holders should contact their broker, bank, custodian institution or financial intermediary to ask if there will be any charges to tender their ADSs into the Offer and to inquire if their broker, bank, custodian institution or financial intermediary has an earlier deadline to receive tender instructions other the expiration indicated herein.

- (b) Signature Guarantees. Signatures on all Letters of Transmittal must be guaranteed by a firm that is a member of the Medallion Signature Guarantee Program, or by any other "eligible institution", as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934 (each of the foregoing is referred to as an "eligible institution"). Signature guarantees are not required in cases in which Day ADSs are tendered:
  - for the account of an eligible institution.
- (c) Day ADSs Held in Street Name. Holders of Day ADSs in "street name" through their broker, bank or custodian should contact their broker, bank or custodian to discuss the appropriate procedures for tendering.

## 4. Withdrawal Rights

Holders of Day ADSs may withdraw the Day ADSs that they previously tendered at any time until the expiration of the Initial Offer. Day ADSs tendered in the Offer may not be withdrawn after the expiration of the Initial Offer or during the Additional Acceptance period .

Holders of Day ADSs who wish to withdraw their securities that they previously tendered must deliver a written notice of withdrawal, or a facsimile of one, with the required information to the Receiving Agent while they still have the right to withdraw the securities. Withdrawn Day ADSs may be retendered prior to the expiration date of the Initial Offer or prior to the expiration date of the Additional Acceptance period,,

#### 5. Certain United States Federal Income Tax Considerations

TO COMPLY WITH INTERNAL REVENUE SERVICE CIRCULAR 230, TAXPAYERS ARE HEREBY NOTIFIED THAT: (A) THIS CIRCULAR IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY ANY TAXPAYER, FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER UNDER THE INTERNAL REVENUE CODE; (B) THIS CIRCULAR IS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) A TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

The following summary describes the material US federal income tax considerations generally applicable to US Holders (as defined below) with respect to the disposition of Day ADSs pursuant to the Offer. This summary deals only with Day ADSs held as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code"), and does not address the tax consequences that may be relevant to holders in special tax situations including, without limitation, dealers in securities or currencies, traders that elect to use a mark-to-market method of accounting, holders that own Day ADSs as part of a "straddle," "hedge,"

"conversion transaction" or other integrated investment, banks or other financial institutions, insurance companies, tax-exempt organizations, US expatriates, holders resident in Switzerland or that have a permanent establishment in Switzerland, holders whose functional currency is not the US dollar, holders that acquired Day ADSs in a compensatory transaction, holders that actually or constructively own 10% or more of the total voting power or value of all outstanding Day stock or holders that acquired Day ADSs upon the conversion or exchange of other stock or securities.

This summary is based upon the Code, applicable US Treasury regulations, administrative pronouncements and judicial decisions, in each case as in effect on the date hereof, all of which are subject to change (possibly with retroactive effect). No ruling will be requested from the Internal Revenue Service (the "**IRS**") regarding the tax consequences of the Offer, and there can be no assurance that the IRS will agree with the discussion set out below.

Further, this summary does not address the state, local and non-US tax consequences of the disposition of Day ADSs pursuant to the Offer. This summary additionally does not address the tax consequences of the cancellation of Day ADSs (and the underlying Day Shares) at the Offeror's request or the disposition of the Day ADSs pursuant to the merger of Day into a company owned by the Offeror, the possibility of each of which is described above in the Offer Prospectus dated August 23, 2010.

As used herein, the term "US Holder" means a beneficial owner of Day ADSs that is, for US federal income tax purposes, (i) a citizen or resident of the United States; (ii) a corporation or other entity taxable as a corporation created or organized under the laws of the United States or any political subdivision thereof or therein or the District of Columbia; (iii) an estate the income of which is subject to US federal income taxation regardless of its source; or (iv) a trust (A) that is subject to the supervision of a court within the United States and the control of one or more US persons as described in Code Section 7701(a)(30), or (B) that has a valid election in effect under applicable US Treasury regulations to be treated as a US person.

If a partnership holds the Day ADSs, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. Partners of a partnership holding Day ADSs should consult their tax advisors regarding the US federal income tax consequences of the disposition of the Day ADSs pursuant to the Offer.

The discussion below assumes that no actions have been taken by the Depositary or otherwise that would be inconsistent with treating a US Holder of Day ADSs as the holder of the underlying Day Shares represented by those Day ADSs for U.S. federal income tax purposes.

### Disposition of Day ADSs

Subject to the discussion below under "Passive Foreign Investment Company", a US Holder who transfers Day ADSs pursuant to the Offer generally will recognize capital gain or loss for US federal income tax purposes equal to the difference, if any, between the amount of cash received by the Receiving Agent on behalf of such holder (calculated in US dollars) and the US Holder's adjusted tax basis in the Day ADSs transferred pursuant to the Offer. A US Holder should generally be deemed to receive Swiss francs (CHF) upon the Receiving Agent receiving such on behalf of such US Holder. In general, capital gains recognized by a non-corporate US Holder, including an individual, are currently subject to a maximum US federal income tax rate of 15% if the Day ADSs were held for more than one year. The deductibility of capital losses is subject to

limitations. Any capital gain or loss would generally be US source gain or loss. Any fees paid or deemed paid to the Receiving Agent or Depositary may be deductible, subject to limitations.

The Offer Prospectus provides that certain eligible US Holders may alternatively choose to participate in the Offer by first having their Day ADSs cancelled and the underlying Day Shares delivered to them and then tendering such Day Shares directly. The consequences outlined above would generally be the same for such US Holders except that such holders would receive all above referenced amounts directly, rather than be deemed to receive such amounts upon the Receiving Agent having received such amounts on their behalf.

In addition, a US Holder of Day ADSs might have additional foreign currency gain or loss if the Swiss francs are converted into U.S. dollars after the date of receipt or deemed receipt by the US Holder. Any such currency gain or loss would be in addition to the gain or loss, if any, that such US Holder recognizes on the transfer of Day ADSs pursuant to the Offer (as discussed above) and generally would be ordinary US source gain or loss.

## Passive Foreign Investment Company

If Day is or has been a passive foreign investment company ("PFIC") at any time during a US Holder's holding period and the US Holder did not timely make one of the elections available to holders of shares of certain PFICs, any gain recognized by the US Holder as a result of its participation in the Offer would be allocated ratably over such holder's holding period. The amount of gain allocated (i) to the current taxable year and any year prior to the first year in which Day was a PFIC would be taxed as ordinary income in the current year and (ii) to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge would be imposed with respect to the resulting tax attributable to each of the other taxable years. Day will be a PFIC in any taxable year in which, after applying relevant look-through rules with respect to the income and assets of its subsidiaries, either: (i) at least 50% of the gross value of its assets, based on a quarterly average, is attributable to assets that produce passive income or are held for the production of passive income; or (ii) at least 75% of its gross income is "passive income". In determining whether or not it is a PFIC, Day will be treated as owning its proportionate share of the assets, and as receiving its proportionate share of the income, of any corporation in which it owns, directly or indirectly, at least 25% of the stock by value. We have not made a determination as to whether Day was a PFIC for any prior years or is likely to be a PFIC for the current year, but note that it is possible that Day may be classified as a PFIC for the current year or for certain prior years. US Holders are urged to consult their own tax advisors regarding the consequences of Day being classified as a PFIC.

#### Information Reporting and Backup Withholding

U.S. Holders (other than certain exempt recipients) generally would be subject to information reporting on Offer proceeds. U.S. Holders also generally would be subject to backup withholding (currently at a rate of 28 percent) on Offer proceeds unless they provide a taxpayer identification number and certify their exemption from backup withholding on IRS Form W-9, or are otherwise exempt from backup withholding. Payments of Offer proceeds to a non-U.S. Holder generally will not be subject to information reporting or backup withholding if the non-U.S. Holder provides a taxpayer identification number and certifies to its foreign status on IRS Form W-8BEN or other appropriate Form W-8, or is otherwise exempt from information reporting and backup

withholding. Backup withholding is not an additional tax. The amount of any backup withholding may be allowed as a credit against a holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that certain required information is timely furnished to the IRS.

The foregoing discussion of certain of the United States federal income tax consequences to a US Holder who disposes of Day ADSs solely pursuant to the Offer is included for general information purposes only and is not intended to be, and should not be construed as, legal or tax advice to any holder. US Holders are urged to consult their own tax advisor to determine the particular tax consequences to them (including the application and effect of any state, local or foreign income and other tax laws) of the receipt of cash in exchange for Day ADSs pursuant to the Offer.

#### 6. Additional Information

Any questions or requests for assistance or additional copies of the Supplemental Information document, the Offer Prospectus, the Letter of Transmittal and other tendering material may be directed to BNY Shareowner Services at 1-866-300-4353 (Toll Free) or to 201-680-6920.