

## Enterasys FAQ for Announcement

**1. Q: What is being announced?**

A: Siemens, AG and The Gores Group are forming a joint venture comprised of Siemens Enterprise Communications, Enterasys, and SER Solutions, Inc. Gores will own 51% of the joint venture and will be responsible for the business operations. Gores will work with the current Enterasys, SER and Siemens management teams and employees diligently to fulfill customers' needs and to expand the business. Mark Stone from Gores will be the Chairman and interim CEO of the joint venture. The joint venture will be very solidly financed.

**2. Q: Why is the joint venture being formed?**

A: The joint venture is focused on leadership in the enterprise networking and communications solutions markets. The intent is to build the company profitably through organic growth supported by strategic acquisitions. Combining Enterasys, SER and Siemens Enterprise Communications will lead to a more complete enterprise offering that will unify voice/data communications, secure wired/wireless networks and leverage Siemens Enterprise Communications powerful distribution capabilities, global reach and extensive customer base.

**3. Q: How will the new joint venture compete effectively in the marketplace?**

A: Unique is our commitment to open-architecture, standards-based technology that integrates with existing multi-vendor environments, and delivers long useful technology lifecycles to avoid forklift upgrades. The joint venture will compete fairly on value, technology, domain expertise, and customer support to maintain the honesty, integrity and respect that one would expect of a world-class company. Customer loyalty will be created and fostered through our people, process and technology to deliver technology solutions to business challenges that are practical, achievable and deliver rapid time to value. Today, products from all three companies in the joint venture are cross-platform, include a wide range of open interfaces, and are based on industry standards. These characteristics facilitate compatibility and interoperability with a far-reaching range of software/hardware and, as such, will support customer and partner needs to mix and match different vendor products into a comprehensive solution that meets specific requirements.

**4. Q: When is the transaction expected to close?**

A: The transaction, which is subject to customary closing conditions and regulatory approvals, is anticipated to close on or before 30 September 2008. We will keep all stakeholders informed of new developments as they occur.

**5. Q: Who is Siemens AG?**

A: Siemens AG (Berlin and Munich) is a global powerhouse in electronics and electrical engineering, operating in the industry, energy and healthcare sectors. The company has around 400,000 employees (in continuing operations) working to develop and manufacture products, design and install complex systems and projects, and tailor a wide range of solutions for individual requirements. For over 160 years, Siemens has stood for technological excellence, innovation, quality, reliability and internationality. In fiscal 2007, Siemens had revenue of €72.4 billion and

income from continuing operations of €3.9 billion (IFRS). Further information is available on the Internet at: [www.siemens.com](http://www.siemens.com).

**6. Q: Who is The Gores Group, LLC?**

A: Founded in 1987, The Gores Group, LLC is a private equity firm focused on acquiring controlling interests in mature and growing businesses which can benefit from the firm's operating experience and flexible capital base. The firm combines the operational expertise and detailed due diligence capabilities of a strategic buyer with the seasoned M&A team of a traditional financial buyer. The Gores Group, LLC has become a leading investor having demonstrated over time a reliable track record of creating substantial value in its portfolio companies alongside management. The firm's current private equity fund has committed equity capital of \$1.3 billion. Headquartered in Los Angeles, California, The Gores Group, LLC maintains offices in Boulder, Colorado and London. For more information, please visit [www.gores.com](http://www.gores.com).

**7. Q: Who is Siemens Enterprise Communications?**

A: Siemens Enterprise Communications GmbH & Co. KG is one of the world's leading suppliers of Unified Communications technologies. The company's unique Open Communications approach to providing software, solutions and services for enterprises of all sizes enables business processes to be more productive, faster and more secure - with any device, network or information technology infrastructure. The company is a wholly owned subsidiary of Siemens AG with global headquarters in Munich. For more information about Siemens Enterprise Communications GmbH & Co. KG, visit: [www.siemens.com/open](http://www.siemens.com/open).

**8. Q: Who is Enterasys?**

A: Enterasys is owned by a private investor group led by The Gores Group, LLC and Tennenbaum Capital Partners, LLC. Enterasys delivers Secure Networks™ that ensure the confidentiality, integrity, and availability of IT services and the business users that rely on them – without sacrificing performance. Thousands of enterprises, government agencies and educational institutions in more than 70 countries worldwide rely on its convergence, compliance and connectivity solutions to deliver business-oriented, identity-based visibility and control of individual user and application priority and security. The company's culture is centered on the principle, "There is nothing more important than our customers." Enterasys' standards-based, open-architecture approach to network security offers a long technology lifecycle and significant operational and business benefits, while reducing total cost of ownership. Information about Enterasys' award winning, policy-enabled switches, routers, wireless products, security software and services is available at [www.enterasys.com](http://www.enterasys.com).

**9. Q: Who is SER Solutions, Inc.?**

A: SER provides unified contact center solutions that enable organizations to gain valuable knowledge from their customer interactions to improve operational and agent performance, deliver superior service and increase customer loyalty and retention. SER's solutions support customer service, help desk, sales, and technical assistance as well as the ability to execute effective telemarketing, collections, market research, fundraising and proactive customer care programs. A leader in the contact center industry for nearly 3 decades and highly ranked for customer satisfaction, SER services renowned global clients within banking, insurance, telecommunications, media & healthcare, with 10 out of the top 15 outsourcers relying on SER technology. The company,

an affiliate of The Gores Group, LLC, is headquartered in Dulles, Virginia with operations in North America and Europe. Additional information about SER is available at [www.ser.com](http://www.ser.com).

**10. Q: How will the joint venture be branded?**

A: This information will be provided after the close of the transaction. The joint venture will be very solidly financed and entitled to continue using the Siemens brand – one of the Top 50 brands in the world.

**11. Q: How will the products be branded?**

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**12. Q: Does Gores have previous experience operating European organizations?**

A: Yes. Most of the Gores portfolio companies have worldwide operations. Specific to Germany, Gores acquired VincoTech from Tyco. Other European-based transaction examples are Anker Systems in the UK, Inmac in France, Real Software in Belgium, and Sagem in France. Sagem in France is a specific example of Gores' experience with European labor co-determination practices.

**13. Q: Does Gores have previous experience in the telecommunications industry?**

A: Yes. Gores portfolio companies innovate and operate within the telecommunications sectors for both IP-based and traditional TDM-based voice communications across wired, wireless, broadband and satellite infrastructure. Examples include:

- Enterasys for IP-based voice security
- First Communications for CLEC services
- Gilat for satellite communications services
- Global Tel\*Link for correctional facility communications
- Intelliverse for IP-telephony, IVR and Unified Messaging as a service
- Quortech for public access telephone infrastructure
- Sagem for broadband and mobile communications infrastructure
- SER for unified contact centers

**14. Q: Are there any overlapping technology concerns in the joint venture?**

A: Enterasys, SER and Siemens Enterprise Communications are an outstanding strategic fit of data, contact center and voice technologies which accelerate the joint venture strategy to create a clear alternative in the enterprise networking and communications industry. This combination will leverage the core competencies of respected industry leaders to strengthen the technological and financial foundation for delivering tangible customer value faster, better and more cost-effectively.

**15. Q: Are there any technology integration plans and associated timeframes?**

A: There is no need to wait. Enterasys, SER and Siemens Enterprise Communications already co-exist in many customer environments. We expect customers will be able to extend their existing investment in one to the other. While we will explore synergistic opportunities after the transaction closes to build a more powerful joint solution set - it is also an important reminder that each product

is well respected for its individual voice, contact center, data and security capabilities. The joint venture is committed to preserving the financial and knowledge investments customers and partners have made in our solutions. Note that Enterasys Secure Networks and Siemens voice solutions have been integrated with each other for over a decade, and our latest technology collaboration was demonstrated at CeBIT 2008 where Enterasys Network Access Control (NAC) and the Siemens HiPath real-time IP system showed identity-based and location-based services. After the close of the transaction, the joint venture will share more detailed technology roadmap information.

**16. Q: What changes should be expected by customers?**

A: In the near term, Enterasys, SER and Siemens Enterprise Communications will continue to operate in a business as usual manner. Therefore, expect no changes to the engineering, professional services, sales, solution engineering, support and training resources you work with every day. No changes are anticipated to the development, support, marketing or selling of particular products. The joint venture remains committed to investing in research and development to deliver new products – and will have the necessary financial foundation and commitment to investment required. Service, maintenance and support contract terms remain unchanged.

**17. Q: What changes should be expected by partners?**

A: In the near term, technology partners and channel partners of Enterasys, SER and Siemens Enterprise Communications should expect no changes as the three companies will continue to operate in a business as usual manner between announcement and close of the transaction. We will be working through the details over the coming months on how best to leverage this unique opportunity to the benefit of customers, partners and employees. We will communicate as openly and as frequently as possible as new information becomes available.

**18. Q: What changes should be expected by employees?**

A: In the near term, employees of Enterasys, SER and Siemens Enterprise Communications should expect no changes. More information will be made available after the close of the transaction. We will be working through the details over the coming months on how best to leverage this unique opportunity to the benefit of customers, partners and employees. We will communicate as openly and as frequently as possible as new information becomes available. Gores is very excited about working with the current management team and employees already in place to grow the joint venture and further enhance the business by doing whatever it takes to achieve successful execution in the eyes of the customers, partners and other industry stakeholders.