

**TIBCO Software Inc.**  
Pro Forma Statements of Operations  
Impact of Pro Forma Adjustments on Reported Net Loss  
*(unaudited, in thousands, except per share data)*

	Three Months Ended February 28, 2003		
	As Reported	Adjustments*	As Adjusted
Revenue	\$ 63,653	\$ -	\$ 63,653
Cost of revenue	13,689	(54)	13,635
Gross profit	<u>49,964</u>	<u>54</u>	<u>50,018</u>
Operating expenses:			
Research and development	17,503	(227)	17,276
Sales and marketing	26,886	(37)	26,849
General and administrative	5,064	(39)	5,025
Restructuring charges	1,100	(1,100)	-
Amortization of intangibles	1,691	(1,691)	-
Total operating expenses	<u>52,244</u>	<u>(3,094)</u>	<u>49,150</u>
Income (loss) from operations	(2,280)	3,148	868
Interest and other income, net	5,103	-	5,103
Income before taxes	<u>2,823</u>	<u>3,148</u>	<u>5,971</u>
Provision for income taxes (1)	1,162	1,107	2,269
Net income	<u>\$ 1,661</u>	<u>\$ 2,041</u>	<u>\$ 3,702</u>
Net income per share - basic	<u>\$ 0.01</u>		<u>\$ 0.02</u>
Basic shares outstanding	<u>210,224</u>		<u>210,224</u>
Net income per share - diluted	<u>\$ 0.01</u>		<u>\$ 0.02</u>
Diluted shares outstanding	<u>218,809</u>		<u>218,809</u>

\* The following table summarizes the adjustments for the respective periods

	Three Months Ended February 28, 2003
Net income, as reported	<u>\$ 1,661</u>
Stock-based compensation charges	357
Amortization of intangibles	1,691
Restructuring charges	1,100
Provision for income taxes (1)	(1,107)
Net income, as adjusted	<u>\$ 3,702</u>

(1) The projected pro forma effective tax rate for 2003 of 38% has been used to adjust the provision for income taxes for pro forma purposes.

The pro forma information is not in accordance with GAAP and is presented to enhance the understanding of the results of operations.

## TIBCO Software Inc.

Balance Sheets  
(unaudited, in thousands)

	February 28, 2003	November 30, 2002
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 110,221	\$ 57,229
Short-term investments	542,416	580,624
Accounts receivable, net	36,052	59,795
Accounts receivable from related parties	5,548	1,483
Other current assets	12,795	14,462
Total current assets	<u>707,032</u>	<u>713,593</u>
Property and equipment, net	51,531	54,827
Other assets	8,925	8,348
Goodwill	103,183	101,994
Acquired intangibles, net	12,947	15,826
Total assets	<u>\$ 883,618</u>	<u>\$ 894,588</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Accounts payable	\$ 4,830	\$ 5,242
Amounts due related parties	376	1,846
Accrued liabilities	32,686	41,681
Accrued excess facilities costs	49,143	51,311
Deferred revenue	46,337	49,781
Total liabilities	<u>133,372</u>	<u>149,861</u>
Stockholders' equity:		
Common stock	212	210
Additional paid-in capital	915,647	912,821
Unearned stock-based compensation	(939)	(1,333)
Accumulated other comprehensive income	3,533	2,897
Accumulated deficit	(168,207)	(169,868)
Total stockholders' equity	<u>750,246</u>	<u>744,727</u>
Total liabilities and stockholders' equity	<u>\$ 883,618</u>	<u>\$ 894,588</u>

**TIBCO Software Inc.**  
**Statements of Operations**  
*(unaudited, in thousands, except per share data)*

	Three Months Ended <u>February 28, 2002</u>	Three Months Ended <u>February 28, 2003</u>
License Revenue:		
Non-related parties	\$ 43,066	\$ 24,785
Related parties	3,800	10,190
Total license revenue	<u>46,866</u>	<u>34,975</u>
Service and maintenance revenue:		
Non-related parties	23,908	24,908
Related parties	3,259	3,223
Billed expenses	649	547
Total service and maintenance revenue	<u>27,816</u>	<u>28,678</u>
Total revenue	<u>74,682</u>	<u>63,653</u>
Cost of revenue:		
Stock-based compensation	153	54
Other cost of revenue non-related parties	14,552	13,232
Other cost of revenue related parties	1,003	403
Gross Profit	<u>58,974</u>	<u>49,964</u>
Operating expenses:		
Research and development		
Stock-based compensation	451	227
Other research and development	16,308	17,276
Sales and marketing		
Stock-based compensation	289	37
Other sales and marketing	31,022	26,849
General and administrative		
Stock-based compensation	579	39
Other general and administrative	4,796	5,025
Restructuring charges	-	1,100
Amortization of intangibles	5,854	1,691
Total operating expenses	<u>59,299</u>	<u>52,244</u>
Loss from operations	(325)	(2,280)
Interest and other income, net	6,127	4,641
Realized gain on investments	2,039	462
Net income before income taxes	<u>7,841</u>	<u>2,823</u>
Provision for income taxes	4,410	1,162
Net income	<u>\$ 3,431</u>	<u>\$ 1,661</u>
Net income per share - basic	<u>\$ 0.02</u>	<u>\$ 0.01</u>
Shares used to compute net income per share - basic	<u>201,144</u>	<u>210,224</u>
Net income per share - diluted	<u>\$ 0.02</u>	<u>\$ 0.01</u>
Shares used to compute net income per share - diluted	<u>217,520</u>	<u>218,809</u>