

**COMPLETE AND RETURN THIS FORM ONLY IF YOU HAVE CHANGED YOUR MIND
AND YOU DO NOT WANT TO EXCHANGE YOUR OPTIONS**

**INTRAWARE, INC.
OFFER TO EXCHANGE OPTIONS**

WITHDRAWAL FORM

You previously received (1) a copy of the Offer to Exchange Certain Outstanding Options for Restricted Stock Units (the "Offer to Exchange"); (2) the letter from Wendy Nieto, dated March 12, 2007; (3) an election form; and (4) this withdrawal form. You signed and returned the election form, in which you elected to ACCEPT Intraware's offer to exchange all of your eligible options. You should submit this form only if you now wish to change that election and REJECT Intraware's offer to exchange your eligible options.

If you withdraw from this offer, you must deliver the completed withdrawal form by facsimile, e-mail, portable document format (PDF) or by hand delivery before 5:00 p.m., Pacific Time, on April 9, 2007 to:

Melinda Ericks
mericks@intraware.com
Fax: (925) 253-4518

You should note that if you withdraw your acceptance of the offer, you will not receive any restricted stock units pursuant to the offer in replacement for the withdrawn options. You will keep all of the options that you withdraw. These options will continue to be governed by the Intraware, Inc. 1996 Stock Option Plan, and by the existing option agreements between you and Intraware.

You may change this withdrawal, and again elect to exchange all eligible options by submitting a new election form by 5:00 p.m., Pacific Time, on April 9, 2007.

I wish to withdraw my election to exchange options and instead REJECT the offer to exchange options. I do not wish to exchange any options.

Please sign this withdrawal form and print your name exactly as it appears on the election form.

Employee Signature

Employee Name (Please print)

Date and Time

E-mail Address

**RETURN TO MELINDA ERICKS NO LATER THAN 5:00 P.M., PACIFIC TIME, ON
APRIL 9, 2007**

**INTRAWARE, INC.
OFFER TO EXCHANGE OPTIONS**

INSTRUCTIONS TO THE WITHDRAWAL FORM

FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. Delivery of Withdrawal Form.

A properly completed and executed original of this withdrawal form by facsimile, e-mail, portable document format (PDF) or by hand delivery by 5:00 p.m., Pacific Time, on April 9, 2007 to:

Melinda Ericks
mericks@intraware.com
Fax: (925) 253-4518

Only responses that are complete, signed and actually received by Melinda Ericks by the deadline will be accepted. Responses submitted by any other means, including interoffice or United States mail or other post and overnight carrier are not permitted.

The delivery of all required documents, including withdrawal forms, is at your risk. Delivery will be deemed made only when actually received by Intraware. In all cases, you should allow sufficient time to ensure timely delivery. We intend to confirm the receipt of your withdrawal form by e-mail within two (2) United States business days. If you have not received such an e-mail confirmation, it is your responsibility to ensure that your withdrawal form has been received by April 9, 2007. Only responses that are complete, signed and actually received by Melinda Ericks by the deadline will be accepted. Responses submitted by any other means, including interoffice or United States mail or other post and overnight carrier are not permitted.

Although by submitting a withdrawal form you have withdrawn all of your previously tendered options from the offer, you may change your mind and re-elect to exchange all of the withdrawn options until the expiration of the offer. You should note that you may not rescind any withdrawal and any eligible options withdrawn will be deemed not properly tendered for purposes of the offer, unless you properly re-elect to exchange those options before the expiration date. Tenders to re-elect to exchange options may be made at any time before the expiration date. If Intraware extends the offer beyond that time, you may re-tender your options at any time until the extended expiration of the offer. To re-elect to tender the withdrawn options, you must deliver a later dated and signed election form, while you still have the right to participate in the offer. Your options will not be properly tendered for purposes of the offer unless the withdrawn options are properly re-tendered before the expiration date by delivery of the new election form following the procedures described in the instructions to the election form. This new election form must be signed and dated after your original election form and any withdrawal form you have submitted. Upon the receipt of such a new, properly filled out, signed and dated election form, any previously submitted election form or withdrawal form will be disregarded and will be considered replaced in full by the new election form. You will be bound by the last properly submitted election or withdrawal form received by us prior to the expiration date.

Although it is our intent to send you an e-mail confirmation of receipt of this withdrawal form, by signing this withdrawal form, you waive any right to receive any notice of the withdrawal of the tender of your options.

2. Signatures on this Withdrawal Form.

If this withdrawal form is signed by the holder of the options, the signature must correspond with the name as written on the face of the option agreement or agreements to which the options are subject without alteration, enlargement or any change whatsoever. If your name has been legally changed since your option agreement was signed, please submit proof of the legal name change.

If this withdrawal form is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, that person should so indicate when signing, and proper evidence satisfactory to Intraware of the authority of that person so to act must be submitted with this withdrawal form.

3. Other Information on this Withdrawal Form.

In addition to signing this withdrawal form, you must print your name and indicate the date and time at which you signed. You must also include a current e-mail address.

4. Requests for Assistance or Additional Copies.

Any questions or requests for assistance, as well as requests for additional copies of the Offer to Exchange, the election form or this withdrawal form may be directed to Paul Warenski, our Senior Vice President and General Counsel at (925) 253-4515. Copies will be furnished promptly at Intraware's expense.

5. Irregularities.

We will determine, in our discretion, all questions as to the form of documents and the validity, form, eligibility, including time of receipt, and acceptance of any withdrawal forms. Our determination of these matters will be final and binding on all parties. We reserve the right to reject any withdrawal forms that we determine are not in appropriate form or that we determine are unlawful to accept. We also reserve the right to waive any of the conditions of the offer or any defect or irregularity in any withdrawal form or for any particular option holder, provided that if we grant any such waiver, it will be granted with respect to all option holders and tendered options. No withdrawal of options will be deemed to have been properly made until all defects or irregularities have been cured by the withdrawing option holder or waived by us. Neither we nor any other person is obligated to give notice of any defects or irregularities in tenders, nor will anyone incur any liability for failure to give any notice. This is a one-time offer, and we will strictly enforce the election period, subject only to an extension that we may grant in our discretion.

Important: The withdrawal form (or an acceptable copy of it) together with all other required documents must be received by Melinda Ericks, on or before 5:00 p.m., Pacific Time, on April 9, 2007.

6. Additional Documents to Read.

You should be sure to read the Offer to Exchange, all documents referenced therein, and the letter from Wendy Nieto dated March 12, 2007, before making any decisions regarding participation in, or withdrawal from, the offer.

7. Important Tax Information.

You should refer to Section 14 of the Offer to Exchange, which contains important federal income tax information. We also recommend that you consult with your personal advisors before deciding whether or not to participate in this offer.