

3175909

AUTONOMY CORPORATION PLC
Results of Annual General Meeting
(Incorporated and registered in England and Wales with number 3175909)

The Annual General Meeting of Autonomy Corporation plc (the "Company") held at Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ on 18 April 2007 at 1 00pm The following resolutions were put to the meeting and approved

Resolution 1 To receive and approve the Directors' and Auditors' Reports and the Statement of Accounts for the year ended 31 December 2006 and to note that the Directors do not recommend the payment of any dividend for the year ended on that date

Resolution 2 To approve the report of the Remuneration Committee included in the Directors' and Auditors' Reports and the Statement of Accounts for the year ended 31 December 2006

Resolution 3 To re-elect Dr Michael Lynch as a Director of the Company

Resolution 4 To re-elect Sushovan Hussain as a Director of the Company

Resolution 5 To re-elect John McMonigall as a Director of the Company

Resolution 6 To re-appoint Deloitte & Touche LLP as independent auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts of the Company are laid

Resolution 7 To authorise the Directors of the Company to determine the auditors' remuneration for the ensuing year

Resolution 8 To authorise the directors of the Company generally and unconditionally pursuant to section 80 of the Companies Act 1985 (the "Act") (in substitution for all other existing authorities pursuant to section 80 of the Act to the extent not utilised at the date this Resolution is passed) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) provided that this authority shall be limited to the allotment of relevant securities of the Company up to an aggregate nominal amount of £45,631 91 (representing one third of the authorised but unissued ordinary share capital of the Company, on a fully diluted basis, as at 28 February 2007), such authority (unless previously revoked, varied or renewed) to expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the Annual General Meeting of the Company to be held in 2008 provided that the Company may prior to such expiry make any offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities pursuant to any such offer, agreement or other arrangement as if the authority conferred hereby had not expired

Resolution 9 Subject to the passing of Resolution 12, that upon the recommendation of the Directors, and subject to such conditions as the Directors shall see fit, the Directors be and are hereby authorized to pay a dividend in specie of such amount as they shall recommend, including authorizing such dividend to be satisfied by the transfer of shares, credited as fully paid, in a third company to shareholders on the register of the Company on the record date set by the Directors (or a duly authorized committee of them)

Resolution 10 Subject to the passing of Resolution 8 above, that the directors of the Company be and are hereby empowered to allot equity securities (as defined in section 94(2) to section 94(3A) of the Act) of the Company (in substitution for all other authorities pursuant to section 95 of the Act to the extent not utilised at the date this Resolution is passed) for cash pursuant to the authority conferred by Resolution 8 above as if section 89(1) of the Act or any pre-emption provisions contained in the Company's articles of association (the "Articles") did not apply to any such allotment, provided that this power shall be limited to

- (i) any allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of equity securities in proportion (as nearly as practicable) to their then holdings of such securities but subject to such exclusions or other arrangements as the



directors of the Company may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever, and

- (ii) any other allotment (otherwise than pursuant to sub-paragraph (i) of this Resolution) of equity securities up to an aggregate nominal amount of £31,552 14 (representing approximately 5% of the issued ordinary share capital as at 28 February 2007),

such power (unless previously revoked, varied or renewed) to expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the Annual General Meeting of the Company to be held in 2008, provided that the Company may prior to such expiry make any offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer, agreement or other arrangement as if the power hereby conferred had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94 (3A) of the Act as if in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 8 above" were omitted

Resolution 11 That the Company be generally and unconditionally authorised for the purpose of section 164 of the Companies Act 1985 to purchase ordinary shares in the capital of the Company by way of market purchases (within the meaning of section 163(3) of that Act) on such terms and in such manner as the Directors of the Company determine, provided that

- (a) the maximum number of shares which may be purchased pursuant to this authority is 28,207,611 (representing approximately 14.9% of the issued share capital of the Company on 28 February 2007, the latest practicable date before printing this document),
- (b) the minimum price, exclusive of expenses, which may be paid for each ordinary share is 1/3p,
- (c) the maximum price, exclusive of any expenses, which may be paid for any ordinary shares is an amount equal to 105% of the average of the middle-market quotations for the ordinary shares taken from the UK Listing Authority's Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased, and
- (d) such power (unless previously revoked, varied or renewed) shall expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the Annual General Meeting of the Company to be held in 2008, provided that any contract for the purchase of any such shares which is concluded before the expiry of the authority may be executed wholly or partly after the authority expires and that all shares so purchased pursuant to the authority shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued (but not authorised) share capital shall be reduced by the nominal amount of the shares so purchased

Resolution 12 That article 164 of the Company's Articles of Association be amended by

- (a) the replacement of the words "specific assets" in the second line with the words "such assets as the Directors may determine", and
- (b) the deletion of the word "specific" in the ninth line

Resolution 13 That the Company may send or supply documents or information to members by making them available on a website, or by other electronic means



Chairman