

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 27 March 2009 at 4.30pm. The following resolutions were put to the meeting and approved:

Resolution 1. To receive and adopt the accounts of the Company for the financial year ended 31 December 2008 together with the directors' report, the directors' remuneration report and the auditors' report on those accounts and the auditable part of the remuneration report.

Resolution 2. To approve the directors' remuneration report included in the Annual Report and Accounts for the year ended 31 December 2008.

Resolution 3. To re-elect Richard Gaunt as a director of the Company.

Resolution 4. To re-elect Richard Perle 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 LLP as auditors of the Company in accordance with section 489 of the Companies Act 2006 (the "2006 Act") 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):

- (a) up to an aggregate nominal amount of £264,606.05; and
- (b) in addition to the authority in paragraph (a) of this resolution, up to an aggregate nominal amount of £264,606.05 in connection with any fully pre-emptive rights issue (as defined in the listing rules published by the Financial Services Authority pursuant to Part VI of the Financial Services and Markets Act 2000 ("FSMA")) to holders of equity securities (as defined in section 94 of the Act), in proportion to their respective entitlements to such equity 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, provided that this authority shall (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 2010 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.



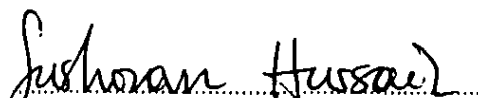
- (c) the maximum price, exclusive of any expenses, which may be paid for any ordinary share is an amount equal to 105% of the average of the middle-market closing quotations for an ordinary share taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase; 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 2010, provided that the Company may make a contract or contracts to purchase shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the authority expires and may make a purchase of shares in pursuance of any such contract or contracts.

Resolution 12. That with effect from 0.01 a.m. on 1 October 2009, the Articles be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Articles.

Resolution 13. That the Company may hold general meetings of shareholders (other than annual general meetings) at not less than 14 clear days' notice, provided that this power 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 2010.

Resolution 14. That the Articles be amended as follows:

- (a) Article 68 be replaced by the following: "An Annual General Meeting shall be called by at least 21 days' notice in writing, and any other General Meeting shall be called by at least 14 days' notice in writing, such notice to be given in accordance with Articles 171 to 181."; and
- (b) a new Article 135A be inserted as follows: "Where a situation arises where a Director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, this situation may be authorised by a resolution of the other Directors in accordance with section 175(5) of the Companies Act 2006. The Director concerned (and any other interested Director) may not be counted in the quorum at the meeting at which the matter is considered and may not vote on the matter."


Chairman

AUTONOMY CORPORATION PLC
(Incorporated and registered in England and Wales with number 3175909)

Minutes of the Annual General Meeting of Autonomy Corporation plc (the "Company") held at the Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ on 27 March 2009 at 4.30pm. The Chairman noted that a quorum was present and took the Notice convening the Annual General Meeting as read.

The following resolutions were then passed:

Resolution 1. To receive and adopt the accounts of the Company for the financial year ended 31 December 2008 together with the directors' report, the directors' remuneration report and the auditors' report on those accounts and the auditable part of the remuneration report.

Resolution 2. To approve the directors' remuneration report included in the Annual Report and Accounts for the year ended 31 December 2008.

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Resolution 6. To re-appoint Deloitte LLP as auditors of the Company in accordance with section 489 of the Companies Act 2006 (the "2006 Act") 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):

- (a) up to an aggregate nominal amount of £264,606.05; and
- (b) in addition to the authority in paragraph (a) of this resolution, up to an aggregate nominal amount of £264,606.05 in connection with any fully pre-emptive rights issue (as defined in the listing rules published by the Financial Services Authority pursuant to Part VI of the Financial Services and Markets Act 2000 ("FSMA")) to holders of equity securities (as defined in section 94 of the Act), in proportion to their respective entitlements to such equity 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, provided that this authority shall (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 2010 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. That with effect from 00.01 a.m. on 1 October 2009, all provisions in the memorandum and articles of association of the Company as to the amount of the Company's authorised share capital or setting the maximum amount of shares which may be allotted by the Company shall be revoked and be of no further force or effect.

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:

- (a) pursuant to the authority conferred by Resolution 8(a) 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 £39,690.91; and
- (b) pursuant to the authority conferred by Resolution 8(b) above as if section 89(1) of the Act or any pre-emption provisions contained in the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with any fully pre-emptive rights issue (as defined in the listing rules published by the Financial Services Authority pursuant to Part VI of FSMA) to holders of equity securities (as defined in section 94 of the Act), in proportion to their respective entitlements to such equity 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,

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 2010, 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.

Resolution 11. That the Company be generally and unconditionally authorised for the purpose of section 166 of the Act 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 the London Stock Exchange plc on such terms and in such manner as the directors of the Company determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased pursuant to this authority is 35,483,671 (representing approximately 14.9% of the issued share capital of the Company on 27 February 2009, 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 share is an amount equal to 105% of the average of the middle-market closing quotations for an ordinary share taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase; 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 2010, provided that the Company may make a contract or contracts to purchase shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the authority expires and may make a purchase of shares in pursuance of any such contract or contracts.

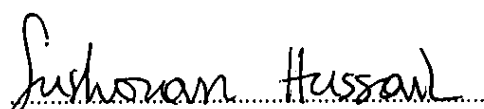
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There being no further business, the Chairman declared the meeting to be concluded.


Chairman