

Registered Number: 3175909

SPECIAL RESOLUTIONS
OF
AUTONOMY CORPORATION PLC
(the "Company")

PASSED 2 DECEMBER 2002

At an extraordinary general meeting of the above named Company duly convened and held on 2 December 2002 the following special resolutions were passed:

Resolution 1. That the share premium account of the Company be reduced by £32,250,000 (approximately US\$50,000,000).

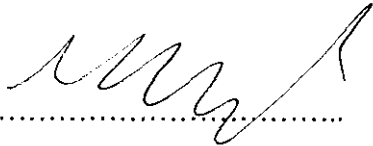
Resolution 2. That the Company be generally and unconditionally authorised for the purpose of section 164 of the Companies Act 1985 to purchase ordinary shares in the capital of the Company by way of market purchases (within the meaning of section 163(3) of that Act) on such terms and in such manner as the Directors of the Company determine, provided that:

- (a) the maximum number of shares which may be purchased pursuant to this authority is 12.5 million;
- (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 authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or the date which falls 15 months from the date of passing of this resolution whichever is the

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earlier, 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.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

Chairman