

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS THE RESOLUTIONS TO BE VOTED ON AT THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 27 MARCH 2009.

When considering what action you should take, you are recommended immediately to consult a stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Autonomy Corporation plc (the "Company") please forward this document together with the enclosed form of proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

Please see the attached explanatory notes for further details on the resolutions to be proposed at the Annual General Meeting.



Autonomy Corporation plc

(Incorporated and registered in England and Wales with no 3175909)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Autonomy Corporation plc will be held at the offices of the Company at Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ on 27 March 2009 at 4:30 p.m. (London time) to consider and, if thought fit, to pass Resolutions 1 to 9 as ordinary resolutions of the Company and Resolutions 10 to 14 as special resolutions.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

Resolutions are set forth on the following pages.

Ordinary Resolutions

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,

Ordinary Resolutions (continued)

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.

Special Resolutions

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.

Special Resolutions (continued)

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.

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

Special Resolutions (continued)

- (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."

By order of the Board

A handwritten signature in blue ink, appearing to read 'A Kanter', with a long horizontal flourish extending to the right.

Andrew Kanter, Company Secretary

Registered Office

Cambridge Business Park

Cowley Road

Cambridge, CB4 0WZ

27 February 2009

Recommendation

Your directors consider that the proposals set before the meeting are in the best interests of the Company and its shareholders in general. They therefore recommend that you vote in favour of all of the resolutions set out above as they intend to do in respect of their own beneficial holdings.

Explanatory notes

Annual Report and Accounts (Resolution 1)

The directors of the Company are required by the Companies Act 2006 to lay the accounts of the Company for the financial year ended 31 December 2008, the report of the directors and the report of the auditors of the Company on those accounts and that part of the directors' remuneration report which is required to be audited before the shareholders at this Annual General Meeting. The Company is also required to specifically lay the report of the Remuneration Committee included in the accounts before the shareholders at this Annual General Meeting.

Remuneration Report (Resolution 2)

In accordance with the Companies Act 2006 shareholders are invited to approve the directors remuneration report set out in the Annual Report and Accounts for 2008. The directors' remuneration report includes details of the remuneration paid to directors and the Company's remuneration policy for its directors. In accordance with section 439(5) of the Companies Act 2006, no entitlement of any person to remuneration is conditional on the passing of this resolution.

Re-election of directors (Resolutions 3, 4 and 5)

The Company's Articles of Association require at least one third of the directors to be subject to re-election at each Annual General Meeting. Resolutions 3 and 4 deal with this re-election. The Combined Code on Corporate Governance recommends that directors serving for more than ten years be subject to annual re-election. Resolution 5 deals with this re-election. Biographies and contractual details for each director standing for re-election are contained in the Company's Annual Report and Accounts for 2008. The entire board of directors believes that all of these individuals have provided superb service to the Company well beyond their contractual remit and therefore should be re-elected. Each of their performance continues to be effective and they demonstrate exemplary commitment to the roles.

Re-appointment of auditors (Resolution 6)

The Company is required to appoint auditors at each general meeting at which accounts are laid, such auditors to hold office until the next such meeting. Resolution 6 proposes the re-appointment of Deloitte LLP as auditors of the Company.

Remuneration of auditors (Resolution 7)

Resolution 7 authorises the directors to determine the auditors' remuneration for the ensuing year.

Authority to allot ordinary shares (Resolution 8)

Paragraph (a) of Resolution 8 authorises the directors to allot generally relevant securities up to a maximum nominal value of £264,606.05 (representing one third of the issued share capital of the Company as at 27 February 2009). Paragraph (b) of Resolution 8 authorises the directors to allot, in addition to the relevant securities referred to in (a), up to a further nominal amount of £264,606.05 in connection with a pre-emptive offer to existing shareholders by way of rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This is in accordance with the most recent guidance on directors' powers to allot shares published by the Association of British Insurers on 31 December 2008.

This authority will expire on the earlier of 15 months after the passing of the Resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2010. The Company holds no treasury shares as at 27 February 2009. The directors have no current plans to utilise this authority. It is the directors' intention to seek renewal of this authority annually.

Explanatory notes (continued)

Authorised Share Capital (Resolution 9)

Under the Companies Act 2006, the requirement for a company to have an authorised share capital is abolished from 1 October 2009. However, under the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, on this date any existing provisions in the Company's memorandum of association are treated as being part of the Company's articles. In order to allow the Company to take advantage of the removal of the requirement for an authorised share capital, Resolution 9 asks shareholders to consent to the removal of this provision as required by the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008. The allotment of shares by the board will remain subject to the authorities granted under Resolution 8 (and/or any subsequent authority).

*Resolutions 1-9 above will be proposed as ordinary resolutions.
More than 50% of the votes cast must support these resolutions.*

Authority to allot ordinary shares for cash (Resolution 10)

Under section 89 of the Companies Act 1985, if the directors wish to allot any of the unissued ordinary shares for cash they must in the first instance offer them to existing ordinary shareholders in proportion to their ordinary shareholding. There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing ordinary shareholders.

Resolution 10 imposes a limit of approximately 5% of the issued ordinary share capital as at 27 February 2009 on the issue of new shares and the sale of any treasury shares without first offering them to existing ordinary shareholders. Resolution 10 also seeks a disapplication of the pre-emption rights on a rights issue (or other pre-emptive type issue) so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas ordinary shareholders. In order to comply with the most recent guidance on directors' powers to allot shares published by the Association of British Insurers on 31 December 2008, the resolution in paragraph (a)(i) contemplates placings subject to clawback, but the resolution in paragraph (b) contemplates fully pre-emptive rights issues when there is a tradeable nil paid right. This authority will expire on the earlier of 15 months after the passing of the Resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2010.

The directors have no present intention of using the authority proposed to be granted by Resolution 10.

Authority to purchase Company's own shares (Resolution 11)

In certain circumstances subject to the provisions of the Companies Act 1985 and the Companies Act 2006, it may be advantageous for the Company to purchase its own shares and Resolution 11 seeks authority from the shareholders to do so up to a limit of approximately 14.9% of the issued share capital. The directors intend to seek renewal of these powers at subsequent Annual General Meetings. The directors intend to exercise this power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account before deciding upon this course of action. Any shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced.

During 2008 the Company did not conduct any share repurchases. In total, the company has purchased for cancellation 20,997,824 shares, representing approximately 9.73% of the company's total issued share capital at 31 December 2008, at an average price of £1.65 per share, for aggregate consideration of £34.4 million.

As at 27 February 2009, there are outstanding options to subscribe for 6.8 million new ordinary shares, representing approximately 2.84% of the issued ordinary share capital of the Company. As at 27 February 2009 there are no warrants to subscribe for equity shares outstanding. If the proposed authority to purchase its own shares is fully exercised by the Company and all shares purchased by the Company are cancelled, the outstanding options will represent approximately 3.12% of the issued ordinary share capital of the Company.

Explanatory notes (continued)

Removal of provisions from Memorandum of Association (Resolution 12)

Under the Companies Act 2006, the requirement for the Company to have provisions in its memorandum of association setting out the objects of the Company is abolished from 1 October 2009. However, under the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, on this date any existing provisions in the Company's memorandum of association are treated as being part of the Company's articles. In order to allow the Company to take advantage of the removal of the requirement for an objects clause, Resolution 12 asks shareholders to consent to the removal of this provision as required by the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008.

Notice of General Meetings (Resolution 13)

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. Subject to the approval of Resolution 13, the Company will be able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 13 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

Amendments to Articles of Association (Resolution 14)

This resolution is proposed to amend the Articles of Association to reflect changes to company legislation as a result of the implementation of the Companies Act 2006.

Under the Companies Act 2006, a general meeting other than an annual general meeting can be convened on 14 days' notice whereas previously 21 days notice was required, and the amendment in paragraph (a) allows the Company to take advantage of this change.

The Companies Act 2006 sets out Directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a Director becomes a Director of another company or a trustee of another organisation. The Companies Act 2006 allows Directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with Directors' conflicts of interest to avoid a breach of duty. The amendment in paragraph (b) gives the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

Resolutions 10 to 14 above will be proposed as special resolutions.

At least 75% of the votes cast must support these resolutions in order for the resolutions to be passed.

Meeting and Voting Notes

Crest Voting

- (1) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Entitlement to attend and vote

- (2) Only those shareholders registered in the register of members of the Company as at 6.00 p.m. (London time) on 25 March 2009 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. (London time) on 25 March 2009 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Appointment of proxies

- (3) If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a personalised proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you do not have a personalised proxy form and believe that you should, please contact the Company's Registrars, Computershare Investor Services PLC, on 0870 889 3204 or at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
- (4) If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
- (5) A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (6) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. To request additional proxy forms, please contact the Company's Registrars, Computershare Investor Services PLC, on 0870 889 3204 or at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares a proxy appointment relates to or specifying a number of shares in excess of those held by the member will result in the proxy appointment being invalid.
- (7) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy

- (8) The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
 - received by Computershare Investor Services PLC no later than 4:30 p.m. on 25 March 2009.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

- (9) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Appointment of corporate representatives

- (10) In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the Annual General Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll these corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the Annual General Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

Changing proxy instructions

- (11) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- (12) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC no later than 4:30 p.m. on 25 March 2009.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

- (13) As at 6.00p.m. on 27 February 2009, the Company's issued share capital comprised 238,145,446 ordinary shares of 1/3p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00p.m. on 27 February 2009 is 238,145,446.

Nominated persons

- (14) If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person"):
- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the Annual General Meeting.
 - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Communication

- (15) Except as provided above, members who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted):
- calling our shareholder helpline on +44 1223 448 000, requesting Investor Relations; or
 - by email to investor_relations@autonomy.com.

You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
 - any related documents (including the CEO's letter and proxy form),
- to communicate with the Company for any purposes other than those expressly stated.

Documents on display

- (16) The following documents are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of the Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of the Annual General Meeting, be available for inspection at the meeting from 12:45 p.m. until the conclusion of the meeting:
- the register of interests of each director and his family in the share capital of the Company;
 - copies of all service agreements and letters of engagement between the directors of the Company and the Company or any of its subsidiaries; and
 - the Memorandum and Articles of Association of the Company.