



**AUTONOMY CORPORATION PLC ANNOUNCES RESULTS FOR
THE FIRST QUARTER ENDED MARCH 31, 2009**

Record Q1 results ahead of consensus, with strong organic growth; Highest Q1 revenues and profits in Autonomy's history; Revenues up 23%; Profit Before Tax (adjusted)* up 87% to \$58 million

Autonomy's first quarter conference call will be available live at www.autonomy.com on April 23, 2009, at 9:30 a.m. BST/4:30 a.m. EDT/1:30 a.m. PDT.

Cambridge, England – April 23, 2009 – Autonomy Corporation plc (LSE: AU. or AU.L), a global leader in infrastructure software, today reported financial results for the first quarter ended March 31, 2009.

Financial Highlights

	Three Months Ended	
	(unaudited)	
	March 31, 2009	March 31, 2008
	\$'000	\$'000
Results in US\$ (\$'000s except per share)		
Revenues	129,779	105,088
Gross profit (adjusted)*	116,990	93,464
Gross profit margin (adjusted)*	90%	89%
Profit from operations (adjusted)*	58,056	31,069
Profit before tax (adjusted)*	58,175	31,136
Net profit (adjusted)*	40,178	21,684
Gross profit (IFRS)	111,636	88,184
Gross profit margin (IFRS)	86%	84%
Profit from operations (IFRS)	50,299	24,236
Profit before tax (IFRS)	49,977	23,613
Net profit (IFRS)	34,516	16,445
EPS		
- basic (adjusted)*	\$ 0.17	\$ 0.10
- diluted (adjusted)*	\$ 0.17	\$ 0.10
- basic (IFRS)	\$ 0.15	\$ 0.08
- diluted (IFRS)	\$ 0.15	\$ 0.08

* Adjusted results exclude the share of loss of associates, post-acquisition restructuring costs and non-cash charges, namely the amortization of purchased intangibles, share-based compensation and non-cash translational foreign exchange gains and losses and associated tax effects. See reconciliations on page 5.

First Quarter 2009 Highlights

- Announced and completed acquisition of Interwoven, Inc.
- Integration ahead of plan and synergies expected to be ahead of plan
- Record revenues, up 23% from Q1 2008 including strong organic growth and Interwoven stub period
- 24th consecutive quarter of year-on-year growth
- Profit before tax (IFRS) up 112% from Q1 2008 to \$50.0 million
- Net profit (IFRS) up 110% from Q1 2008 to \$34.5 million
- Operational gearing sees operating margins (adjusted) at 45%, from 30% in Q1 2008
- Average selling price for meaning-based computing at \$385,000 (Q1 2008: \$380,000)
- 12 OEM deals signed including new deals and extensions with Symantec, Proof Point and Verdasys
- Cash balance considerably higher than expected at \$132.3 million due to very strong pre-close collection
- Gross margins (adjusted) at 90%, up from 89% in Q1 2008

- Fully-diluted EPS (adjusted) up 71% from Q1 2008
- Blue chip first quarter wins include Telecom Italia, Play.com, NetApp, Society of Petroleum Engineers, Toyota, Barclaycard, MetLife, Oxford Press, Lockheed Martin, Genentech, Telmex, T-Mobile, Sky, Bank of America, Bank of Thailand, Deutsche Bank, CMS Cameron McKenna, Singapore Airlines, Lloyds TSB, JPMC and Nikon.
- DSOs stable at 88 days for Q1 2009
- Deferred revenue up 65%
- Cash flow from operations more than doubles, up 104% year-on-year (\$51.1 million in Q1 2009, up from \$25.1 million in Q1 2008)

Commenting on the results, Dr. Mike Lynch, Group CEO of Autonomy said today: "We are delighted to announce another set of record quarterly results, with profits doubling, seeing strength in all areas including strong organic growth and performance by Interwoven in line with expectations. Once again, top line revenues, operating profits, bottom line profit before tax and EPS are all up significantly, ahead of consensus expectations. Overall Q1 unfolded as expected with its usual seasonality, despite the uncertain economic environment and our announcement and completion of a major corporate transaction in the quarter."

Dr. Lynch continued: "Our pipeline remains strong and our backlog remains stable. We continue to innovate through R&D, an example of which is our ICE product which is targeted at compliance applications, such as protecting personal information in enterprises and call centres."

Dr. Lynch continued: "I am also pleased to report that the integration of Interwoven is progressing ahead of our plans and exceeding our expectations. We have made a number of key announcements in these areas over the past few weeks."

Dr. Lynch concluded, "Given the evolving situation in the markets, we remain cautiously optimistic, and given our strong organic growth we expect to be discussing with analysts upgrades to their 2009 models at our analyst conference call. We will continue to monitor the situation throughout Q2."

First Quarter Financial Highlights

Revenues for the first quarter of 2009 totalled \$129.8 million, up 23% from \$105.1 million for the first quarter of 2008 driven by strong organic growth and the contribution from Interwoven during the stub period between completion on March 17, 2009 and the end of the quarter. In the first quarter of 2009, Americas revenues of \$85.2 million represented 66% of total revenues and Rest of World revenues of \$44.6 million represented 34% of total revenues (see note 2). The quarter demonstrated its traditional seasonal effects in revenue, profitability and deferred revenue movements.

Gross profits (adjusted) for the first quarter of 2009 were \$117.0 million, up 25% from \$93.5 million in the first quarter of 2008. Gross margins (adjusted) were 90% in the first quarter of 2009, versus 89% in the first quarter of 2008. Gross profits (IFRS) for the first quarter of 2009 were \$111.6 million, up 27% from \$88.2 million in the first quarter of 2008. Gross margins (IFRS) for the first quarter of 2009 were 86%, compared to 84% in the first quarter of 2008.

Net profit (adjusted) for the first quarter of 2009 was \$40.2 million, or \$0.17 per diluted share, compared to net profit (adjusted) of \$21.7 million, or \$0.10 per diluted share, for the first quarter of 2008. Net profit (IFRS) for the first quarter of 2009 was \$34.5 million, or \$0.15 per diluted share, compared to net profit (IFRS) of \$16.4 million, or \$0.08 per diluted share, for the first quarter of 2008.

Under IAS 38 the company is required to capitalize certain aspects of its research and development activities. The amount of R&D that was capitalized in first quarter of 2009 was \$3.3 million. Q1 2009 R&D capitalization is offset by amortisation charges of \$1.8 million arising from historical R&D capitalization. This results in a net credit (before tax) in the quarter of \$1.5 million, and a net margin impact of 1%.

Cash balances were \$132.3 million at March 31, 2009, a decrease of \$66.9 million from the prior quarter as a result of the Interwoven acquisition. The aggregate Interwoven purchase price of approximately \$790 million (including exercised options) was funded through a placing of shares, raising net proceeds of \$308.5 million, a new loan facility of \$200 million, and the two companies' existing cash balances. Cash outflow to Interwoven shareholders was approximately \$600 million. At

March 31, 2009, the company had net debt of \$101.2 million. The remaining movements in cash flow during the quarter reflect a combination of strong cash generation from operating activities, proceeds from exercise of share options, instalment tax payments and payments in relation to purchases of property, plant and equipment.

Receivables at March 31, 2009, were \$164.3 million, compared to \$141.3 million for the prior quarter. Accounts receivable days sales outstanding – adjusting for Interwoven balances - were 88 days at March 31, 2009, compared to 84 days at December 31, 2008. Deferred revenues were \$163.7 million at March 31, 2009, compared with \$99.2 million at December 31, 2008.

The purchase price allocation for the Interwoven acquisition has not yet been finalized. A preliminary allocation of approximately \$550 million has been attributed to goodwill and approximately \$175 million to other intangible assets. During 2009 the formal valuation exercise will be completed and hence these balances remain subject to change.

Although IFRS disclosure provides investors and management with an overall view of Autonomy's financial performance, Autonomy believes that it is important for investors to also understand the performance of Autonomy's fundamental business without giving effect to certain specific, non-recurring and non-cash charges. Consequently, the non-IFRS (adjusted) results exclude share of loss of associates, post-acquisition restructuring costs and non-cash charges for the amortization of purchased intangibles, share-based compensation, foreign exchange gains and losses and associated tax effects. Management uses the adjusted results to assess the financial performance of Autonomy's operational business activities.

Q1 Product Sales

Autonomy's infrastructure technology has been adopted by enterprises to process information across all internal and external data formats and sources. During the first quarter of 2009, major customer wins included: Telecom Italia, Play.com, NetApp, Society of Petroleum Engineers, Toyota, Barclaycard, MetLife, Oxford Press, Lockheed Martin, Genentech, Telmex, T-Mobile, Sky, Bank of America, Bank of Thailand, Deutsche Bank, CMS Cameron McKenna, Singapore Airlines, Lloyds TSB, JPMC and Nikon. Q1 2009 business also included new and repeat licenses with multiple government, defence and intelligence agencies around the globe, including in the United States, the United Kingdom, the Netherlands, Singapore, France, Australia, Canada, Malaysia, Mexico and South Africa. Repeat business from existing customers accounted for approximately 54% of revenue for the quarter.

Strategic Partnerships and OEMs

Autonomy's OEM Program continued to grow during Q1 2009. Agreements were signed with 12 customers during the quarter, including new and extended agreements with Symantec, Proof Point and Verdasys.

Q1 Corporate Developments

During the quarter Autonomy announced and completed the acquisition of Interwoven, Inc. The combination of the two companies will redefine how global 2000 corporations, leading law firms and government regulators will discover, analyze and manage information and interactions.

During the first quarter of 2009 Autonomy continued to extend its market leadership with the introduction of key new and upgraded technologies, including:

- Most advanced audio eDiscovery solution for end-to-end eDiscovery;
- Industry's first Search Process Validation Module to ensure defensible search;
- ControlPoint for multimedia solution for Microsoft customers;
- First Interaction Control Element (ICE) to meet growing compliance and optimization needs; and
- Completed integration of IDOL into Interwoven Teamsite, iManage Universal Search and iManage WorkSite.

During the first quarter Autonomy was recognized in multiple ways for its market leadership and unmatched technology, including:

- Named in eContent Magazine's "Top 100 Companies That Matter Most";
- Received 2009 Editor's Choice Award from Intelligent Enterprise;
- Received 2008 Product of the Year Award from Customer Interaction Solutions magazine;
- Recognised as one of KMWorld Magazine's "100 Companies That Matter In Knowledge Management"; and
- Autonomy Records Management awarded SAP certification.

About Autonomy Corporation plc

Autonomy Corporation plc (LSE: AU. or AU.L), a global leader in infrastructure software for the enterprise, spearheads the Meaning Based Computing movement. It was recently ranked by IDC as the clear leader in enterprise search revenues, with market share nearly double that of its nearest competitor. Autonomy's technology allows computers to harness the full richness of human information, forming a conceptual and contextual understanding of any piece of electronic data, including unstructured information, such as text, email, web pages, voice, or video. Autonomy's software powers the full spectrum of mission-critical enterprise applications including pan-enterprise search, customer interaction solutions, information governance, end-to-end eDiscovery, records management, archiving, business process management, web content management, web optimization, rich media management and video and audio analysis.

Autonomy's customer base is comprised of more than 20,000 global companies, law firms and federal agencies including: AOL, BAE Systems, BBC, Bloomberg, Boeing, Citigroup, Coca Cola, Daimler AG, Deutsche Bank, DLA Piper, Ericsson, FedEx, Ford, GlaxoSmithKline, Lloyds TSB, NASA, Nestlé, the New York Stock Exchange, Reuters, Shell, Tesco, T-Mobile, the U.S. Department of Energy, the U.S. Department of Homeland Security and the U.S. Securities and Exchange Commission. More than 400 companies OEM Autonomy technology, including Symantec, Citrix, HP, Novell, Oracle, Sybase and TIBCO. The company has offices worldwide. Please visit www.autonomy.com to find out more.

Autonomy and the Autonomy logo are registered trademarks or trademarks of Autonomy Corporation plc. All other trademarks are the property of their respective owners.

Financial Media Contacts:

Edward Bridges/Haya Chelhot
Financial Dynamics
+44 (0)20 7831 3113

Analyst and Investor Contacts:

Sushovan Hussain, Chief Financial Officer
Autonomy Corporation plc
+44 (0)1223 448 000

AUTONOMY CORPORATION plc
CONSOLIDATED INCOME STATEMENTS
(in thousands, except per share amounts)

	Three Months Ended	
	(unaudited)	
	March 31, 2009	March 31, 2008
	\$'000	\$'000
Revenues (see note 2).....	129,779	105,088
Cost of revenues (excl. amortisation).....	(12,789)	(11,624)
Amortization of purchased intangibles	(5,354)	(5,280)
Total cost of revenues.....	(18,143)	(16,904)
Gross profit	111,636	88,184
Operating expenses:		
Research and development	(20,010)	(19,788)
Sales and marketing	(28,760)	(33,043)
General and administrative	(11,288)	(11,145)
Other costs.....		
Post-acquisition restructuring costs	(846)	(300)
(Loss) profit on foreign exchange	(433)	328
Total operating expenses.....	(61,337)	(63,948)
Profit from operations.....	50,299	24,236
Share of loss of associate	(441)	(690)
Interest receivable.....	623	723
Interest payable.....	(504)	(656)
Profit before income taxes	49,977	23,613
Income taxes (see note 3).....	(15,461)	(7,168)
Net profit	34,516	16,445
Basic earnings per share	\$ 0.15	\$ 0.08
Diluted earnings per share	\$ 0.15	\$ 0.08
Weighted average number of ordinary shares outstanding.....	231,704	213,431
Weighted average number of ordinary shares outstanding, assuming dilution	235,348	217,541

Reconciliation of Adjusted Financial Measures

	\$'000	\$'000
Gross profit	111,636	88,184
Amortization of purchased intangibles	5,354	5,280
Gross profit (adjusted).....	116,990	93,464
Profit before income taxes	49,977	23,613
Loss (profit) on foreign exchange.....	433	(328)
Amortization of purchased intangibles	5,354	5,280
Share of loss of associate	441	690
Share-based compensation (see note 4)	1,124	1,581
Post-acquisition restructuring costs.....	846	300
Profit before tax (adjusted).....	58,175	31,136
Provision for income taxes	(17,997)	(9,452)
Net profit (adjusted).....	40,178	21,684
Profit from operations.....	50,299	24,236
Loss (profit) on foreign exchange.....	433	(328)
Amortization of purchased intangibles	5,354	5,280
Share-based compensation (see note 4)	1,124	1,581
Post-acquisition restructuring costs.....	846	300
Profit from operations (adjusted).....	58,056	31,069

The accompanying notes are an integral part of these consolidated financial statements

AUTONOMY CORPORATION plc
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	As at	
	(unaudited)	
	March 31, 2009	December 31, 2008
	\$'000	\$'000
ASSETS		
Non-current assets:		
Goodwill	1,349,672	796,632
Other intangible assets	270,215	98,694
Property and equipment, net	37,344	27,350
Equity and other investments	9,152	7,441
Deferred tax asset	19,712	13,467
Total non-current assets	1,686,095	943,584
Current assets:		
Trade receivables, net	164,303	141,252
Other receivables	37,039	35,554
Total trade and other receivables	201,342	176,806
Inventory	467	715
Cash and cash equivalents	132,315	199,218
Total current assets	334,124	376,739
TOTAL ASSETS	2,020,219	1,320,323
CURRENT LIABILITIES		
Trade payables	(20,665)	(12,434)
Other payables	(51,336)	(19,511)
Total trade and other payables	(72,001)	(31,945)
Bank loan	(62,062)	(10,637)
Tax liabilities	(27,421)	(27,905)
Deferred revenue	(154,015)	(89,794)
Provisions	(5,067)	(426)
Total current liabilities	(320,566)	(160,707)
<i>Net current assets</i>	<i>13,558</i>	<i>216,032</i>
NON-CURRENT LIABILITIES		
Bank loan	(171,422)	(26,594)
Deferred tax liabilities	(24,693)	(2,537)
Deferred revenue	(9,719)	(9,414)
Other payables	(1,153)	(1,171)
Provisions	(7,101)	—
Total non-current liabilities	(214,088)	(39,716)
Total liabilities	(534,654)	(200,423)
NET ASSETS	1,485,565	1,119,900
Shareholders' equity:		
Ordinary shares (1)	1,321	1,214
Share premium account	1,113,174	798,279
Capital redemption reserve	135	135
Own shares	(903)	(905)
Merger reserve	27,589	27,589
Stock compensation reserve	15,968	14,846
Revaluation reserve	4,381	2,987
Translation reserve	(18,199)	(18,261)
Retained earnings	342,099	294,016
TOTAL EQUITY	1,485,565	1,119,900

(1) At March 31, 2009, 600,000,000 ordinary shares of nominal value 1/3 pence each authorized, 238,452,453 issued and outstanding; as of December 31, 2008, 600,000,000 ordinary shares of nominal value 1/3 pence each authorized, 215,821,022 issued and outstanding.

The accompanying notes are an integral part of these consolidated financial statements

AUTONOMY CORPORATION plc
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Three Months Ended	
	(unaudited)	
	March 31, 2009	March 31, 2008
	\$'000	\$'000
Cash flows from operating activities:		
Profit from operations	50,299	24,236
Adjustments for:		
Depreciation and amortization	10,543	9,696
Share based compensation	1,124	1,581
Foreign currency movements	433	(328)
Post-acquisition restructuring costs	596	—
Other non-cash items	126	—
Operating cash flows before movements in working capital	63,121	35,185
Changes in operating assets and liabilities (net of impact of acquisitions):		
Receivables	(8,492)	(3,021)
Inventories	247	69
Payables	(3,735)	(7,120)
Cash generated by operations	51,141	25,113
Income taxes paid	(10,781)	(11,454)
Net cash provided by operating activities	40,360	13,659
Cash flows from investment activities:		
Interest received	623	723
Purchase of property, plant and equipment	(4,073)	(3,838)
Purchase of investments	(980)	(650)
Expenditure on product development	(3,284)	(3,015)
Acquisition of subsidiaries, net of cash acquired	(610,763)	(5,422)
Net cash used in investing activities	(618,477)	(12,202)
Cash flows from financing activities:		
Proceeds from issuance of shares, net of issuance costs	7,755	4,434
Proceeds from share placing, net of issuance costs	308,512	—
Interest on bank loan	(201)	(656)
Repayment of bank loan	—	(2,675)
Drawdown of bank loan	200,000	—
Payment of arrangement fee	(3,500)	—
Net cash provided by financing activities	512,566	1,103
Net (decrease) increase in cash and cash equivalents	(65,551)	2,560
Beginning cash and cash equivalents	199,218	92,571
Effect of foreign exchange on cash and cash equivalents	(1,352)	355
Ending cash and cash equivalents	132,315	95,486

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(in thousands)

	Ordinary shares	Share premium	Capital redemption reserve	Own shares	Merger reserve	Sub-total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At January 1, 2009.....	1,214	798,279	135	(905)	27,589	826,312
Retained profit.....	—	—	—	—	—	—
Stock compensation.....	—	—	—	—	—	—
Issuance of shares.....	107	314,895	—	—	—	315,002
EBT options exercised.....	—	—	—	2	—	2
Deferred tax movement.....	—	—	—	—	—	—
Revaluation of equity investment.....	—	—	—	—	—	—
Translation of overseas operations.....	—	—	—	—	—	—
At March 31, 2009.....	<u>1,321</u>	<u>1,113,174</u>	<u>135</u>	<u>(903)</u>	<u>27,589</u>	<u>1,141,316</u>

	Sub-total Forwarded	Stock comp'n reserve	Revaluation reserve	Translation reserve	Retained earnings	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At January 1, 2009.....	826,312	14,846	2,987	(18,261)	294,016	1,119,900
Retained profit.....	—	—	—	—	34,516	34,516
Stock compensation.....	—	1,124	—	—	—	1,124
Issuance of shares.....	315,002	—	—	—	—	315,002
EBT options exercised.....	2	(2)	—	—	—	—
Deferred tax movement.....	—	—	—	—	13,567	13,567
Revaluation of equity investment.....	—	—	1,394	—	—	1,394
Translation of overseas operations.....	—	—	—	62	—	62
At March 31, 2009.....	<u>1,141,316</u>	<u>15,968</u>	<u>4,381</u>	<u>(18,199)</u>	<u>342,099</u>	<u>1,485,565</u>

The accompanying notes are an integral part of these consolidated financial statements

AUTONOMY CORPORATION plc
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

1. Basis of presentation

The accompanying quarterly consolidated financial statements of Autonomy Corporation plc have been prepared in conformity with the recognition and measurement criteria of International Financial Reporting Standards (“IFRS”) as adopted by the EU. The accounting policies applied are consistent in all material respects with those applied in the Company’s Annual Report for the year ended December 31, 2008. Whilst the financial information included in this quarterly announcement has been computed in accordance with International Financial Reporting Standards (IFRSs) and IAS 34 *Interim financial reporting*, this announcement does not itself contain all of the disclosures required by IFRSs and IAS 34.

Quarterly information is unaudited, but reflects all normal adjustments which are, in the opinion of management, necessary to provide a fair statement of results and the company’s financial position for and as at the periods presented. The results of operations for the three months ended March 31, 2009, are not necessarily indicative of the operating results for future operating periods. The quarterly financial statements should be read in connection with the company’s audited Consolidated Financial Statements and the notes thereto for the year ended December 31, 2008. These have been delivered to the Registrar of Companies and the auditor’s report thereon was unqualified, did not draw attention to any matters by way of emphasis and did not contain statements under s237(2) or (3) Companies Act 1985.

These financial statements for the three months ended March 31, 2009, are unaudited and do not constitute statutory financial statements within the meaning of section 240 of the Companies Act 1985. This announcement was approved by the Board of Directors on April 24, 2008. The financial information for the year ended December 31, 2008 is derived from the statutory accounts for that year which have been delivered to the Registrar of Companies. The auditors reported on those accounts; their report was unqualified and did not contain a statement under s237(2) or (3) Companies Act 1985.

The group has considerable financial resources together with contracts with a number of customers across different geographic areas and industries. As a consequence, the directors believe that the group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

After making enquiries, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the quarterly consolidated financial statements.

2. Geographical information

Whilst the group currently operates under a number of different divisions, the group’s core technology, types of revenue and associated costs and returns are comparable. Each of these divisions is founded on the group’s unique Intelligent Data Operating Layer, the group’s core infrastructure for automating the handling of all forms of unstructured information. As a result, the group maintains only one reportable business segment. The group’s operations are located primarily in the United Kingdom, the US and Canada. The company also has a significant presence in a number of other European countries as well as China, Japan, Singapore and Australia. The following table provides an analysis of the group’s sales by geographical market based upon the location of the Group’s customers:

	Three Months Ended	
	(unaudited)	
	March 31, 2009	March 31, 2008
	\$’000	\$’000
Revenue by region:		
Americas	85,183	63,902
Rest of World	44,596	41,186
Total	<u>129,779</u>	<u>105,088</u>

2. Geographical information (continued)

Segment information about these geographical segments is presented below:

	Three Months Ended					
	March 31, 2009			March 31, 2008		
	Americas \$'000	ROW \$'000	Total \$'000	Americas \$'000	ROW \$'000	Total \$'000
Segment result.....	38,529	13,049	51,578	17,999	6,209	24,208
Post-acq'n restruct. costs.....			(846)			(300)
(Loss) gain on foreign exch....			(433)			328
Operating profit.....			50,299			24,236
Share of loss of associate.....			(441)			(690)
Interest receivable			623			723
Interest payable			(504)			(656)
Profit before tax			49,977			23,613
Tax.....			(15,461)			(7,168)
Profit for the period			34,516			16,445

3. Income taxes

	Three Months Ended	
	(unaudited)	
	March 31, 2009 \$'000	March 31, 2008 \$'000
Tax charge by region:		
UK.....	7,443	4,758
Foreign.....	8,018	2,410
Total.....	15,461	7,168

4. Share based compensation

Share based compensation charges have been charged in the income statement within the following functional areas:

	Three Months Ended	
	(unaudited)	
	March 31, 2009 \$'000	March 31, 2008 \$'000
Research and development	302	522
Sales and marketing	551	854
General and administrative	271	205
Total share based compensation charge	1,124	1,581

5. Earnings per share

The calculation of the basic and diluted earnings per share is based on the following data:

	Three Months Ended	
	(unaudited)	
	March 31,	March 31,
	2009	2008
	\$'000	\$'000
Earnings for the purposes of basic and diluted earnings per share being net profit.....	<u>34,516</u>	<u>16,445</u>
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	231,704	213,431
Effect of dilutive potential ordinary shares:		
Share options	<u>3,644</u>	<u>4,110</u>
Weighted average number of ordinary shares for the purposes of diluted earnings per share.....	<u>235,348</u>	<u>217,541</u>

Earnings per share (adjusted) is calculated by dividing the net profit (adjusted) amounts shown on page 5 by the share denominators shown above.

INDEPENDENT REVIEW REPORT TO AUTONOMY CORPORATION PLC

We have been engaged by the company to review the condensed set of financial statements in the quarterly financial report for the three months ended March 31, 2009, which comprises the income statement, the balance sheet, the statement of changes in equity, the cash flow statement and related notes 1 to 5. We have read the other information contained in the quarterly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the company in accordance with International Standard on Review Engagements 2410 issued by the Auditing Practices Board. Our work has been undertaken so that we might state to the company those matters we are required to state to them in an independent review report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company, for our review work, for this report, or for the conclusions we have formed.

Directors' responsibilities

The quarterly financial report is the responsibility of, and has been approved by, the directors.

As disclosed in note 1, the annual financial statements of the company are prepared in accordance with the recognition and measurement criteria of IFRSs as adopted by the European Union. The condensed set of financial statements included in this quarterly financial report have been prepared in accordance with the accounting policies the group intends to use in preparing its next annual financial statements.

Our responsibility

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the quarterly financial report based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of quarterly financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying quarterly financial information is not prepared, in all material respects, in accordance with the recognition and measurement criteria of IFRSs as adopted for use in the EU and the basis set out in note 1.

Deloitte LLP

Chartered Accountants and Registered Auditor
April 23, 2009
Cambridge, UK