



**NUANCE
COMMUNICATIONS, INC.**



Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals — The Board of Directors recommends a vote FOR all nominees and FOR Proposals 2 and 3.

1. Election of Directors:	For	Withhold		For	Withhold		For	Withhold		
01 - Robert J. Frankenberg	<input type="checkbox"/>	<input type="checkbox"/>	02 - Patrick T. Hackett	<input type="checkbox"/>	<input type="checkbox"/>	03 - William H. Janeway	<input type="checkbox"/>	<input type="checkbox"/>		
04 - Katharine A. Martin	<input type="checkbox"/>	<input type="checkbox"/>	05 - Mark B. Myers	<input type="checkbox"/>	<input type="checkbox"/>	06 - Philip J. Quigley	<input type="checkbox"/>	<input type="checkbox"/>		
07 - Paul A. Ricci	<input type="checkbox"/>	<input type="checkbox"/>	08 - Robert G. Teresi	<input type="checkbox"/>	<input type="checkbox"/>					
			For	Against	Abstain		For	Against	Abstain	
2. To approve the amended and restated 2000 Stock Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			3. To ratify the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.										

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears herein. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.



1 U P X 0 2 0 3 1 1 2



The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008 accompanies this Notice of Annual Meeting of Stockholders and Proxy Statement. These documents may also be accessed on the Company's website at <http://www.nuance.com/company/ir/>.

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Proxy — NUANCE COMMUNICATIONS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**1 Wayside Road
Burlington, MA 01803**

The undersigned stockholder of Nuance Communications, Inc., a Delaware corporation (the "Company"), hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and accompanying Proxy Statement, each dated January 2, 2009, and hereby appoints Paul A. Ricci and Thomas L. Beaudoin or one of them, proxies and attorneys-in-fact, each with full power of substitution, to represent the undersigned at the Annual Meeting of Stockholders of Nuance Communications, Inc. to be held on January 30, 2009 at 9:00 a.m., local time, at Company's office located at 1198 East Arques Avenue, Sunnyvale, CA 94085 and at any adjournment thereof, and to vote all shares of Common Stock of the Company held of record by the undersigned on December 2, 2008 as hereinafter specified upon the proposals listed, and with discretionary authority upon such other matters as may properly come before the meeting.

IN ORDER TO ASSURE YOUR REPRESENTATION AT THE ANNUAL MEETING OF STOCKHOLDERS, PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE PROPOSALS LISTED AND AS SAID PROXIES DEEM ADVISABLE ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR MAY OTHERWISE BE ALLOWED TO BE CONSIDERED AT THE MEETING. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE PROPOSALS.

PLEASE SIGN AND DATE ON REVERSE SIDE