

**NOTICE OF ABILITY TO CONVERT
2.75% SENIOR CONVERTIBLE DEBENTURES DUE 2027**

On April 5, 2012, Nuance Communications, Inc. (the “Company”) notified holders of its 2.75% Senior Convertible Debentures due 2027 (the “Debentures”) that the Debentures are convertible at the option of the holders pursuant to the Indenture, dated as of August 13, 2007 (the “Indenture”), by and between the Company and U.S. Bank National Association, as Trustee (the “Trustee”), governing the Debentures.

The Debentures are convertible from and including April 1, 2012 to and including June 30, 2012 because the price of the Company’s common stock exceeded 120% of the conversion price of the Debentures, which is approximately \$19.47, for at least 20 trading days during the 30 consecutive trading days ending March 31, 2012.

As a result, during the current quarter, holders of the Debentures have the right to convert all or a portion of their Debentures at a conversion rate equivalent to 51.3736 shares of the Company’s common stock per \$1,000 principal amount of Debentures. Alternatively, holders of the Debentures may resell their Debentures in the secondary market. Upon conversion of any Debentures, the Company will deliver cash and shares of common stock, if any.

Whether the Debentures will be convertible at any time after June 30, 2012 will depend on whether any of the conversion triggers specified in the Indenture are satisfied, including whether the price of the Company’s common stock exceeds 120% of the conversion price of the Debentures for the requisite number of trading days during subsequent quarters.

Holders of the Debentures may obtain further information on how to convert their Debentures by contacting the Trustee at the following address:

**U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford CT 06103
Attention: Elizabeth C. Hammer**

This notice is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell any securities.