

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT H



FEDERAL BUREAU OF INVESTIGATION

Date of entry 02/19/2019

IAN BLACK was interviewed at the United States Attorneys Office in San Francisco, CA. Ed Swanson and August Gugelmann, BLACK's attorneys, were present. Assistant United States Attorney Adam Reeves, AUSA Robert Leach, and Special Agent Alexandra Bryant were also present for the interview. After being advised of the identity of the interviewing Agent and the nature of the interview, BLACK provided the following information:

BLACK grew up in Bristol, England and lived in Thurso, Scotland for 21 years. BLACK worked for his brother's audio visual company called Inside Audio Visual while in Scotland. In approximately 1989 BLACK started working for British Aerospace ("BA") as a communications officer. His supervisor at the time was ALAN MCDONALD. BLACK got the job because he was able to help with making public presentations for the company. In 1995 he moved to the head office of BA and LOXLEY RYAN was the Director of Communications at that time. BLACK was tasked with installing the internet with the IT group. In 1997 Autonomy was hired by BLACK to help with BA's internet project. BLACK liked Autonomy's pitch on unstructured sate. JOHN DYRE and CHRIS HARTLEY gave the sales pitch for Autonomy.

BA used Autonomy in 1988 and 1989. The proof of concept with Autonomy was a difficult process and BLACK even called LYNCH because Autonomy's user interface was poor. BLACK believed BA was Autonomy's first global corporate client. Eventually British Aerospace merged with Marconi. Since BLACK eventually did have success implementing Autonomy at BA, BLACK ended up talking to up to 60 potential Autonomy clients about BA's success.

In June 2000 BLACK joined Autonomy. LYNCH had heard BLACK wanted to leave BA and suggested he come join Autonomy. BLACK recalled asking LYNCH what was his biggest challenge and BLACK recalled LYNCH responding over a coffee that it was the consequence of actions when you lose it with someone.

From 2000 to 2005 BLACK viewed Autonomy's business as selling an infrastructure product to companies and technology was the vehicle Autonomy used to make money.

Investigation on 01/25/2019 at San Francisco, California, United States (In Person)

File # 318A-SF-2582907-302 Date drafted 02/13/2019

by Alexandra E. Bryant

This document contains neither recommendations nor conclusions of the FBI. It is the property of the FBI and is loaned to your agency; it and its contents are not to be distributed outside your agency.

US_FBI_E-00028129

318A-SF-2582907-302

Continuation of FD-302 of (U) Interview of Ian Black, On 01/25/2019, Page 2 of 7

BLACK had some knowledge about LYNCH's relationship with the defense industry and UK government. In England DERA was a government organization ("secret squirrel" group so to speak) that had worked with British Aerospace. PROFESSOR KNIBB (sp) worked on research at DERA. In a pitch meeting BLACK introduced LYNCH to KNIBB and LYNCH dazzled KNIBB on a statistical topic.

BLACK believed LYNCH was wealthy before Autonomy had its IPO. The Times ran an article in 2000 on LYNCH's wealth.

BLACK recalled SUZANNE HOWARTH, LYNCH's personal assistant, telling him of a time LYNCH wrote on the beach "I am going to take over the fucking world".

The Sunday Times did an annual "rich list". LYNCH had BLACK sometimes help fill out the survey when it came out each year. BLACK recalled one survey where LYNCH had approximately \$300 million in cash, approximately 6% of Autonomy's stock, and property. BLACK believed he relayed once approximately \$400 million to the Sunday Times' survey. LYNCH felt badly treated by banks when he was a young entrepreneur and wanted to be "really rich", which BLACK took to mean in the billions. LYNCH wanted to be able to help fund companies.

By the end of BLACK's relationship with LYNCH, BLACK believed LYNCH was motivated by power and connections.

BLACK recalled working on the paperwork for LYNCH to be an OBE (Order of the British Empire). BLACK also recalled LYNCH being upset he was not a lord, but the Prudential CEO was a lord. BLACK believed LYNCH's wife ANGELA started to push the importance of societal connections with LYNCH.

BLACK felt LYNCH's inner circle was NICOLE EAGAN, SUSHOVAN HUSSAIN, and ANDREW KANTER. The next circle of closeness was himself, MIKE SULLIVAN, and FERNANDO LUCINI.

LYNCH would talk with BLACK about the financial analyst relationships.

2008 to 2011 BLACK held the title of Head of Global Operations. BLACK was in charge of building the SMS, HR, Bonus, and Travel systems for Autonomy. These systems allowed LYNCH to monitor all employees in a detailed fashion. LYNCH would regularly email BLACK about specific employees.

Shown HP-SEC-02776059 Email from LYNCH on 6/4/2009

318A-SF-2582907-302

Continuation of FD-302 of (U) Interview of Ian Black, On 01/25/2019, Page 3 of 7

This email was in regards to the bottom 10% of sales people and punishing them by freezing their leads. BLACK viewed this email as an example of LYNCH monitoring the sales report. The SMS system showed where sales people ranked. LYNCH wanted an email automatically generated from the SMS system that showed the statistics he was most interested in. LYNCH also wanted the SMS system to have the ability for him to send a response to a sales person via the click of a button.

HUSSAIN always ran his own excel spreadsheet separate to the SMS system that tracked deals and revenue. BLACK had discussions about the difference between what the SMS system generated and what HUSSAIN's spreadsheet generated for revenue and sales forecasts. BLACK did not get to have HUSSAIN's spreadsheets. LYNCH would be involved in the conversations when BLACK was trying to reconcile the differences. KANTER and PETE MENELL would be present sometimes too. Over time the difference between the SMS system and HUSSAIN's sheets was getting bigger. The spreadsheets included revenue not tracked in the SMS systems such as digital safe renewals. BLACK thought a solution would be to figure out a way to put HUSSAIN's spreadsheets into the SMS system. For approximately 3 months BLACK worked on trying to get the SMS system to accept HUSSAIN's spreadsheets and have them be linked. HUSSAIN, however, was never disciplined in sending his sheets and eventually the problem went away. BLACK was asked to no longer work on fixing the issue by LYNCH. After this BLACK stopped trying to integrate the spreadsheets.

BLACK was verbally told to remove sales individuals from certain deals in the SMS system and assign them to other individuals.

BLACK never knew Autonomy was selling large amounts of hardware while he was employed at Autonomy. BLACK never saw hardware sales included in the SMS system. BLACK never correlated the SMS systems revenue number to the publicly announced revenue number. After the acquisition while working at HP, SULLIVAN mentioned procuring hardware to BLACK.

After the payroll fraud in the San Francisco office, BLACK wanted to build a proper finance system for Autonomy. BLACK was forced to reconcile vacation days after the payroll fraud. LYNCH called BLACK one night and asked BLACK to guess who committed the payroll fraud. BLACK thought two women in the San Francisco office did based on his review of vacation days.

Once Autonomy was acquired by HP, the biggest opportunity for Autonomy was access to HP's customer base. Each customer had an assigned general manager (AGM). The incoming leads from this large customer base had to be handled and Autonomy's SMS system needed to be redone. Autonomy also

318A-SF-2582907-302

Continuation of FD-302 of (U) Interview of Ian Black, On 01/25/2019, Page 4 of 7

started aggressively recruiting new sales people. LYNCH used to recruit all the sales people, but after the acquisition LYNCH passed this task to EMILY ORTON and the standards seem to go down on who was hired.

One late night after the acquisition at the St. James offices, CHRIS YELLAND and BLACK were the only ones left in the office. YELLAND started asking BLACK about the extent revenue was tracked in the SMS system. YELLAND implied there was a large revenue gap. This was a "penny dropping" moment for BLACK. BLACK had witnessed this nervous HP employee not understanding what was going on with revenue. LYNCH and HUSSAIN were still at HP at the time of this YELLAND discussion.

In approximately August 2011 LYNCH called BLACK down to the St. James offices. BLACK went to LYNCH's office and LYNCH, ORTON, and KANTER were present in the office. LYNCH told ORTON to "Tell Him!". Eventually BLACK learned that Autonomy was being bought. LYNCH made BLACK guess who was buying them. LYNCH told BLACK it was a 25 GBP per share deal and LYNCH would most definitely accept. BLACK thought months of due diligence would have to occur for such an acquisition. LYNCH then motioned to a small stack of papers and said boasting "That's all they are fucking getting".

BLACK recalled a time when Microsoft was possibly interested in Autonomy. BLACK also recalled a Verity acquisition joke made by LYNCH where LYNCH joked he should have sold the company in 1999.

BLACK said all of the sales kickoff videos should be on his laptop.

On the day of the acquisition announcement BLACK went to the St. James offices and sat in a room with LYNCH and KANTER. LYNCH was a little unusual that day and was not his confident self. It was a tense environment and LYNCH was convinced the deal would not go through and voiced concerns to KANTER. LYNCH was worried about the markets dropping and LYNCH mentioned an HP call from the night before. Then finally the press release came out. LYNCH and KANTER claimed they had not seen it before. In the press release HP announced its selling off a business line and acquiring Autonomy. LYNCH eventually asked KANTER if HP can get out of the deal and KANTER told LYNCH it was done. LYNCH eventually calmed down after this moment. By the end of the night BLACK asked LYNCH if the sale was bittersweet. LYNCH responded "Ian, I am never going to have to close another quarter". BLACK was shocked by LYNCH's response and thought what had LYNCH just done. LYNCH had previously had huge anxiety around closing quarters, but then the second one was over he would be focused on the next one. He had never seen this sense of relief before from LYNCH.

In May 2012 BLACK got called down to the St. James office again. This was after a meeting HUSSAIN supposedly had with MEG WHITMAN about missing

318A-SF-2582907-302

Continuation of FD-302 of (U) Interview of Ian Black, On 01/25/2019, Page 5 of 7

the first quarter target. BLACK did not think LYNCH was part of that meeting. At the office was just BLACK and HUSSAIN. HUSSAIN instructed BLACK to open his notebook and proceeded to tell BLACK to write down a list of names, license amounts, and hosting amounts. BLACK had notes in his notebook from this meeting with HUSSAIN on 5/14/2012. HUSSAIN had him write "MGT" for management. The list was an additional \$60 million in revenue to what the sales team had already forecasted. HUSSAIN told BLACK to just help him and that "It was a PR job". BLACK knew that \$60 million in two weeks was a fantasy. HP kept telling everyone to be transparent and put everything into the SMS system. HUSSAIN was being contradictory to this instruction and wanted to put this bullshit list in it. BLACK could not recall what the "312 mln" referenced in the notebook.

BLACK had been working in Dubai with a reseller called Zenith and when he was boarding a flight back to the UK he got emails about LYNCH being fired. BLACK landed in the UK and learned that WHITMAN wanted to have a conference call. BLACK joined the call and WHITMAN and VEGHTE were on the call. WHITMAN repeated loudly three times on the call "Integrity!". At that moment BLACK realized that LYNCH had screwed her.

BLACK recalled that when LYNCH would pitch industry analysts on Autonomy, LYNCH was hypnotic and able to always lull people into a false sense of security. LYNCH would cross the line in marketing. BLACK recalled him interacting with MITT ANDREWS at Gartner to a point where LYNCH was no longer truthful about Autonomy's tech capabilities.

WHITMAN always said HP was whiter-than-white meaning employees had to be above reproach and integrity was key.

After the WHITMAN call, BLACK was headed to the Autonomy office and saw VEGHTE and YAN ZADACK (sp) pull up.

Shown HP-SEC-02776689

The day of LYNCH's firing, BLACK got a call from HOWARTH saying LYNCH had been trying to call BLACK and that he was on the line. LYNCH then proceeded to tell BLACK "You got my mail. I will get you out." BLACK told LYNCH that he was done with him. LYNCH responded something to the affect "No you are coming with me". BLACK again reasserted they were done. BLACK did not regret his decision.

Before LYNCH was fired, there was a time when HUSSAIN told BLACK he was leaving and then reversed his decision and stayed at HP. BLACK thought maybe it was to help with a cover-up.

318A-SF-2582907-302

Continuation of FD-302 of (U) Interview of Ian Black, On 01/25/2019, Page 6 of 7

Shown HP-SEC-027765387 and HP-SEC-027765339 that discuss HUSSAIN deciding to leave.

BLACK today thinks that HUSSAIN must have been talked back into staying by LYNCH.

BLACK recalled two lorries in the back of the Autonomy building in Cambridge that were there shredding hard drives. This was before LYNCH left HP. BLACK believed there was a photo of this shredding. BLACK asked MENELL about it and MENELL did not give a real answer. BLACK did recall MENELL explaining the cost correlated to how fine the hard drives were shredded. BLACK thought CHRIS CHAN may recall this event.

On the day LYNCH was fired, BLACK had time to talk to VEGHTE and realized how little VEGHTE knew about the business. BLACK also realized that MENELL was still in the Autonomy office and MENELL had access to all the Autonomy systems. BLACK warned VEGHTE about this and VEGHTE said he would take care of the situation

That same night CHAN approached BLACK and discussed his friend FNU HOWARTH. CHAN talked about being told to store a laptop and that one was missing. BLACK told CHAN to save the video footage they had of the storage locker. SUZANNE HOWARTH (the mother to CHAN's friend) had taken the laptop. Footage showed she did not leave the building with it. BLACK found the laptop in SUZANNE HOWARTH's desk. BLACK believed it was KANTER's laptop and recalled KANTER had two laptops.

BLACK did not know about Invoke Capital outside of public reporting he saw. BLACK did not know how it was capitalized. BLACK talked to the founder of Blinkx, SURANGA LNU, occasionally and SURANGA said he assumed LYNCH used other peoples money and would not use his own.

Before the HP acquisition LYNCH made BLACK once give a Winnie the Pooh presentation. LYNCH called BLACK to come down to the London office and BLACK had no idea why. MARC GEALL and HUSSAIN were present. KANTER may have been there. The boardroom had been set up with theater seating, a lamp, and a winged chair. The analysts started to arrive and by 8:50A LYNCH arrived with book and a case that that looked purposefully made. There was script in the book and on the right a series of PowerPoint slides. LYNCH told BLACK to read the script. BLACK began to read and LYNCH yelled to him "Fucking ham this up". The script started with "Hello Boys and Girls". BLACK went and gave the presentation to the analysts. None of the audience knew what to do and were clearly offended. BLACK believed that the section of the presentation that talked about two naughty animals in the forest was referring to KHAN and MORLAND. BLACK recalled those two

318A-SF-2582907-302

Continuation of FD-302 of (U) Interview of Ian Black, On 01/25/2019, Page 7 of 7

were questioning Autonomy's cash generation. After the reading LYNCH walked into the office and BLACK told him they had just insulted everyone. LYNCH responded "Fuck them". BLACK thought Fidelity sold Autonomy stock after this presentation. LYNCH went on a another investor roadshow after this presentation.

Shown Winnie the Pooh slides from an email between HUSSAIN and LYNCH

BLACK is currently at Microfocus working with Digital Safe. BLACK recently learned that Autonomy had hacked the Linux kernel to incorporate IDOL when they acquired Digital Safe. This has put the whole Digital Safe business in jeopardy. This ruined the product and would possibly be terrible to fix. MENELL asked MICHAEL LYE (sp) in San Francisco to code IDOL into Digital safe this way.

To: sushovanh@autonomy.com[sushovanh@autonomy.com]
From: Mike Lynch
Sent: Wed 5/20/2009 2:53:25 PM
Subject: Fwd: Short Stories
short stories1.ppt

This is your one chance to get this perfect pls work on it, need it for Friday morn

also could we do the cash hole one

X-Symantec-TimeoutProtection: 0
X-Symantec-TimeoutProtection: 1
X-Symantec-TimeoutProtection: 2
X-Symantec-TimeoutProtection: 3
X-Symantec-TimeoutProtection: 4
X-Symantec-TimeoutProtection: 5
X-Symantec-TimeoutProtection: 6
X-Symantec-TimeoutProtection: 7
X-Symantec-TimeoutProtection: 8
Authentication-Results: autonomy.com
auth=pass smtp.mail=pgoodman@autonomy.com;
x-ip-helo=hardfail smtp.helo=pgoodmansz4 (does not exist)
X-Spam-Processed: autonomy.com, Wed, 20 May 2009 18:19:06 +0100
(not processed: spam filter heuristic analysis disabled)
X-MDHeloLookup-Result: hardfail smtp.helo=pgoodmansz4 (does not exist)
(autonomy.com)
X-Rcpt-To: mrl@autonomy.com
X-MDRcpt-To: mrl@autonomy.com
X-MDRemotelP: 195.171.123.26
X-Return-Path: pgoodman@autonomy.com
X-Envelope-From: pgoodman@autonomy.com
X-MDaemon-Deliver-To: mrl@autonomy.com
From: "Peter Goodman" <pgoodman@autonomy.com>
To: "'Mike Lynch'" <mrl@autonomy.com>
Cc: "'Ben Schofield'" <bens@autonomy.com>
Subject: Short Stories
Date: Wed, 20 May 2009 18:16:29 +0100
X-Mailer: Microsoft Office Outlook 11
Thread-Index: AcnZbrahAe/+mAqiSUWk+ZgPpP4hbg==
X-MDAV-Processed: autonomy.com, Wed, 20 May 2009 18:19:07 +0100

With the artistic talents of Mr Schofield&

Pete

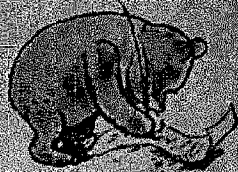
Dr Mike Lynch OBE FREng

CEO Autonomy

www.autonomy.com

The information contained in this message is for the intended addressee only and may contain confidential and/or privileged information. If you are not the intended addressee, please delete this message and notify the sender, and do not copy or distribute this message or disclose its contents to anyone. Any views or opinions expressed in this message are those of the author and do not necessarily represent those of Autonomy Systems Limited or of any of its associated companies. No reliance may be placed on this message without written confirmation from an authorised representative of the company. Autonomy Systems Limited, Registered Office: Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ, Registered Number 03063054.

*The Autonomy
Book of
Short Stories*



"We have frequently targeted cash conversion as an area of weakness for Autonomy" - March 2009

"Acquisition leaves unanswered questions" - March 2009

"Any weakness will have a significant impact on the share price" - January 2009

"We continue to believe Autonomy is not immune to a slowing economy" - October 2008

"Growth is being driven by acquisitions and organic growth is significantly below the reported 15-20%" - Sept 2008

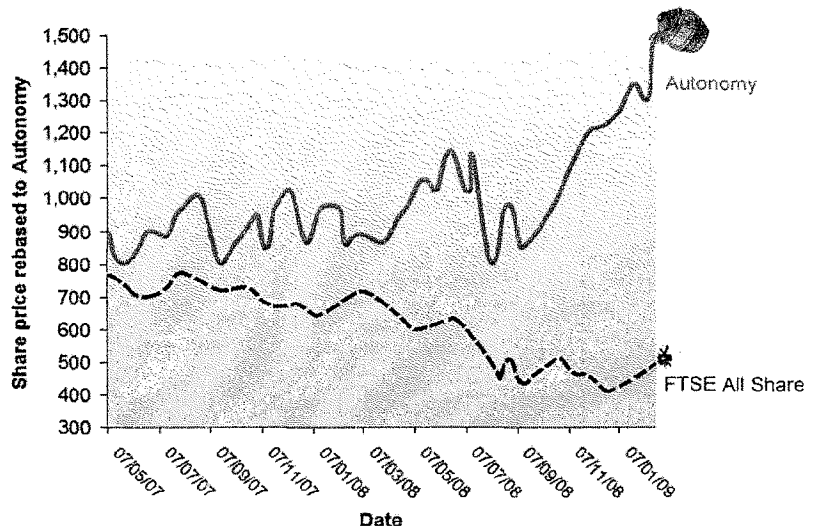
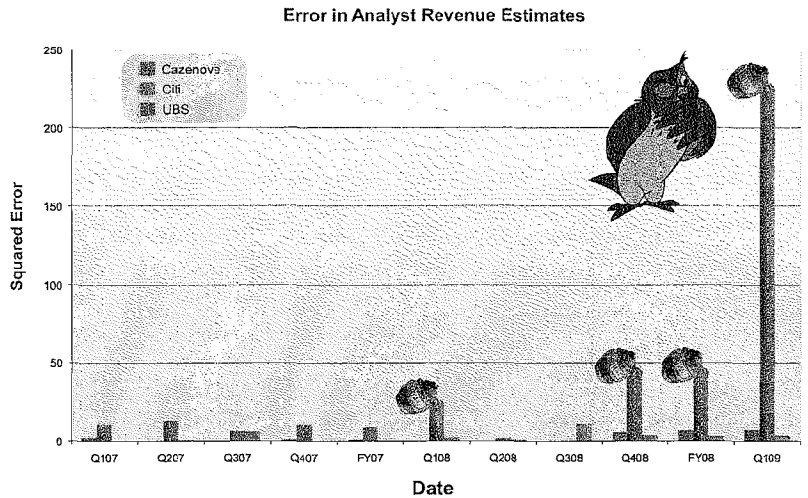
"Deteriorating cashflows highlight that underlying margins are significantly lower than reported" - Sept 2008

"The business has seen significant attrition with senior personnel joining the competition" - Sept 2008

"The premium valuation is partly due to the expectation that Autonomy will be acquired" - May 2008

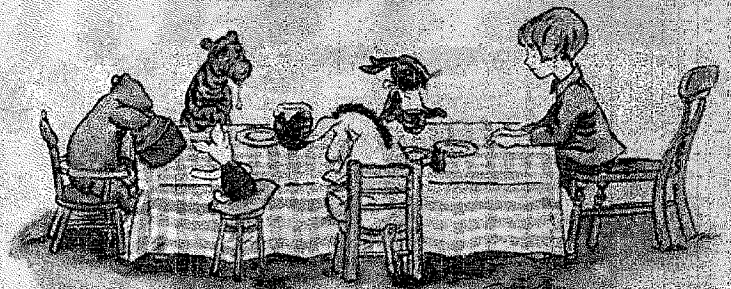
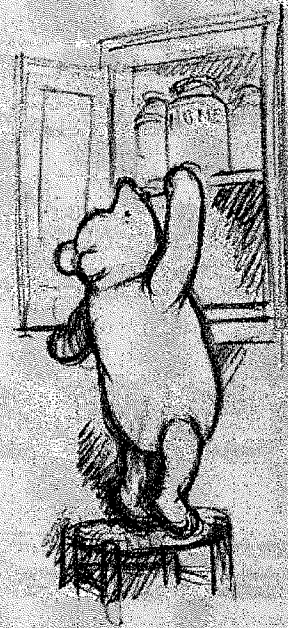
"Organic growth may be slowing" - May 2008

"The total return on the security is expected to underperform the sector* by 5% or more over the next six months"



Chapter 2

*When is Honey
Not Honey*



“Excluding the mega deals (in order to compare with Q1 where only \$1m of mega deals was recorded), the underlying growth was flat at constant currency” – April 2009

- We built the backlog to give visibility in uncertain times
- It is all contractually committed – not frameworks these are signed deals
- It is revenue that is there now but wasn't there a year ago
- Even if the growth came from backlog it's still growth!!
- In fact recognition of backlog during Q109 was net zero: \$20m was also added

Morgan Stanley

Lilly

JPMorganChase

Deutsche Bank



citi

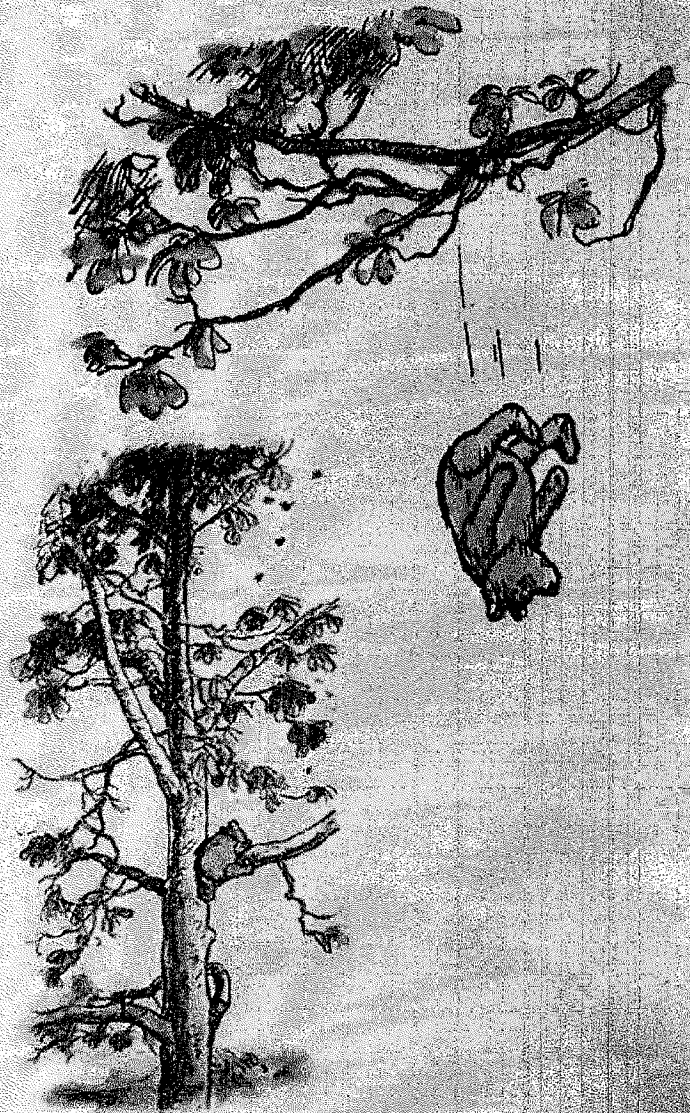
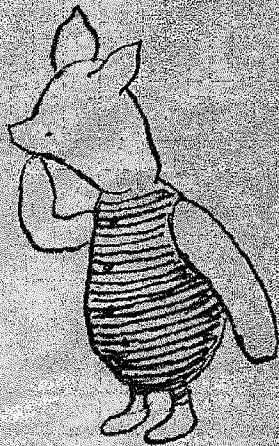
B|B|C



- \$20m – \$70m
- Usually one third licence up front
- Two thirds recognised ratably over two to three years
- Then renewed as data has to be kept for seven years

Chapter 3

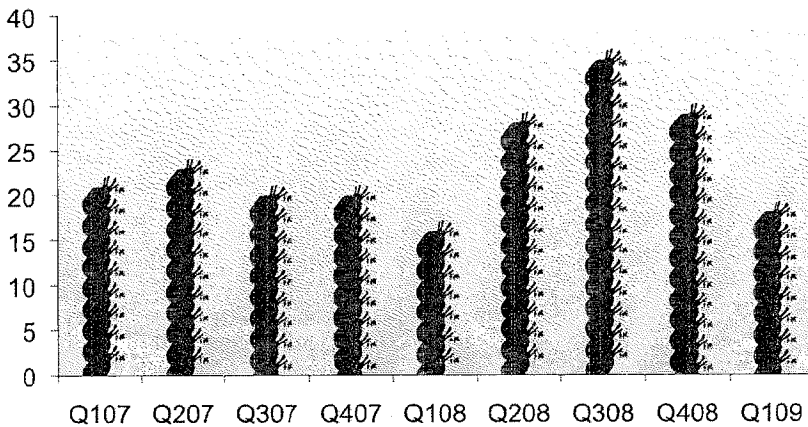
*Does the Honey
Tree Grow*



- Spurious calculations do not take into account:
 - disposal of low margin business
 - duplicative business (injecting IDOL)
 - margin improvements in acquired businesses
- They assign arbitrary growth rates to acquired businesses which were actually declining
- They overestimate stub contribution to group revenue
- They are based on historic revenue estimates not audited actuals
 s an audited number!!



Organic Growth %

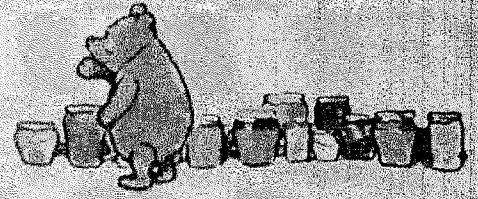
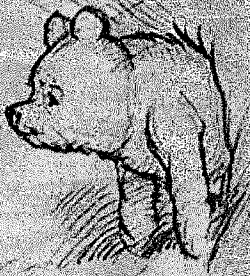


ORGANIC GROWTH

	Q1'08	Q1'09
IDOL Organic Growth	\$m	\$m
Revenue	105.1	129.8
Interwoven (stub period) ...	—	(7.8)
Ultraseek	(0.2)	(0.2)
Services	(5.7)	(6.0)
	<u>99.2</u>	<u>115.8</u>
		17%
Organic License Growth	\$m	\$m
License	71.8	89.2
Interwoven (stub period)	—	(3.5)
	<u>71.8</u>	<u>85.7</u>
		19%

Chapter 4

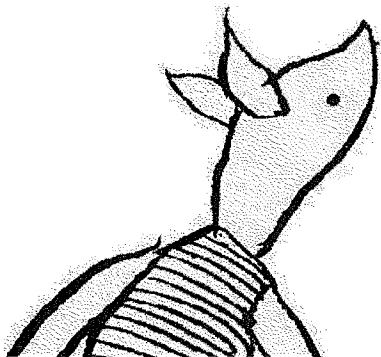
*Where did the
Deferred
Honey go?*



“we would expect deferred revenue release to be higher” – May 2008

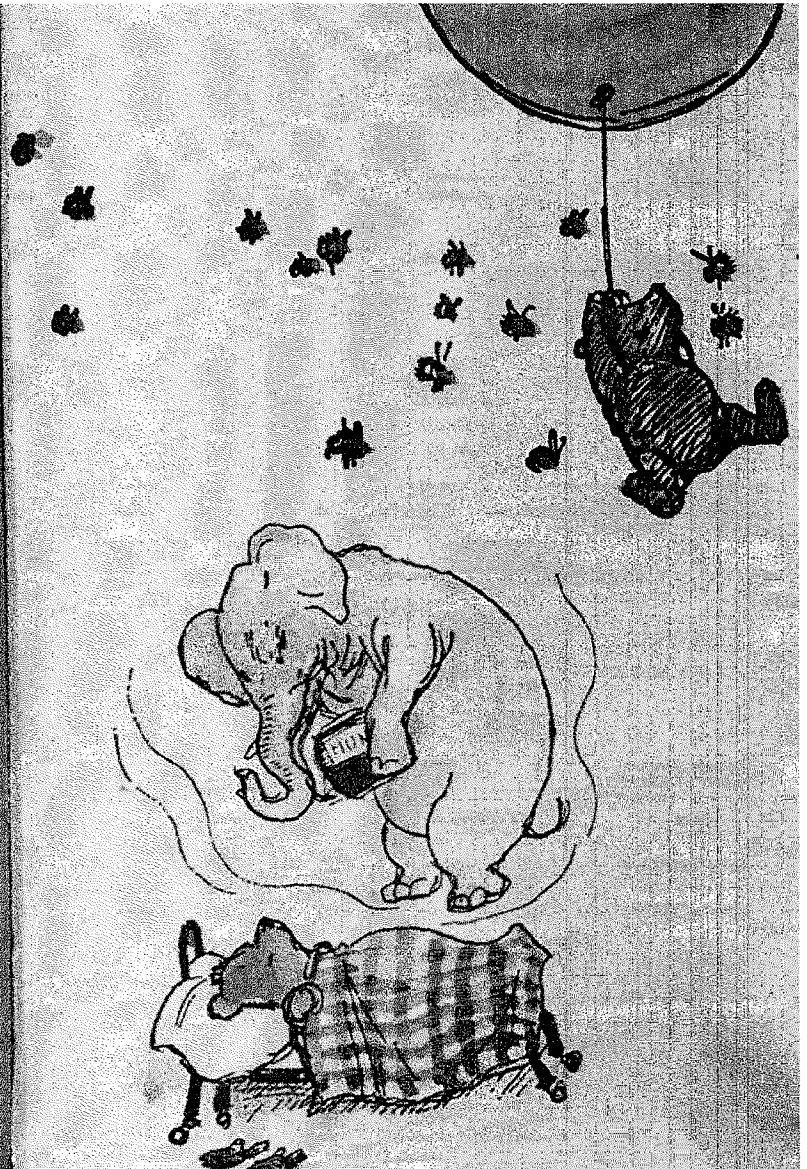
- Argues that deferred revenue release should be higher if Autonomy has healthy renewal rates
- In reality DR release is higher than you would expect due to a small amount of training, SaaS release and OEM etc

	2008	2007	2006	2005	2004	2003	2002
Licence	364.5	228.3	146.2	59.3	35.2	30.0	28.0
Subtract OEM	289.1	184.3	124.5	45.5	23.8	20.2	18.0
Standard Renewal Rate	0.98						
Cumulative Licence	705.4						
Estimated Annual Maintenance	103.7						
Audited Annual DR Release	116.3						



Chapter 5

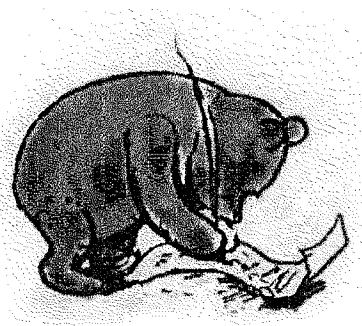
A Bear of Very Little Brain?



“cash conversion has historically been an issue” – Sept 2008

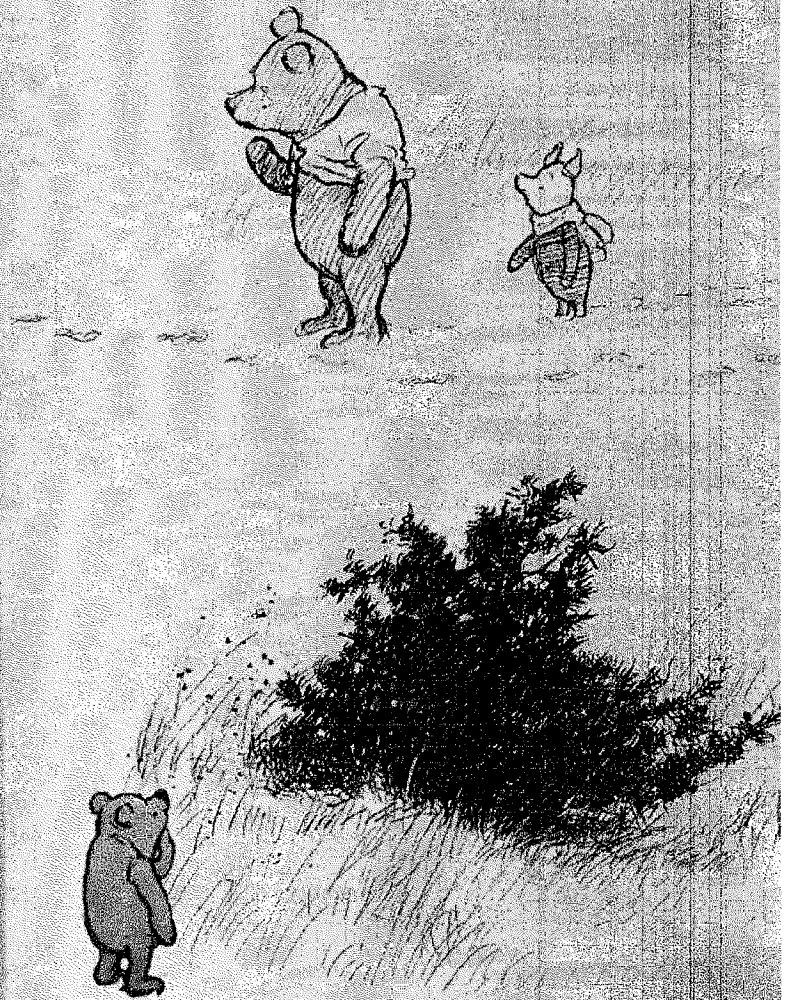
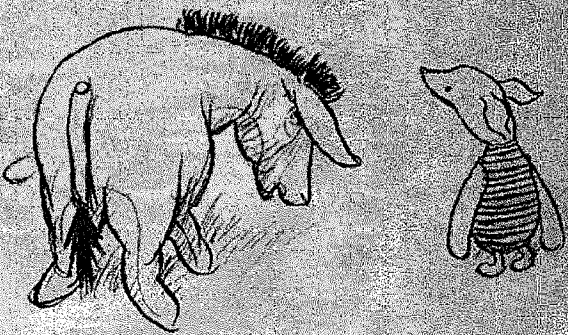
- Erroneous calculations use Q_n OCF and Q_n CFFO
- Suggests the company is paid in cash before the software is delivered
- In reality there is a 90 day (1 quarter) lag due to DSOs
- Correct calculation therefore measures Q_n CFFO over Q_{n-1} OCF

CASH CONVERSION	<u>Q2'08</u>	<u>Q3'08</u>	<u>Q4'08</u>	<u>Q1'09</u>	<u>Total</u>	Rolling 12 months	<u>Total</u>
	<u>\$m</u>	<u>\$m</u>	<u>\$m</u>	<u>\$m</u>	<u>\$m</u>		<u>\$m</u>
Revenue in previous quarter.....	105.1	125.6	127.1	145.5	503.2	Previous Qtr OCF	225.6
Cash collected.....	107.5	134.0	121.0	121.0	483.5	CFO	204.8
Cash conversion ratio	102%	107%	95%	83%	96%	Cash conversion ratio.....	91%

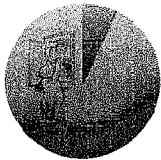


Chapter 6

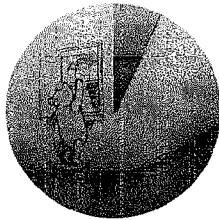
In Search of a
Hessalump



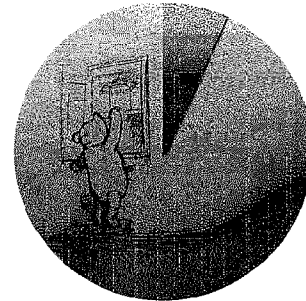
“there has been a dramatic increase in Other Debtors since the end of 2006”
– March 2009



FY'06



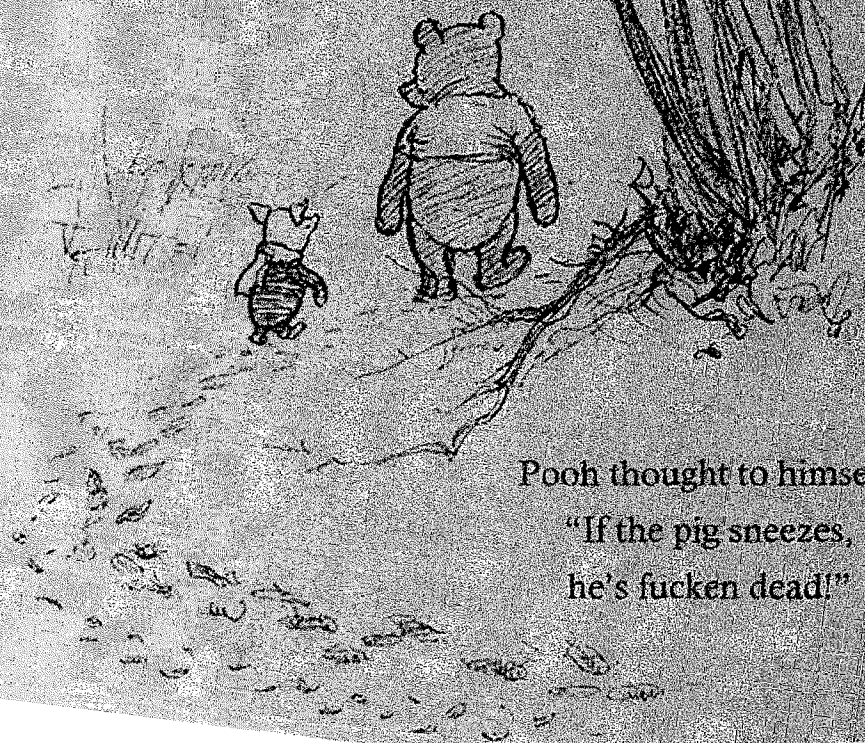
FY'07



FY'08

- Main components are prepayments (rents, insurances, in particular D&O), VAT and other taxes paid and recoverable which have all grown with the increase in the size of the business
- There are also hosted and other services fees which are billed monthly in arrears
- A significant part of the growth in other debtors occurred after the ZANTAZ acquisition which added hosted fees to the mix
- Hosted fees are lumpy which sometimes results in sharp monthly growth but as always cash collections are 100% in the following month

As the two friends wandered through the snow on their way home, Piglet grinned to himself, thinking how lucky he was to have a best friend like Pooh.



Pooh thought to himself:
"If the pig sneezes,
he's fucken dead!"

