

Company number: 13264637

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

DARKTRACE PLC

(Company)

Passed: 24 November 2021

At a general meeting of the Company duly convened and held at Latham & Watkins 99 Bishopsgate Street, London EC2M 3XF on 24 November 2021 at 9.00 a.m. (London time), the following resolutions were duly passed. Resolutions 1 to 16 as ordinary resolutions and Resolutions 17 to 20 as special resolutions.

ORDINARY RESOLUTIONS

Reports and accounts

1. **THAT** Darktrace's annual report and financial statements (including the accounts and the reports of the Directors and the auditor of Darktrace) for the financial year ended 30 June 2021 be received.

Re-appointment of Auditors

2. **THAT** Grant Thornton UK LLP be re-appointed as auditor of Darktrace until the next annual general meeting.

Auditor's Remuneration

3. **THAT** the Directors be authorised to determine the remuneration of the auditors to Darktrace.

Re-election of Directors

4. **THAT** Gordon Hurst, be re-elected as a Director.
5. **THAT** Poppy Gustafsson, be re-elected as a Director.
6. **THAT** Catherine Graham, be re-elected as a Director.
7. **THAT** Vanessa Colomar, be re-elected as a Director.
8. **THAT** Stephen Shanley, be re-elected as a Director.
9. **THAT** Johannes Sikkens, be re-elected as a Director.
10. **THAT** Lord Willetts, be re-elected as a Director.
11. **THAT** Paul Harrison, be re-elected as a Director.
12. **THAT** Sir Peter Bonfield CBE, FREng, be re-elected as a Director.

Authority to allot Shares

13. **THAT** the Directors be generally and unconditionally authorised under section 551 of the Companies Act, 2006, as amended (the “**Act**”) to exercise all powers of Darktrace to allot equity securities (within the meaning of section 560 of the Act) and to grant rights to subscribe for, or to convert any security into, Shares in Darktrace:
 - 13.1. up to a maximum aggregate nominal amount equal to £4,650,912.69 (being equal to two-thirds of the nominal value of Darktrace’s current issued share capital), such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant the authority in paragraph 13.2, in connection with an offer by way of a rights issue:
 - 13.1.1. to holders of Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 13.1.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - 13.2. in any other case, up to an aggregate nominal amount of £2,325,456.34 (being equal to one-third of the nominal value of Darktrace’s current issued share capital), such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 13.1 above in excess of £2,325,456.34,

provided that such authority shall expire (unless previously revoked by Darktrace) at the conclusion of the next annual general meeting of Darktrace after passing of this resolution or 31 March 2023, whichever is earlier, save that in each case Darktrace may, before such expiry, make an offer or agreement which would or might require equity securities to be granted after the authority has expired and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that this authority has expired.

Report of the Remuneration Committee and the Annual Report on Remuneration

14. **THAT** the Report of the Remuneration Committee and the Annual Report on Remuneration as set out in Darktrace’s annual report and accounts for the financial year ended 30 June 2021 be approved.

Report of the Remuneration Committee

15. **THAT** the Report of the Remuneration Committee, as set out on pages 84 to 97 of Darktrace’s annual report and accounts, which takes effect immediately after the end of the annual general meeting, be approved.

Political Donations and Political Expenditures

16. **THAT**, in accordance with Part 14 of the Act, Darktrace and every other company which is now or may become a subsidiary of Darktrace at any time during the period during which this resolution is in force be authorised to make political donations and incur political expenditure for the period from the date of the AGM to the conclusion of the next annual general meeting up to a maximum aggregate amount of £100,000. For the purpose of this resolution, the terms ‘political donations’, ‘political parties’, ‘independent election candidates’, ‘political organisations’ and ‘political expenditure’ have the meanings set out in sections 363 and 365 of the Act.

SPECIAL RESOLUTIONS

Authority to dis-apply pre-emption rights

17. **THAT**, subject to the passing of resolution 13 above, the Directors be generally and unconditionally empowered to exercise all the powers of Darktrace to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorisation conferred by resolution 13 above and/or to sell ordinary shares held by Darktrace as treasury shares for cash, in each case, as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- 17.1. the allotment of equity securities or sale of treasury shares in connection with an offer or issue by way of a rights issue pursuant to an authority granted under resolution 13.1 to:

17.1.1. Shareholders in proportion (as nearly as may be practicable) to their existing holdings of Shares; and

17.1.2. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary,

but subject to such exclusions or other arrangements as the Directors may consider necessary, expedient or appropriate in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

- 17.2. otherwise than pursuant to 17.1 above, the allotment of further equity securities up to an aggregate nominal amount of £348,818.45 (representing no more than five per cent. of the current issued share capital of Darktrace),

such authority shall expire (unless previously revoked by Darktrace) at the conclusion of the next annual general meeting of Darktrace after this resolution is passed or 31 March 2023, whichever is earlier, save that in each case, Darktrace may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if this authority had not expired.

Authority to dis-apply pre-emption rights for acquisitions and other capital investment

18. **THAT**, subject to the passing of resolution 13 above, the Directors be generally and unconditionally empowered in addition to any authority granted under Clause 17 above to exercise all the powers of Darktrace to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorisation conferred by resolution 13 above and/or to sell ordinary shares held by Darktrace as treasury shares for cash, in each case, as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- 18.1. the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £348,818.45 (representing no more than five per cent. of the current issued share capital of Darktrace); and

- 18.2. used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of the AGM at which these resolutions were passed,

such authority shall expire (unless previously revoked by Darktrace) at the conclusion of the next annual general meeting of Darktrace after this resolution is passed or 31 March 2023, whichever is earlier, save that in each case, Darktrace may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if this authority had not expired.

Purchase of own Shares

19. **THAT** Darktrace be generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any its Shares on such terms and in such manner as the Directors shall from time to time determine, provided that such power be limited:

19.1. to a maximum number of Shares with an aggregate nominal value of up to £697,636.90 (amounting to 69,763,690 Shares as at the date of the notice) representing 10 per cent. of the current issued share capital of Darktrace;

19.2. by the condition that Darktrace does not pay less (exclusive of expenses) for each Share than the nominal value of such Share and the maximum price which may be paid for a Share (exclusive of expenses) is the higher of:

19.2.1. five per cent. over the average market value of the Shares for the five business days immediately preceding the date on which Darktrace agrees to buy the Shares concerned, based on the share price published in the Daily Official List of the London Stock Exchange plc; and

19.2.2. an amount equal to the higher of the price of the last independent trade and the highest current independent bid at the time on the trading venue where the purchase is carried out,

such authority shall expire at the conclusion of the next annual general meeting of Darktrace or (if earlier), unless previously revoked, varied or renewed, provided that if Darktrace has agreed before such expiry to purchase Shares where these purchases will or may be executed (either wholly or in part) after the authority terminates Darktrace may complete such a purchase as if the authority conferred hereby had not expired.

Notice of general meetings, other than annual general meetings

20. **THAT**, as permitted by section 307A of the Act, a general meeting of Darktrace, other than an annual general meeting, may be called on not less than 14 clear days' notice.

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Chair

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Gordon Hurst
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