

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO DARKTRACE PLC ("DARKTRACE") ON WHICH YOU ARE BEING ASKED TO VOTE.

If you are in any doubt about the contents of this document or what action you should take, you are recommended to seek your own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000 if in the United Kingdom or otherwise regulated under the laws of your own country.

If you have recently sold or transferred all of your Shares in Darktrace, please forward this document, together with any accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the Shares.



DARKTRACE PLC

(incorporated in England and Wales with registered number 13264637)

Notice of Annual General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chair set out in Darktrace's annual report for the year ended 30 June 2022 which accompanies this document. Your Board is unanimously recommending that you vote in favour of Resolutions 1 – 19 set out in the notice of Annual General Meeting referred to below.

Notice of the Annual General Meeting of Darktrace to be held at the offices of Latham & Watkins (London) LLP at 99 Bishopsgate, London EC2M 3XF, United Kingdom, at 3.00 p.m. (UK time) on Thursday, 3 November 2022 is set out in this document.

Shareholders will find enclosed a Form of Proxy for use at the AGM. To be valid for use at the AGM, the Form of Proxy must be completed and returned, in accordance with the instructions printed thereon, to Darktrace's share registrar, Equiniti Limited, as soon as possible and, in any event, to arrive by 3.00 p.m. (UK time) on Tuesday, 1 November 2022. The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM should they subsequently wish to do so.

Shareholders should submit their votes via proxy as early as possible. Further instructions on completion of the Form of Proxy are set out in the 'Notes' section of this document. CREST members may also vote electronically through the CREST electronic proxy appointment service. In addition, Forms of Proxy can also be submitted by Shareholders electronically (even outside CREST) by visiting www.sharevote.co.uk or emailing a scanned copy of the signed personalised Form of Proxy to proxyvotes@equiniti.com. Please contact the Equiniti helpline on 0371 384 2030 for any further guidance.

YOU ARE REQUESTED TO COMPLETE AND RETURN THE ENCLOSED FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS HEREIN.

NOTICE OF ANNUAL GENERAL MEETING

DARKTRACE PLC

(incorporated in England and Wales with registered number 13264637)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Darktrace will be held at the offices of Latham & Watkins (London) LLP at 99 Bishopsgate, London EC2M 3XF, United Kingdom] at 3.00 p.m. (UK time) on 3rd November 2022 for the purpose of considering and, if thought fit, passing the following Resolutions. Resolutions 1 to 15 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes must be cast in favour of the resolution. Resolutions 16 to 19 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

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 auditors of Darktrace) for the financial year ended 30 June 2022 be received.

Re-appointment of Auditors

2. **THAT** Grant Thornton UK LLP be re-appointed as auditors 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 OBE, 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 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 £4,787,892 (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 £2,393,946 (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 £2,393,946;

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 fifteen months from the date of this resolution, 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 Annual Report on Remuneration

14. **THAT** the Report of the Remuneration Committee and Annual Report on Remuneration (excluding the Directors' Remuneration Policy), as set out on pages 106 to 131 in Darktrace's annual report and accounts for the financial year ended 30 June 2022 be approved.

Political Donations and Political Expenditures

15. **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

16. **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:

- 16.1 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:

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

16.1.2 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

- 16.2 otherwise than pursuant to 16.1 above, the allotment of further equity securities up to an aggregate nominal amount of £359,091 (representing no more than 5 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 fifteen months from the date of this resolution, 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

17. **THAT**, subject to the passing of resolution 13 above, the Directors be generally and unconditionally empowered in addition to any authority granted under Clause 16 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:

- 17.1 the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £359,091 (representing no more than 5 per cent. of the current issued share capital of Darktrace); and

- 17.2 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 fifteen months from the date of this resolution, 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

18. **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:

- 18.1 to a maximum number of Shares with an aggregate nominal value of up to £718,183.81 (amounting to 71,818,380 Shares as at the date of the notice) representing 10 per cent. of the current issued share capital of Darktrace;

- 18.2 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:

- 18.2.1 5 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

- 18.2.2 an amount equal to the higher of the price of the last independent trade and the highest current independent purchase 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 fifteen months from the date of this resolution (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

19. **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.

EXPLANATORY NOTES TO THE RESOLUTIONS

These notes explain the proposed Resolutions.

Resolutions 1 to 15 are proposed as ordinary resolutions, which means that for each of those Resolutions to be passed, more than half the votes cast must be in favour of the Resolution. Resolutions 16 to 19 are proposed as special resolutions, which means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

In this notice, references to the “current issued share capital of Darktrace” are to the 719,705,647 issued ordinary shares of £0.01 each in the capital of Darktrace (of which 1,521,842 ordinary shares are held in Treasury) as at the close of business on 16 September 2022 (being the latest practicable date before the publication of this document).

Resolution 1 – To receive the annual report and accounts

The Directors must present the report of the Directors and the accounts of Darktrace for the year ended 30 June 2022 to Shareholders at the AGM. The Board asks that Shareholders receive the reports of the Directors and the financial statements for the year ended 30 June 2022, together with the report of the auditor.

Resolution 2 – Appointment of auditor

Shareholders are required to appoint the auditor at each annual general meeting at which audited accounts are presented to Shareholders. Resolution 2 proposes the appointment of Grant Thornton UK LLP as the auditor of Darktrace and to hold office until the conclusion of the next annual general meeting of Darktrace at which accounts are laid.

Resolution 3 – Auditor’s Remuneration

It is also normal practice for the Directors to be authorised to determine the level of the auditor’s remuneration for the ensuing year. Shareholders are being asked to authorise the Directors to determine Grant Thornton UK LLP’s remuneration as auditors.

Resolution 4 to 12 – Re-election of Directors

In accordance with the UK Corporate Governance Code, all of the Directors of Darktrace will retire (or their appointment will otherwise terminate) at the AGM and offer themselves for re-election. Resolutions 4 to 12 seek your approval to re-elect the relevant individuals as Directors. The biographies of each of these Directors are included in the 2022 annual report and accounts at pages 86 – 89.

The Nomination Committee is responsible for evaluating the balance of skills, knowledge and experience of the Directors. It also reviews the composition and structure of the Board and makes recommendations to the Board on retirements and appointments of additional and replacement Directors, including succession planning. The Nomination Committee is in the process of recruiting an additional independent Non-Executive Director and has engaged Nurole to support this process. The position has been advertised on the Nurole platform. The Committee is searching for an additional independent Non-Executive Director who will strengthen the Board by further increasing the diversity of skills, background and experience amongst the Directors.

In addition to reviewing the independence and diversity of the Board and its committees, the Nomination Committee has conducted an informal evaluation during the course of the year through an evaluation questionnaire provided to each of the Directors. The Board has considered the results of the evaluation, which was generally very positive, acknowledging the strength of the Executive Directors and recognising the cohesiveness of the Board despite the challenges of interaction being limited to virtual means over much of the period since listing. The search for the new independent Non-Executive Director is underway and, while the Board continues to develop its processes in accordance with the evaluation outcomes, the addition of a new Director will be an opportunity for the processes around induction to be tested. The Board is pleased to confirm that the performance of each of the Non-Executive Directors continues to be effective and to demonstrate commitment to their role. The Nomination Committee considers that they each provide distinct and valuable input to the overall operation of the Board.

Taking into consideration the guidance provided by the UK Corporate Governance Code, along with the experience and standing of each of the Independent Non-Executive Directors, the Board is satisfied that each of the Independent Non-Executive Directors offering themselves for election and re-election is independent in character and judgement and there are no relationships or circumstances which are likely to affect their character or judgement. Gordon Hurst, the non-executive Chair was also considered independent upon appointment.

Resolution 13 – Authority to allot relevant securities

Darktrace requires the flexibility to allot Shares from time to time. The Directors will be limited as to the number of Shares they can at any time allot because allotment authority is required under the Act, save in respect of employee share schemes.

The Directors' existing authority to allot "relevant securities" (including Shares and/or rights to subscribe for or convert into Shares), which was granted (pursuant to section 551 of the Act) at the general meeting held on 24 November 2021, is expected to expire at the end of this year's AGM. Accordingly, Resolution 13 would renew and increase this authority (until the next annual general meeting or unless such authority is revoked or renewed prior to such time) by authorising the Directors (pursuant to section 551 of the Act) to allot relevant securities. Resolution 13.1 will allow Darktrace to allot Shares and to grant rights to subscribe for or to convert any security into Shares up to an aggregate nominal amount of £4,787,892 representing approximately two-thirds of the current issued ordinary share capital of Darktrace. This maximum is reduced by the nominal amount of any Relevant Securities allotted pursuant the authority in paragraph 13.2 in line with the guidance issued by the Investment Association, up to an aggregate nominal amount of £2,393,946 representing one-third of the current issued ordinary share capital of Darktrace (excluding treasury shares).

Save in respect of the issue of new Shares pursuant to Darktrace's employee share schemes (including the Darktrace plc 2021 Award Incentive Plan), the Directors currently have no plans to allot relevant securities, but the Directors believe it to be in the interests of Darktrace for the Board to be granted this authority, to enable the Board to take advantage of appropriate opportunities which may arise in the future.

Darktrace held 1,521,842 Shares in treasury as at 16 September 2022 being the last practicable date prior to publication of this document.

Resolution 14 – Report of the Remuneration Committee and Annual Report on Remuneration

In line with section 439 of the Act, Resolution 14 seeks to approve the Report of the Remuneration Committee and the Annual Report on Remuneration (excluding the Directors' Remuneration Policy), as set out on pages 106 to 131 in Darktrace's annual report and which includes a statement from the Chair of the Remuneration Committee and details of the Directors' remuneration for the year ended 30 June 2022 and operation of the Directors' Remuneration Policy for the year ended 30 June 2023.

A summary of the Directors' Remuneration Policy approved at the 2021 AGM can found on pages 110 – 121 of the annual report.

The vote on this Resolution 14 is advisory and does not affect the future remuneration paid to any Director.

Resolution 15 – Political Donations and Political Expenditures

Resolution 15 will be proposed as an ordinary resolution to authorise Darktrace 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.

Part 14 of the Act requires companies to obtain the approval of Shareholders before political donations exceeding £5,000 in aggregate in any 12-month period are made to (i) political parties, (ii) other political organisations, and (iii) independent election candidates.

Although Darktrace does not make what are usually regarded as political donations, it may incur expenditure on such items as sponsorship or attendance at political discussions organised by political parties on a non-partisan basis in order to make them aware of industry trends and key arguments affecting our industry. Some of these activities may be caught by the broad definitions in the Act, and this resolution is being proposed on a precautionary basis to allow Darktrace to continue its current activities.

Resolution 16 and 17 – Disapplication of statutory pre-emption rights

The Act provides that if Darktrace allots new Shares or sells treasury Shares for cash, it must first offer these securities to existing Shareholders in proportion to their existing holdings, unless such pre-emption rights are disapplied by Shareholders under the Act. The authority given to the Directors at the general meeting held on 24 November 2021 to allot shares for cash on a non-pre-emptive basis pursuant to the Act is expected to expire on the date of the AGM.

Resolution 16 will authorise the Directors to allot equity securities or sell pursuant to the authority given under Resolution 13 for cash in connection with (i) a pre-emptive offer, or (ii) on a non-pre-emptive basis up to a maximum aggregate nominal amount of £359,091, representing approximately 5 per cent. of Darktrace's current issued ordinary share capital, in each case without the Shares first being offered to existing Shareholders in proportion to existing holdings. Save in respect of the issue of new Shares pursuant to Darktrace's employee share schemes (including the Darktrace plc 2021 Award Incentive Plan), the Directors have no present intention of exercising this authority.

This resolution is in line with guidance issued by the Investment Association (as updated in July 2016) and the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the Statement of Principles), and the template resolutions published by the Pre-Emption Group in May 2016. The Pre-emption Principles allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5 per cent. to 10 per cent. of Darktrace's issued ordinary share capital, provided that Darktrace confirms that it intends to use the additional 5 per cent. authority only in connection with an acquisition or specified capital investment. Resolution 17 will additionally authorise the Board to allot new Shares (or sell treasury Shares) for cash, without the Shares first being offered to existing Shareholders in proportion to their existing holdings, up to a nominal amount of £359,091 (that is approximately 5 per cent. of Darktrace's current issued ordinary share capital) in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Board also confirms, in accordance with the Pre-emption Principles, that it does not intend to issue Shares for cash representing more than 7.5 per cent. of Darktrace's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

The authorities granted under Resolutions 16 and 17 will expire at the end of the next AGM or fifteen months from the date of this resolution, whichever is earlier.

Resolution 18 – Authority to purchase Darktrace's own Shares

The articles of association of Darktrace do not contain a restriction on Darktrace's ability to purchase its own Shares (subject to statutory requirements). This Resolution seeks to grant the Directors authority (until the next annual general meeting or fifteen months from the date of this resolution (if earlier), unless such authority is revoked or renewed from time to time) to make market purchases of Darktrace's own Shares with an aggregate nominal value of up to £718,183.80 (amounting to 71,818,380 Shares as at the date of the notice) representing 10 per cent. of the current issued share capital of Darktrace.

The maximum price payable for each Share would be an amount equal to the higher of (a) 5 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 (b) an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue where the purchase is carried out. The minimum price would be the nominal value of £0.01 per Share, being the nominal value of the Shares.

Subject to resolution 18 being passed, the Directors may repurchase Shares and the Directors consider that it is in the best interests of Darktrace and its Shareholders to keep the ability to make market purchases of Darktrace's own Shares in appropriate circumstances, without the cost and delay of a general meeting. The authority would only be exercised if the Directors believe the purchase would enhance earnings per Share and be in the best interests of Shareholders generally. Subject to Darktrace's obligations under the Listing Rules and MAR, the Directors reserve the right to purchase Darktrace's Shares otherwise than in accordance with Article 5 of MAR.

Darktrace may either cancel any Shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

Resolution 19 – Notice of general meetings, other than annual general meetings

Section 307A of the Act provides that a general meeting of a 'traded company' must be called by at least 21 days' notice but may be called by at least 14 days' notice if three conditions are met. The three conditions are that:

- a) the meeting is not an AGM;
- b) the company offers 'the facility for shareholders to vote by electronic means accessible to all shareholders'. This condition is met if there is a facility to appoint a proxy by means of a website; and
- c) shareholders have approved the holding of general meetings on 14 clear days' notice by passing a special resolution at the previous AGM or at a general meeting held since then.

Resolution 19 is proposed to authorise Darktrace to hold general meetings on 14 clear days' notice. The notice period required by the Act for general meetings of Darktrace is 21 days, unless Shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice.

The Directors consider it desirable that they have the option to call general meetings of Darktrace, other than the AGM, on at least 14 clear days' notice if there are circumstances where that is appropriate. The Directors will only use such authority when to do so would clearly be advantageous to shareholders as a whole and the matter to be considered is time sensitive and in accordance with the requirements of the Act.

Resolution 19, which will be proposed as a special resolution, will implement this proposal and the authority of this resolution will expire at the conclusion of the next annual general meeting to be held in 2023 when it is intended that a similar resolution will be proposed in order to renew this authority.

Recommendation

The Directors believe that the proposed Resolutions 1 – 19 to be considered at the AGM are in the best interests of Darktrace and its Shareholders as a whole and therefore, the Directors unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings, totalling 10,505,081 Shares, in aggregate, and representing 1.46% of the current issued ordinary share capital of Darktrace as at 16 September 2022 being the last practicable date prior to publication of this document.

By Order of the Board

Registered Office:

Maurice Wilkes Building
St John's Innovation Park
Cowley Road, Cambridge
United Kingdom, CB4 0DS

Dated 26 September 2022

James Sporle
Company Secretary

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- (a) Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of Darktrace) to attend and to vote instead of the member. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting in person, should he or she subsequently decide to do so.
- (b) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names stand in the register of members.
- (c) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from Darktrace in accordance with section 146 of the Act (**'nominated persons'**). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- (d) In order to be valid, any Form of Proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach Darktrace's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 business hours before the time of the meeting or of any adjournment of the meeting.
- (e) As an alternative to completing a hard copy Form of Proxy, a member can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting I.D., Task I.D. and Shareholder Reference Number (this is the series of numbers printed under your name on the Form of Proxy). Full instructions are given on the website. The proxy appointment and instructions should reach Equiniti Limited not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. You are advised to read the terms and conditions of use carefully. Any electronic communication found to contain a computer virus will not be accepted.
- (f) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (g) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 3.00 p.m. (London time) on 1 November 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (h) CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- (i) Darktrace may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (j) Any member attending the AGM is entitled, pursuant to section 319A of the Act to ask any question relating to the business being dealt with at the meeting. Darktrace will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
- (k) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (l) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
- (m) A form to be used for appointing a proxy for this meeting to vote on your behalf is enclosed with this notice.
- (n) The right of members to vote at the AGM is determined by reference to the register of members. As permitted by section 360B(3) of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on Darktrace's share register at 6.30 p.m. on 1 November 2022 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (o) The total number of ordinary shares of £0.01 in issue as at 16 September 2022, being the last practicable day before printing this document was 718,183,805 ordinary shares, with 1,521,842 further shares in Treasury, and the total voting rights was 718,183,805.
- (p) Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of Darktrace or at least 100 members have a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, Darktrace must publish on its website, a statement setting out any matter that such member or members propose to raise at the AGM relating to either the audit of Darktrace's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM. Where Darktrace is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by Darktrace in complying with the request, it must forward the statement to Darktrace's auditors no later than the time the statement is made available on Darktrace's website, and the statement may be dealt with as part of the business of the AGM. A member or members wishing to request publication of such a statement on Darktrace's website must send the request to Darktrace using one of the following methods:
 - (i) James Sporle, Company Secretary, at Maurice Wilkes Building, St John's Innovation Park, Cowley Road, Cambridge, United Kingdom, CB4 0DS – the request must be signed by you;
 - (ii) by e-mail to james.sporle@darktrace.com. Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by Darktrace at least one week before the AGM.
- (q) The results of voting at the AGM will be announced through a Regulatory Information Service and will appear on our website on 3 November 2022 or shortly thereafter.
- (r) Members may not use any electronic address provided in either this Notice of AGM or any related documents to communicate with Darktrace for any purposes other than those expressly stated.
- (s) Copies of this document will be available free of charge during normal business hours on weekdays (excluding Saturday, Sunday and public holidays) from the date hereof until 3 November 2022 from Darktrace's Registered Office. Copies will also be available to download from Darktrace's website at <https://ir.darktrace.com>

