RNS Number : 3552F
Darktrace PLC
04 November 2022

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DARKTRACE PLC
("Darktrace")

Results of Annual General Meeting

Darktrace announces the results of its annual general meeting ("AGM") held at the offices of Latham & Watkins, 99 Bishopsgate Street, London EC2M 3XF on 3 November 2022 at 3.00 p.m. (GMT).

Voting on all of the resolutions was conducted on a poll. All of the resolutions were passed, and all with significant majorities except for Resolution 14. Resolution 14 is the resolution to approve the Darktrace Remuneration Report which received 20.7% of votes against. Over 70% of the votes against Resolution 14 were from three shareholders, Angela Bacares, GO ETF Solutions and Michael Lynch.

The Remuneration Committee wrote to its major shareholders prior to the AGM explaining the decisions made by the Committee during the year and how it intended to operate the Remuneration Policy for the year ahead and the Remuneration Committee Chair offered to hold meetings and calls with shareholders. The Remuneration Committee was comfortable that overall those shareholders that the Remuneration Committee engaged with were supportive of the Darktrace remuneration arrangements. The Remuneration Committee will seek to engage with those shareholders who did not support the vote on the Remuneration Report to understand their concerns on remuneration matters.

A copy of the resolutions passed at the AGM will be submitted to the National Storage Mechanism in accordance with Listing Rules 9.6.2R and 9.6.3R, and will be available in due course for inspection at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

As of today's date, Darktrace has 719,705,647 ordinary shares in issue. The results of the poll, incorporating proxy votes duly lodged prior to the meeting, are set out below and will also shortly be available on Darktrace's website at https://ir.darktrace.com.

	Ordinary Resolutions	Votes for	% of votes cast for	Votes Against	% of votes cast against	Total votes cast	Total votes cast as % of ISC	Votes withheld[1]
1.	To receive the annual reports and accounts	516,666,185	100.00	8,036	0.00	516,674,221	71.94%	58,801
2.	To re-appoint Grant Thornton UK LLP as auditor of Darktrace until the next annual general meeting	516,614,011	99.99	66,795	0.01	516,680,806	71.94%	52,216
3.	To authorise the Directors' to determine the remuneration of the auditors	516,629,667	99.99	47,598	0.01	516,677,265	71.94%	51,733
4.	To re-elect Gordon Hurst as a director	452,994,806	98.64	6,244,116	1.36	459,238,922	63.94%	57,494,100
5.	To re-elect Poppy Gustafsson OBE as a director	496,479,893	96.99	15,402,329	3.01	511,882,222	71.27%	4,850,800
6.	To re-elect Catherine Graham as a director	509,984,215	99.63	1,900,712	0.37	511,884,927	71.27%	4,848,095
7.	To re-elect Vanessa Colomar as a director	459,795,824	88.99	56,879,124	11.01	516,674,948	71.94%	58,074
8.	To re-elect Stephen Shanley as a director	473,085,194	91.56	43,592,099	8.44	516,677,293	71.94%	55,729
9.	To re-elect Johannes Sikkens as a director	473,595,749	91.66	43,081,599	8.34	516,677,348	71.94%	55,674
10.	To re-elect Lord Willetts as a director	489,196,621	95.58	22,613,599	4.42	511,810,220	71.26%	4,922,802
11.	To re-elect Paul	512,811,925	99.26	3,831,392	0.74	516,643,317	71.94%	89,705

	Harrison as a director							
12.	To re-elect Sir Peter Bonfield CBE, FREng, as a director	511,214,679	99.88	600,591	0.12	511,815,270	71.27%	4,917,752
13.	To authorise the Directors to allot relevant securities	505,028,457	97.75	11,635,367	2.25	516,663,824	71.94%	69,198
14.	To approve the Report of the Remuneration Committee and Annual Report on Remuneration (excluding the Directors' Remuneration Policy)	409,704,318	79.30	106,971,786	20.70	516,676,104	71.94%	56,918
15.	To authorise political donations and political expenditures	437,352,739	85.45	74,499,018	14.55	511,851,757	71.27%	4,881,265
	Special Resolutions	Votes for	% of votes cast for	Votes against	% of votes cast against	Total votes cast	Total votes cast as % of ISC	Votes withheld *(1)*
16.	To give the Directors limited authority to allot shares for cash without making a pre-emptive offer to shareholders.	516,319,670	99.93	359,006	0.07	516,678,676	71.94%	54,346
17.	To give the Directors an additional limited authority to allot shares for cash and disapply offer to shareholders.	515,905,346	99.85	773,074	0.15	516,678,420	71.94%	54,602
18.	To authorise the Directors to purchase Darktrace's own shares	464,040,289	93.86	30,333,740	6.14	494,374,029	68.84%	22,358,993
19.	To authorise Darktrace to hold general meetings, other than annual general meetings, on not less than 14 clear days' notice.	508,318,351	98.38	8,366,459	1.62	516,684,810	71.94%	48,212

(1) *A 'vote withheld' in respect of any resolution is not a vote in law and is not counted in the calculation of the proportion of the votes for and against it.*

Contact:

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