

**PUBLIC DEALING DISCLOSURE BY A PARTY TO AN OFFER OR PERSON ACTING IN CONCERT (INCLUDING DEALINGS FOR THE ACCOUNT OF DISCRETIONARY INVESTMENT CLIENTS)**  
 Rules 8.1, 8.2 and 8.4 of the Takeover Code (the "Code")

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Jack Stockdale
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	-
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Darktrace plc
<b>(d) Status of person making the disclosure:</b> <i>e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)</i>	Person acting in concert with Darktrace plc
<b>(e) Date dealing undertaken:</b>	1 August 2024
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing**

Class of relevant security:	Interests		Short positions	
	Number	%*	Number	%*
<b>(1) Relevant securities owned and/or controlled:</b>	4,365,512	0.62	NIL	-
<b>(2) Cash-settled derivatives:</b>	NIL	-	NIL	-
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	NIL	-	NIL	-
<b>TOTAL:</b>	4,365,512	0.62	NIL	-

*\*Figures are rounded down to two decimal places.*

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

## (b) Rights to subscribe for new securities (including directors' and other employee options)

<i>Name</i>	<i>No. of ordinary shares in Darktrace plc under option or subject to award</i>	<i>Share plan under which award was granted</i>	<i>Date of grant</i>	<i>Exercise price per share (£)</i>	<i>Vesting date</i>	<i>Lapse / Expiry Date</i>
Jack Stockdale	250,000 (37,500 awarded and vested with 125,000 exercised already)	Share Options	6 December 2016	£0.527040	6 December 2019	Options lapse on 10 <sup>th</sup> anniversary of the date of grant, unless they lapse earlier under the rules of the Option Plan (which will include lapsing 6 months following the sanction of the Scheme by the court)
	187,500	Share Options	17 June 2019	£2.055897	17 June 2022	Options lapse on 10 <sup>th</sup> anniversary of the date of grant, unless they lapse earlier under the rules of the Option Plan (which will include lapsing 6 months following the sanction of the Scheme by the court)
	70,000	AIP - Performance Based Conditional Award	21 September 2022	NIL	30 June 2025	Awards lapse to the extent not vested, per the terms of the AIP
	183,408	AIP - Performance Based Conditional Award	19 July 2023	NIL	15 September 2026	Awards lapse to the extent not vested, per the terms of the AIP
	10,189	AIP - Time Based Conditional Award	19 July 2023	NIL	19 July 2025	Awards lapse to the extent not vested, per the terms of the AIP
	10,190	AIP - Time Based Conditional Award	19 July 2023	NIL	19 July 2026	Awards lapse to the extent not vested, per the terms of the AIP
	140,443	AIP - Performance Based Conditional Award	1 August 2024	NIL	1 August 2027	Awards lapse to the extent not vested, per the terms of the AIP and award agreement. Replacement cash award to be granted if award lapses in connection with the acquisition of Darktrace plc by Luke Bidco Limited.
	23,407	AIP - Time Based Conditional Award	1 August 2024	NIL	One third of award: 1 August 2025 Remaining two thirds of award:	Awards lapse to the extent not vested, per the terms of the AIP and award agreement. Replacement cash award to

Name	No. of ordinary shares in Darktrace plc under option or subject to award	Share plan under which award was granted	Date of grant	Exercise price per share (£)	Vesting date	Lapse / Expiry Date
					amounts on 1 February 2026, 1 August 2026, 1 February 2027 and 1 August 2027	be granted and have lapsed in connection with the acquisition of Darktrace plc by Luke Bidco Limited.

### 3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

#### (a) Purchases and sales

##### (i) Party to an offer or person acting in concert (except for a principal trader in the same group as a connected adviser)

Class of relevant security	Purchase/sale	Number of securities	Price per unit
N/A	N/A	N/A	N/A

##### (ii) Principal trader where the sole reason for the connection is that the principal trader is in the same group as a connected adviser

Class of relevant security	Purchases/sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
N/A	N/A	N/A	N/A	N/A

#### (b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit
N/A	N/A	N/A	N/A	N/A

#### (c) Stock-settled derivative transactions (including options)

##### (i) Writing, selling, purchasing or varying

Class of relevant security	Product description e.g. call option	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type e.g. American, European etc.	Expiry date	Option money paid/received per unit
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

##### (ii) Exercise

Class of relevant security	Product description e.g. call option	Exercising/exercised against	Number of securities	Exercise price per unit
N/A	N/A	N/A	N/A	N/A

#### (d) Other dealings (including subscribing for new securities)

<b>Class of relevant security</b>	<b>Nature of dealing</b> <i>e.g. subscription, conversion</i>	<b>Details</b>	<b>Price per unit (if applicable)</b>
Ordinary shares of £0.01 each in Darktrace plc	Grant of AIP - Performance Based Conditional Award	Performance based conditional award in respect of 140,443 ordinary shares in Darktrace plc	NIL
Ordinary shares of £0.01 each in Darktrace plc	Grant of AIP - Time Based Conditional Award	Time based conditional award in respect of 23,407 ordinary shares in Darktrace plc	NIL

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

NONE

##### (b) Agreements, arrangements or understandings relating to options or derivatives

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:**

**(i) the voting rights of any relevant securities under any option; or  
(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

*If there are no such agreements, arrangements or understandings, state "none"*

NONE

##### (c) Attachments

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	2 August 2024
<b>Contact name:</b>	Amabel Evans
<b>Telephone number:</b>	+44 (0) 20 7072 1769

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*

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