

1 October 2024

**Darktrace plc**  
**("Darktrace")**

**Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them**

On 26 April 2024, the boards of directors of Luke Bidco Limited ("**Bidco**") and Darktrace plc ("**Darktrace**") announced that they had reached agreement on the terms and conditions of a recommended all cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of Darktrace (the "**Acquisition**").

Pursuant to the terms of the Acquisition agreed by Darktrace and Bidco, performance-based conditional awards ("**PSUs**") and time-based conditional awards ("**RSUs**") granted over ordinary shares in the Company ("**Shares**") under the Darktrace Award Incentive Plan (the "**AIP Awards**") vested in full on 24 September 2024, being the date that the Court sanctioned the scheme of arrangement to implement the Acquisition, and were satisfied via the transfer of Shares from the Company's Employee Benefit Trust ("**EBT**") on 27 September 2024. As a result, the following Persons Discharging Managerial Responsibilities ("**PDMRs**") had AIP Awards vest and satisfied by the transfer of Shares from the EBT to the respective PDMRs as follows:

- Catherine Graham, CFO, acquired 511,438 Shares following vesting of PSUs;
- Jack Stockdale, CTO, acquired 253,408 Shares and 20,379 Shares following the vesting of PSUs and RSUs respectively; and
- Nicole Eagan, CSO and AI Officer, acquired 166,442 Shares and 39,925 Shares following the vesting of PSUs and RSUs respectively.

Details of PDMR / person closely associated with them ("PCA")			
Name	Catherine Graham		
<b>Reason for the notification</b>			
Position / status	CFO		
Initial notification / amendment	Initial Notification		
<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>			
Name	Darktrace plc		
LEI	213800PC5S5P9CSNFC89		
<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>			
Description of the financial instrument	Ordinary shares		
Identification code	Dark / GB00BNYK8G86		
Nature of the transaction	Acquisition of 511,438 Shares following vesting of PSUs.		
Currency	GBP - British Pounds		
Price(s) and volume(s)		<b>Price(s)</b>	<b>Volume(s)</b>
		0.00	511438
		<b>Total</b>	0.00

	<b>Aggregated</b>	<b>0.00</b>	<b>511438</b>	<b>0.00</b>
Date of the transaction	27 September 2024			
Place of the transaction	Outside of a trading venue			

<b>Details of PDMR / person closely associated with them ("PCA")</b>				
Name	Jack Stockdale			
<b>Reason for the notification</b>				
Position / status	CTO			
Initial notification / amendment	Initial Notification			
<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>				
Name	Darktrace plc			
LEI	213800PC555P9CSNFC89			
<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>				
Description of the financial instrument	Ordinary shares			
Identification code	Dark / GB00BNYK8G86			
Nature of the transaction	Acquisition of 253,408 Shares and 20,379 Shares following vesting of PSUs and RSUs respectively.			
Currency	GBP - British Pounds			
Price(s) and volume(s)		<b>Price(s)</b>	<b>Volume(s)</b>	<b>Total</b>
		0.00	273787	0.00
	<b>Aggregated</b>	<b>0.00</b>	<b>273787</b>	<b>0.00</b>
Date of the transaction	27 September 2024			
Place of the transaction	Outside of a trading venue			

<b>Details of PDMR / person closely associated with them ("PCA")</b>				
Name	Nicole Eagan			
<b>Reason for the notification</b>				
Position / status	Chief Strategy Officer and AI Officer			
Initial notification / amendment	Initial Notification			
<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>				
Name	Darktrace plc			
LEI	213800PC555P9CSNFC89			
<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>				
Description of the financial instrument	Ordinary shares			
Identification code	Dark / GB00BNYK8G86			
Nature of the transaction	Acquisition of 166,442 Shares and 39,925 Shares upon vesting and settlement of PSUs and RSUs respectively			
Currency	GBP - British Pounds			
Price(s) and volume(s)		<b>Price(s)</b>	<b>Volume(s)</b>	<b>Total</b>

		0.00	206367	0.00
	<b>Aggregated</b>	<b>0.00</b>	<b>206367</b>	<b>0.00</b>
Date of the transaction	27 September 2024			
Place of the transaction	Outside of a trading venue			

**Contact:**

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