

**CERTIFICATE - DISCLOSURE OF OWNERSHIP AND PRINCIPALS****1. Definitions**

“City” means the City of Las Vegas.

“City Council” means the governing body of the City of Las Vegas.

“Contracting Entity,” means the individual, partnership, or corporation seeking to enter into a contract with the City of Las Vegas.

“Principal” means, for each type of business organization, the following: (a) sole proprietorship – the owner of the business; (b) corporation – the directors and officers of the corporation; but not any branch managers of offices which are a part of the corporation; (c) partnership – the general partner and limited partners; (d) limited liability company – the managing member as well as all the other members; (e) trust – the trustee and beneficiaries.

**2. Policy**

In accordance with Resolutions 79-99, 105-99 and RA-4-99, adopted by the City Council, Contracting Entities seeking to enter into certain contracts with the City of Las Vegas must disclose information regarding ownership interests and principals. Such disclosure generally is required in conjunction with a Request for Proposals (RFP). In other cases, such disclosure must be made prior to the execution of a contract.

**3. Instructions**

The disclosure required by the Resolutions referenced above shall be made through the completion of this Certificate. The Contracting Entity shall complete Block 1, Block 2, and Block 3. The Contracting Entity shall complete either Block 4 or its alternate in Block 5. Specific information, which must be provided, is highlighted.

**4. Incorporation**

An updated and notarized Certificate shall be incorporated into the resulting contract, if any, between the City and the Contracting entity. Upon execution of such contract, the Contracting Entity is under a continuing obligation to notify the City in writing of any material changes to the information in this Certificate. This notification shall be made within fifteen (15) days of the change. Failure to notify the City of any material change may result, at the option of the City, in a default termination (in whole or in part) of the contract, and/or a withholding of payments due the Contracting Entity.

Block 1: Contracting Entity	
Name: Darktrace Holdings Limited	
Address: Maurice Wilkes Building Cowley Road	City / ST / Zip: Cambridge, United Kingdom CB4 0DS
Telephone: +1 415 229 9100	EIN or DUNS : 98-1156435
Block 2: Description / Subject Matter of Contract	
Services for: Darktrace Enterprise Immune System	Project Number: 210231-JL

<b>Block 3:</b>	<b><u>Type of Business</u></b>
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other:	

**CERTIFICATE – DISCLOSURE OF OWNERSHIP AND PRINCIPALS (CONTINUED)****Block 4: Disclosure of Ownership and Principals**

In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.

	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Ownership and Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: \_\_\_\_\_

**Block 5: Disclosure of Ownership and Principals – Alternate**

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: Darktrace Annual Report (list of officers and shareholders portion)

Date of Attached Document: 2022 Number of Pages: 6

**Contracting Party Certification (Notarized signature required in event of contract award per section 4, "Incorporation")**

I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity.

Catherine Graham cfo  
6AF03C9240EE4E6...  
Signature  
Apr 4, 2023  
Date

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Notary Signature

DocuSigned by: Grant Garber  
Grant Garber Legal Counsel  
BF6D0953678740E...  
Apr 4, 2023

CHAPTER 2

GOVERNANCE

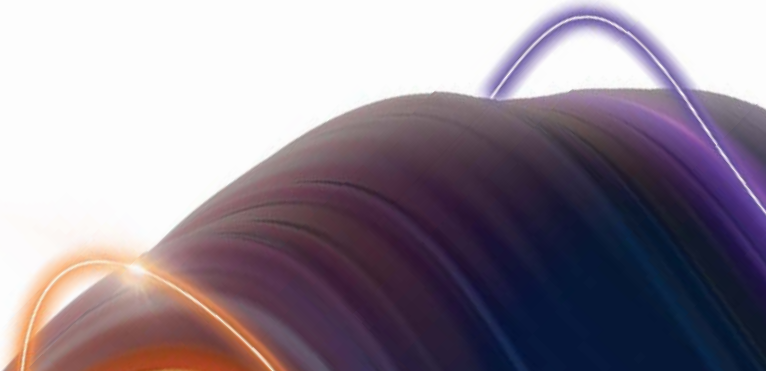


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Our priority at Darktrace is to deliver best-in-class technology to our customers which defends their most critical digital assets.

/ Poppy Gustafsson OBE, CEO, Darktrace



Later in this Corporate Governance Report:

- 1. An introduction to our Board is given in the biographies of our Directors on the next pages.
- 2. More detail on the role and activities of the Board starts on page 91.
- 3. Lord Willetts, the Chair of the Nominations Committee, reports on its work commencing on page 96.
- 4. Paul Harrison, the Chair of the Audit & Risk Committee, reports on its work commencing on page 98.
- 5. Sir Peter Bonfield reports on the remuneration of the Directors in his capacity as Chair of our Remuneration Committee, commencing on page 106.

/ UK Code Compliance

This Corporate Governance Report, including the sections that follow, sets out how the Company has applied the main principles of good governance contained in the UK Corporate Governance Code for the financial year 2021/2022. The Board considers that the Company has been compliant with the Code provisions that applied during this period, and will comply with those that apply after, with the following exception:

- Code Provision B1.2 recommends that at least half the members of the Board, excluding the Chair, should comprise Non-Executive Directors determined by the Board to be independent. For the purposes of assessing compliance with the Code, the Board considers that Lord Willetts, Sir Peter Bonfield, Paul Harrison, are independent of management and free from any business or other relationship that could materially interfere with the exercise of their judgement;
- the Board also considers that I, as Chair of the Company, was independent at the time of appointment; and
- as well as our two Executive Directors, we have three other Non-Executive Directors who were nominated by major shareholders and are therefore not considered to be independent for the purposes of the Code.
- We are in the process of hiring an additional independent Non-Executive Director. Whilst the Board is therefore not fully compliant with this part of the Code we have taken significant steps towards adding another independent member of the Board and hope to complete this before the end of the next financial year.

I look forward to reporting to you next year on how our governance arrangements continue to develop. This will include another report on the evaluation to be undertaken of the effectiveness of our Board and on any actions we undertake in response to this. We view measurement of performance, targeting improvement and reporting results to be as important for us as a Board as it is for our business.

On behalf of the Board

*Gordon Hurst*

Gordon Hurst  
Chair  
7<sup>th</sup> September 2022



Having delivered another strong set of full year results, invested further in its R&D team and continued to grow our customer base, Darktrace is well-positioned to continue building on a successful track record in an expanding market for our products.

/ Gordon Hurst, Chair at Darktrace

## THE BOARD

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Our Board comprises a diverse range of directors with a wide variety of complementary skill sets and experience.



### Poppy Gustafsson OBE – Chief Executive Officer, N

Ms. Gustafsson co-founded Darktrace in 2013 and has served as the CEO of the Group since 2016. Under her leadership, the Group has experienced significant growth and global expansion, and listed on the London Stock Exchange in 2021. She was named CEO of the Year at the 2021 Digital Masters Awards and Tech CEO of the Year at the UK Tech Awards 2021. Together with Darktrace CTO Jack Stockdale, Poppy was awarded an OBE for services to cyber security in 2019. She is a qualified chartered accountant and holds a BSc in Mathematics from the University of Sheffield, where she was also awarded an honorary degree in Doctor of Science in recognition of “outstanding achievement in the field of Cyber Security” in 2022.



### Catherine Graham – Chief Financial Officer

Ms. Graham joined the Group as its Chief Financial Officer in February 2020, was appointed to the Board of the Company at incorporation of the Company and is the Company's Chief Financial Officer. Ms. Graham has more than two decades of professional experience in financial disciplines and has served at the helm of several businesses throughout periods of rapid growth and capital structure evolution. Previously at 2U, a global leader in education technology, Ms. Graham has extensive experience in developing and maturing hyper-growth technology companies. In 2015, she was named as Northern Virginia Technology Council's 'Public Company CFO of the Year' and was included in the Washington Business Journal's 2018 list of 'Women Who Mean Business.' Ms. Graham was instrumental in Darktrace being named as Best Performing Company 2022 at the Megabyte100 Awards and winning an award for Outstanding Equity Capital Markets Deal of 2021. Ms. Graham holds an MBA from Loyola University Maryland and a BA in Economics from the University of Maryland.



### Gordon Hurst – Non-Executive Chair, N, R, I

Mr. Hurst joined the Group on 28 July 2019 as a Director of Darktrace Holdings Limited, and was appointed to the Board of the Company on 1 April 2021. Mr. Hurst has 27 years' experience with Capita plc (LON: CPI), a leading consulting, digital services and software business company, from 1988 until February 2015, including having served as the Group Finance Director on its board since 1996. During this period, Mr. Hurst was instrumental in managing acquisitions, large outsourcing deals, and building a team of commercially-focused finance directors to enable continued development of the business. Since then, Mr. Hurst served as non-executive director of Marston Holdings until March 2020 and is currently non-executive director and chair of the board of Featurespace and the non-executive chair of the PE funded services business, Azets Ltd.



### Lord David Willetts, A, R, N, I

Lord Willetts was appointed to the Board of the Company on 1 April 2021. He is currently the President of the Resolution Foundation and the Chair of the UK Space Agency. He is a director of UK Research and Innovation (UKRI), BioTech Growth Trust plc, the Foundation for Science and Technology, SynBioVen Limited, Satify UK Limited, and Marchmont Executive Services Limited. Since April 2018 he has served as the Chairman and director of Veritext plc and as the Chairman and director of Tekcapital plc since January 2020, and he was previously an independent director of Surrey Satellites. Lord Willetts has been a trustee of the Booker Prize Foundation since September 2018. Lord Willetts began his career in Parliament as the MP for Havant in 1992 and was appointed Minister for Universities and Science in May 2010. Lord Willetts has previously served as Paymaster General and then in the Shadow Cabinet in a range of roles, including Shadow Secretary of State for Trade and Industry, Shadow Secretary for Education and Skills, and Shadow Secretary for Innovation, Universities and Skills. Lord Willetts has also worked at HM Treasury and in the Number 10 Policy Unit. In addition, Lord Willetts is an Honorary Fellow at Nuffield College, Oxford, and a member of the Council of the Institute for Fiscal Studies. Lord Willetts was educated at King Edward's School, Birmingham and Christ Church, Oxford, where he studied philosophy, politics and economics.



### Sir Peter Bonfield CBE, A, R, I

Sir Peter was appointed to the Board of the Company on 1 April 2021. Sir Peter has previously served as the CEO and Chairman of the Executive Committee of British Telecommunications from 1996, when he was appointed, until early 2002. Sir Peter is currently serving as Chairman of NXP Semiconductors in the Netherlands and Truchas Associates Limited, is a director of Imagination Technologies Group Limited, TSMC Taiwan, and is a member of the Longreach Group Advisory Board, Hong Kong. He is also a board mentor of CMI and a senior advisor to Alix Partners. Sir Peter has previously served as Chairman and Managing Director of ICL after its merger with STC, a large telecommunications equipment manufacturer, Deputy Chief Executive of STC plc as well as Chairman and CEO of ICL. Sir Peter's career has also included Chairman of GlobalLogic, Senior Independent Directorship of AstraZeneca, Member of the Citigroup International Advisory Board, Advisor to Apax Partners LLP, Senior Advisor to Rothschild, member of Silent Circle's Advisory Board and Directorships on the Boards of Sony Corporation in Japan, Mentor Graphics Corporation in the USA, Ericsson in Sweden, the Department for Constitutional Affairs and the Ministry of Justice. In total, Sir Peter has been a Board Member of 13 quoted companies around the world. Sir Peter has an Honours Degree in Engineering from Loughborough University and is a Fellow of the Royal Academy of Engineering.



### Paul Harrison, A, R, N, I

Mr. Harrison was appointed to the Board of the Company on 1 April 2021. Mr. Harrison is a chartered accountant with over 35 years' business experience. Mr. Harrison is the Chief Operating Officer and an Executive Director of Ascential plc holding these roles since January 2021 though he originally joined Ascential plc as a Board Director and chair of the Audit Committee in February 2016 and held these posts until his appointment as an executive director. From 2016 to 2020 Mr. Harrison served as the CFO of Just Eat plc, a FTSE 100 on-line food marketplace business, and also as the interim CEO from April to September 2017. Prior to Just Eat, Mr. Harrison served as CFO of WANDisco plc in California and as Group CFO of one of the largest UK (& FTSE 100) software businesses, The Sage Group plc for 13 years. In addition, Mr. Harrison served from 2007 to 2017 as a Non-Executive Director and, in the last 5 years of his appointment, Senior Independent Director of FTSE 250 recruiter, Hays plc. During this time, Mr. Harrison initially chaired the Audit Committee switching midway through his appointment to chairing the Remuneration Committee. Mr. Harrison has formerly also served as a Governor of Royal Grammar School, Newcastle a large, independent school based in Newcastle upon Tyne.

A: Audit & Risk Committee | N: Nomination Committee | R: Remuneration Committee  
I: Independent Non-Executive Director | S: Nominee of a Major Shareholder

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**Vanessa Colomar, S**

Ms. Colomar has decades of experience working hands on to lead founders and visionaries in creating and scaling technology companies. Throughout her career she has sat at the intersection of ideas and their development in a variety of roles, spanning media, politics, technology, business, academia and the law. Vanessa is a co-founder of Invoke Capital which forms, funds and develops fundamental technologies, often disrupting established methodologies and developing multi-billion pound businesses in the process. Invoke capital was the seed investor in Darktrace a leading AI cybersecurity company and was instrumental in getting the company up and running from inception, as well as helping it to scale rapidly prior to it going public on the LSE in 2022. Invoke capital also created Luminance, an AI platform that is changing the way lawyers work with documents and contracts. Invoke was an early investor in the Nasdaq-listed Sophia Genetics, which is transforming personalised medicine and cancer treatment. After graduating from Durham University with a First in modern languages, Vanessa obtained a Masters in Journalism in Madrid, where she worked in the International media sector including TV, print and digital before transitioning to technology based businesses. Her areas of expertise are in the practical application and policy implications of Artificial Intelligence and Cyber security. Today, Vanessa is on the board of Darktrace and of Luminance and various charities. Beyond work, she enjoys thinking about the intersection of arts and science, broadening access to the Arts and music education.



**Stephen Shanley, S**

Mr. Shanley joined the Group on 15 July 2016 as a Director of Darktrace Holdings Limited, and was appointed to the Board of the Company on 1 April 2021. Mr. Shanley has worked at KKR since 2014 and currently serves as a Partner and as head of KKR's Technology Growth Equity business in Europe. Mr. Shanley serves on the board of directors of several technology companies, including Feedzai – Consultadoria e Inovação Tecnológica, S.A., ReliaQuest, LLC, Zwiift Inc., KnowBe4, Inc., and OutSystems Holdings S.A., and holds a number of board observer roles. He has previously served as director at both Valua S.A.S. and Clicktale (UK) Limited. Prior to joining KKR, Mr. Shanley was an investor with Technology Crossover Ventures, a technology focused growth equity firm. Prior to that, Mr. Shanley was with the TMT investment banking group of Needham & Company, LLC. He started his career in the transaction services group of KPMG US LLP. Mr. Shanley holds a B.S. and a B.Sc. from Santa Clara University.



**Johannes Sikkens, S**

Mr. Sikkens joined the Group on 14 July 2015 as a Director of Darktrace Holdings Limited, and was appointed to the Board of the Company on 1 April 2021. Mr. Sikkens serves as Managing Director and Head of Europe at Summit Partners, a global alternative investment firm with more than \$37 billion in assets under management. Mr. Sikkens joined Summit Partners in 2004 and today manages the firm's London office. Mr. Sikkens focuses primarily on investments in the technology sector in Europe. In addition to the Company, Mr. Sikkens currently serves as a director at MUBI Inc., Odoor SA, Mobius Solutions, Ltd., Red Points Solutions, Ltd and Synchron International AB, as an Observer of Ivalua S.A.S., and he is actively involved in Summit's investments in Akenio, LearnUpon, and Solactive. His previous board and investment experience includes 360T Group, Acturis Limited, Avast (LON: AVST), Flow Traders (Euronext: FLOW), Multifonds, RELEX Solutions, SafeBoot, Siteimprove and Welltec International. Prior to Summit, Mr. Sikkens worked for Scotia Capital and IBM Corporation. Mr. Sikkens holds a BS in Business Administration from the University of Groningen, an MSc in International Business from the University of Groningen, and an MSc in International Finance from the CERAM Graduate School of Management & Technology.

A: Audit & Risk Committee | N: Nomination Committee | R: Remuneration Committee  
I: Independent Non-Executive Director | S: Nominee of a Major Shareholder



Our Board provides leadership to the Group, sets and monitors the implementation of its strategy and, with its standing Committees, oversees controls, risk management and senior remuneration in the Group. It aims to ensure that the Group has in place appropriate people, financial and other resources to enable value to be maximised for shareholders and other stakeholders over the long-term.

As part of its role, our Board provides both support and constructive challenge to management in the review of proposals, in the monitoring of performance and in the targeting of achievement of the Group's aims, over both the long and shorter terms.

Later in this Governance Report are specific reports from our Nomination, Audit & Risk and Remuneration Committees. This report summarises the role and activities of our Board.

Membership of the Board

- The Board currently has nine members:
- its Non-Executive Chair, Gordon Hurst, who was independent on appointment;
  - two Executive Directors, Poppy Gustafsson OBE (Chief Executive Officer) and Catherine Graham (Chief Financial Officer);
  - three independent Non-Executive Directors, three of whom, Lord Willetts, Sir Peter Bonfield and Paul Harrison, who were appointed shortly before the Company's IPO and a fourth independent Non-Executive Director who is anticipated to join the Board in the next financial year; and
  - three non-independent Non-Executive Directors, Vanessa Colomar, Stephen Shanley and Han Sikkens each of whom have been nominated by a major shareholder and served since before the Company's IPO.

Further details of our Directors are provided on pages 86 to 88.

The professional diversity of our Directors provides the Board with a broad range of experience of both the Group's business and of other businesses, including in the publicly listed environment. This enables high quality, varied relevant input into Board discussions, enriching debates and allowing carefully considered judgements to be reached, consensus arrived at, and decisions then taken

Poppy Gustafsson OBE, the Chief Executive Officer, and Catherine Graham, the Chief Financial Officer, are both women as is one of the non-independent Non-Executive Directors, Vanessa Colomar. Women make up one third of the board of directors and this has been the case since the Company listed in 2021.

Although not currently compliant against the target Listing Rules requirements on gender and ethnic diversity, and in recognition of that, the Company is actively looking at improving representation at both board level and across senior management through recruitment and new appointments. We will endeavour to ensure full compliance in the coming financial year.

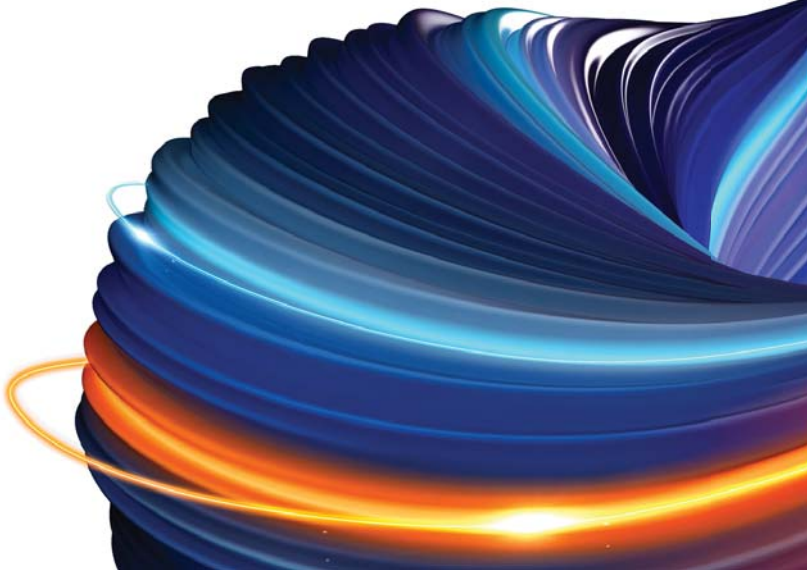
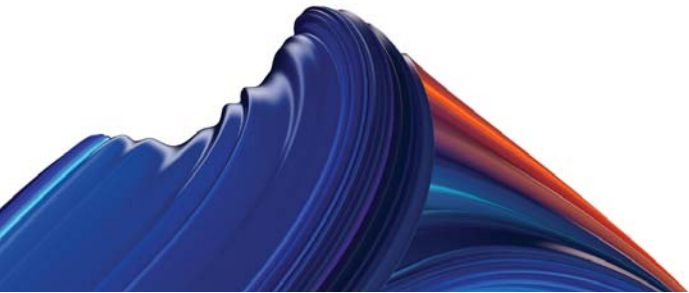
All Directors have a deep interest in helping the Group achieve its long-term objectives. They all devote sufficient time and attention to their Board duties and responsibilities, and they take collective responsibility for the Board's performance. A proper balance of influence is maintained without one person or separate group of people having undue powers of decision-making. All the Non-Executive Directors bring strong and valuable judgement to bear on the Board's deliberations and decision-making process.

The Board believes that its current structure and membership is appropriate for this stage in the Group's development and represents a good balance of skills and experience necessary to manage the Company and its business in an effective and successful manner and will be strengthened with the appointment of a new Independent Non-Executive Director (for which the search is already underway).

Role of the Board

Key activities of the Board include the following:

<b>Responsibility for the overall leadership of the Company and setting the company's purpose, values and standards, assessing and monitoring the Company's culture and promoting the alignment of culture with purpose, values and standards</b>	The Board and its Committees meet regularly and review matters of strategic importance. This is usually done in the context of a presentation to the Board (supported by papers provided in advance of Board meetings) providing updates on business performance and updates from specific areas of the business. As part of Board discussions of strategic proposals Non-Executive Directors constructively challenge matters when they feel appropriate as part of reaching an overall consensus. In addition, the Board reviews and seeks to identify risks at a strategic level.
<b>Approval of the Group's strategic aims and objectives.</b>	As part of their regular meetings the Board and its Committees receive updates on strategic aims and objectives and performance against those objectives.
<b>Approvals of the annual operating and capital expenditure and budgets and any material changes to them.</b>	This includes regular reviews of the financial performance and requirements of the Group. It also includes regular updates from the CFO and CEO on developing plans and any material changes to existing annual operating and capital expenditure and budgets.
<b>Review of the Group's performance in light of its strategic aims, objectives, business plan and budgets and ensuring that any necessary corrective action is taken.</b>	As well as financial performance, the Board reviews the operational development of the Group and its markets to ensure its strategy remains appropriate and to consider and decide upon any adjustments that may improve this.



## SHAREHOLDERS

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Fully diluted shareholding of any party with a 3% or greater shareholding in Darktrace as at 24<sup>th</sup> August 2022:

Shareholder	Number of shares	% voting rights at 30 June 2022	Number of shares direct	Number of shares indirect
Summit DT Equity Holdings 3 LP	98,034,496	13.7%	98,034,496	-
KKR Dark Aggregator LP	70,633,213	9.8%	70,633,213	-
A. Bacares	56,605,607	7.9%	56,605,607	-
Employee Benefit Trust	49,137,916	6.8%	49,137,916	-
M. Lynch	30,511,750	4.2%	30,511,750	-
Brighton Park Capital Management	30,438,766	4.2%	30,438,766	-
GO ETF Solutions	26,198,588	3.6%	26,198,588	-
TenEleven Ventures	23,390,655	3.3%	23,390,655	-

## GLOSSARY

### AGM

Annual General Meeting

### Adjusted EBIT

Adjusted EBIT is the Group's EBIT adjusted to remove uncapitalised share-based payment (SBP) charges and share option-related employer tax charges.

### Adjusted EBITDA

Adjusted EBITDA is the Group's EBITDA, but including appliance depreciation attributed to cost of sales, adjusted to remove uncapitalised share-based payment charges and related employer tax charges.

### APAC

Asia-Pacific

### AI

Artificial Intelligence

### APMs

Alternative Performance Measures

### ARR

Annual Recurring Revenue

### Board

The board of directors of the Company

### Brexit

The exit of the United Kingdom from the European Union, officially on 31 December 2020

### CAGR

Compound Annual Growth Rate

### CEO

Chief Executive Officer

### CFO

Chief Financial Officer

### CGU

Cash Generating Unit

### Cybersprint

Cybersprint B.V.

### CLNs

Convertible Loan Notes

### Company

Darktrace plc

### DCF

Discounted Cash Flow

### Directors

The Executive Directors, the Nominee Directors and the Independent Directors

### EBIT

The Group's operating profit or loss

### EBITDA

The Group's EBIT plus depreciation and amortisation

### EMEA

Europe, Middle East and Africa

### EU

European Union

### Executive Directors

The executive Directors of the Company

### FCA

The UK Financial Conduct Authority

### FCF

Free Cash Flow

### FY 2020

Financial year ending 30 June 2020

### FY 2021

Financial year ending 30 June 2021

### FY 2022

Financial year ending 30 June 2022

### FYE

Fiscal Year End

### GHG

Green House Gas

### Group or Darktrace

Darktrace Holdings Limited and each of its consolidated subsidiaries and subsidiary undertakings, and thereafter, Darktrace plc and its consolidated subsidiaries and subsidiary undertakings from time to time

### IFRS

International Financial Reporting Standards, as adopted by the European Union

### Independent Directors

The independent Directors appointed to the Board

### IoT

Internet of things

### KPI

Key Performance Indicator

### LATAM

Latin America

### NED

Non-Executive Director

### OT

Operating Technology

### POV

Proof Of Value

### R&D

Research & Development

### SaaS

Software as a Service

### SBP

Share-Based Payments

### TAM

Total Addressable Market

### TCFD

Task Force on Climate-Related Financial Disclosures

### VIU

Value In Use