
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2023

Commission File Number: 001-40777

ARQIT QUANTUM INC.

(Exact name of registrant as specified in its charter)

Nova North, Floor 7, 11 Bressenden Place
London SW1E 5BY, United Kingdom

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F ~

EXPLANATORY NOTE

Attached hereto and incorporated by reference herein are the notice and proxy materials related to the Annual General Meeting of Shareholders of Arqit Quantum Inc. to be held on September 7, 2023.

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Exhibit List

Exhibit No.	Description
99.1	Notice and Proxy Materials for the 2023 Annual General Meeting of Arqit Quantum Inc.
99.2	Form of Proxy Card

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARQIT QUANTUM INC.

By: /s/ David Williams
Name: David Williams
Title: Chief Executive Officer

Date: August 8, 2023

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Arqit Quantum Inc.
Nova North, Floor 7, 11 Bressenden Place
London SW1E 5BY
United Kingdom

August 8, 2023

Dear Shareholder:

You are invited to attend the Annual General Meeting of Arqit Quantum Inc., which will be held at 3:00 p.m., British Summer Time on Thursday, September 7, 2023, at Nova North, Floor 7, 11 Bressenden Place, London, SW1E 5BY United Kingdom and via webcast.

Information concerning the matters to be considered and voted upon at the Annual General Meeting is set forth in the attached Notice and Proxy Statement.

The Board of Directors has fixed July 27, 2023, as the record date for the Annual General Meeting (the "Record Date"), and only holders of record of shares at such time will be entitled to notice of or to vote at the Annual General Meeting or any adjournment thereof.

Your vote on the proposal is important. Whether or not you attend the meeting, we encourage you to vote your shares in order to make certain that you are represented at the meeting. You may vote in person, over the Internet, by telephone or by mailing a proxy or voting instruction card. If you are unable to attend the Annual General Meeting in person or virtually or you wish to be represented, please authorize a proxy to vote your shares in accordance with the instructions you received.

Sincerely,

David Williams
CEO

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Arqit Quantum Inc.
Nova North, Floor 7, 11 Bressenden Place
London SW1E 5BY
United Kingdom

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of shareholders of Arqit Quantum Inc. ("Arqit"), an exempted company incorporated with limited liability under the laws of the Cayman Islands, will be held on September 7, 2023, at 3:00 p.m., British Summer Time. The meeting will be held in person at Nova North, Floor 7, 11 Bressenden Place, London, SW1E 5BY United Kingdom and via webcast.

The Annual General Meeting is being held for the following purposes:

- To elect two Class II directors who are currently serving on Arqit's Board of Directors.
- To transact any other business that may properly be considered at the meeting or any adjournment of the meeting.

These items of business are described in the attached proxy statement, which we encourage you to read in its entirety before voting. Only holders of record of Arqit ordinary shares at the close of business on July 27, 2023, are entitled to notice of the Annual General Meeting and to vote at the Annual General Meeting and any adjournments or postponements thereof.

It is important that your shares be represented and voted at the meeting. Whether or not you plan to attend the meeting in person, we encourage you to submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Voting and Solicitation" of the proxy statement. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

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GENERAL INFORMATION

This Proxy Statement is being provided to solicit proxies on behalf of the Board of Directors of Arqit Quantum Inc. (the “Company,” “Arqit,” “we,” “our” or “us”) for use at the 2023 Annual General Meeting of Shareholders (the “Annual General Meeting”) to be held at 3:00 p.m., British Summer Time, on September 7, 2023, at Nova North, Floor 7, 11 Bressenden Place, London, SW1E 5BY United Kingdom, and via webcast, and any adjournments thereof.

This Proxy Statement, together with the notice and the proxy card, are hereinafter referred to as the “Proxy Materials.” On or about August 8, 2023, we first mailed the Proxy Materials to our shareholders. These Proxy Materials can also be accessed, free of charge, on the Company’s website at <https://ir.arqit.uk/investors/sec-filings> and on the SEC’s website at www.sec.gov on a Report on Form 6-K.

Foreign Private Issuer

We are a “foreign private issuer” within the meaning of Rule 3b-4 of the U.S. Securities Exchange Act of 1934, as amended, and as a result, we are not required to comply with U.S. federal proxy requirements.

Attendance at Meeting

Only shareholders as of the record date, or their duly appointed proxies, may attend the Annual General Meeting, which will be held both in person and via webcast at www.virtualshareholdermeeting.com/ARQQ2023. To attend the webcast, you will need the 16-digit control number provided on your proxy card or in the instructions that accompanied your proxy materials.

To attend the Annual General Meeting in person, you must request an admission ticket and provide the information described below. You may request an admission ticket by e-mailing a request to the Company at investorrelations@arqit.uk no later than August 29, 2023. Your request should include documentation demonstrating your status as a shareholder of record of the Company. You may pick up your ticket at the registration table prior to the meeting. Please be prepared to show your photo identification. If you attend as a representative of an entity that owns shares of record, you will need to bring proper identification indicating your authority to represent that entity. If you are a holder of record of our ordinary shares as at the Record Date, you will be admitted to the meeting upon presenting a form of photo identification. If you own ordinary shares beneficially through a bank, broker or otherwise, you will be admitted to the Annual General Meeting only upon presenting a form of photo identification, proof of share ownership as at the Record Date and a valid proxy signed by the record holder.

Record Date, Share Ownership and Quorum

Only holders of record of the Company’s ordinary shares, par value US\$0.0001 per share, as of the close of business on July 27, 2023 (the “Record Date”), are entitled to vote at the Annual General Meeting in respect of such ordinary shares. The holders of one-third (1/3) of the ordinary shares, present in person or by proxy, or if a corporation or other non-natural person, by its duly authorized representative or proxy, shall constitute a quorum for all purposes.

Voting and Solicitation

Each ordinary share issued and outstanding as of the Record Date is entitled to one vote at the Annual General Meeting. All proposals at the Annual General Meeting will be adopted by an ordinary resolution under Cayman Islands law, which is a resolution passed by a simple majority of the ordinary shares present in person or by proxy and entitled to vote on the proposal at the Annual General Meeting.

Ordinary shares for which proxies are properly submitted within the deadline set forth below will be voted at the Annual General Meeting in accordance with the directions given. If a proxy is submitted but no specific instructions are given, the proxy holder will vote in favor of the election of each Class II director. The proxy holder will also vote in the discretion of such proxy holder on any other matters that may properly come before the Annual General Meeting, or at any adjournment thereof. Where any holder of ordinary shares affirmatively abstains from voting on any particular resolution, the votes attaching to such ordinary shares will not be included or counted in the determination of the number of ordinary shares voting for the purposes of determining whether such resolution has been passed but they will be counted for the purposes of determining the presence of a quorum.

Proxies submitted by registered shareholders and beneficial shareholders (see below) must be received by us no later than 11:59 p.m., British Summer Time, on September 6, 2023, to ensure your representation at our Annual General Meeting.

The manner in which your shares can be voted depends on how your shares are held. If you own shares of record, meaning that your shares are represented by book entries in your name so that you appear as a shareholder in the Register of Members of the Company as maintained by Continental Stock Transfer and Trust Company, our share transfer agent (i.e., you are a registered or record shareholder), you can vote in the following ways:

- By Internet – You can vote over the Internet at www.proxyvote.com by following the instructions on your proxy card;
- By Telephone – You can vote by telephone by calling 1-800-690-6903 and following the instructions on your proxy card; or
- By Mail – You can vote by mail by signing, dating and returning the proxy card.

You also may attend the Annual General Meeting and vote in person. If you own ordinary shares of record and you do not vote by proxy or in person at the Annual General Meeting, your shares will not be voted.

If you own shares in street name, meaning that your shares are held by a bank, custodian, depositary, brokerage firm, or other nominee, you are considered the “beneficial owner” of shares held in “street name,” and as a result, this proxy statement, the notice of Annual General Meeting and a proxy card will be provided to you by your bank, custodian, depositary, brokerage firm, or other nominee holding the shares. You may provide voting instructions to them directly by returning a voting instruction form provided by that institution. If you own ordinary shares in street name and attend the Annual General Meeting, you must obtain a “legal proxy” from such bank, custodian, depositary, brokerage firm, or other nominee in order to vote your shares at the meeting, but only if such nominee holds such shares of record. You must also provide evidence of such proxy.

Revocability of Proxies/Changing Your Vote

You can change your vote before the vote is taken at the Annual General Meeting. If you are a shareholder of record, you can change your vote by:

- voting over the Internet or by telephone at a later time, until 11:59 p.m., British Summer Time, on September 6, 2023;
- signing and mailing a new, properly completed proxy card with a later date than your original proxy card; or

- attending the Annual General Meeting and voting in person.

If your shares are held in street name, you must instruct the party that holds your shares of record for your account of your desire to change or revoke your voting instructions.

PROPOSAL WITH RESPECT TO RE-ELECTION OF CLASS II DIRECTORS

Only one proposal will be presented for consideration at the Annual General Meeting. Shareholders will be asked to re-elect two directors to the Board of Directors of the Company. The Board of Directors has nominated Carlo Calabria and Nicholas Pointon to be appointed and continue to serve as Class II directors of the Company in accordance with our amended and restated articles of association. Each of the nominees is currently a director, and each has indicated a willingness to continue to serve as director if elected. Our management has no reason to believe that any nominee will be unable to serve. If re-elected at the Annual General Meeting, each of these nominees would serve until the 2026 Annual General Meeting and until his successor has been duly elected, or if sooner, until the director's death, resignation or removal.

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In accordance with our amended and restated articles of association, our Board of Directors is divided into three classes with staggered three-year terms. Each director serves until the expiration of the term for which such director was elected or appointed, or until such director's earlier death, resignation or removal. At each annual general meeting, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election.

Our Board of Directors currently consists of eight members, divided among the three classes as follows:

- Class I, which consists of Stephen Chandler, Lt General VeraLinn Jamieson and General Stephen Wilson, who were re-elected at the 2022 Annual General Meeting and whose terms consequently will expire at the 2025 Annual General Meeting;
- Class II, which consists of Nick Pointon and Carlo Calabria, whose terms will expire at the upcoming Annual General Meeting; and
- Class III, which consists of David Williams, Manfredi Lefebvre d'Ovidio and Garth Ritchie, whose terms will expire at the 2024 Annual General Meeting.

Nominees for Election and Appointment as Class I Directors

Biographical information for our nominees for re-election and appointment as Class II directors is set forth below.

Carlo Calabria has served as a member of the Board of Directors of Arqit since September 2021. Mr. Calabria has close to four decades of experience in the financial services sector and has held multiple senior leadership positions at some of the world's largest financial institutions. In 2012, he founded CMC Capital Limited, an investment banking boutique specializing in mergers and acquisitions and debt restructuring, which he led until 2016, and then returned in 2021. Mr. Calabria is a mergers and acquisitions expert with vast experience across different sectors and regions. In 2016, he joined Barclays as Chairman of M&A and then served as Head of Banking for Barclays Europe from 2016 to 2020 and was responsible for investment banking activities in Continental Europe and Central and Eastern Europe, Middle East and Africa. Prior to joining Barclays, he served as Head of International M&A, first at Credit Suisse and then at Merrill Lynch from 2006 to 2011. Prior to this, Mr. Calabria worked at Credit Suisse from 1990 to 2006 and began his investment banking career at Morgan Grenfell & Co. Ltd in 1983. Mr. Calabria holds a Master of Arts (Honors) in Economics from Rome University, La Sapienza.

Nick Pointon is the Chief Financial Officer of Arqit Quantum Inc. and has served as a member of the Board of Directors since September 2021. Prior to joining Arqit, from 2017 to 2021 Mr. Pointon was the Group CFO of Privitar, a venture capital-funded data privacy company, and from 2011 to 2016 was the Vice President of Finance at King Digital Entertainment plc, which listed on the NYSE prior to being bought by Activision Blizzard, Inc. Mr. Pointon has experience acting as Financial Controller in a number of private and public telecoms and technology businesses. Mr. Pointon holds an LLB in Law from Kings College London and trained as a Chartered Accountant with Moore Stephens before moving to KPMG for two years' post-qualification experience.

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Resolution to be Voted Upon

The full text of the resolution to be proposed is as follows:

“RESOLVED, as an ordinary resolution, that each of Carlo Calabria and Nicholas Pointon, currently serving as a Class II Director of the Company, be re-elected and appointed to serve a three-year term in accordance with Article 30.3 of the Articles of Association of the Company.”

Vote Required

The proposal with respect to the re-election of Class II directors requires an ordinary resolution under Cayman Islands law, which is a resolution passed by the affirmative vote of the holders of a majority of the ordinary shares present, in person or by proxy, and entitled to vote at the Annual General Meeting.

The Board of Directors recommends that you vote FOR the re-election of each of the nominees listed above. Unless instructions are given to the contrary, it is the intention of the persons named as proxies to vote the shares to which the proxy is related FOR the election of each of the nominees.

OTHER MATTERS

We know of no other matters to be submitted at the Annual General Meeting. If any other matters properly come before the Annual General Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the ordinary shares they represent as the Board of Directors may recommend.

By Order of the Board of Directors,

David Williams
CEO

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ARQIT QUANTUM INC.
7TH FLOOR, NOVA NORTH
11 BRESSENDEN PLACE
LONDON
ENGLAND SW1E 5BY



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on 09/06/2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/ARQQ2023

You may attend the meeting via the Internet. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on 09/06/2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees

1a. CARLO CALABRIA

For Against Abstain

☐ ☐ ☐

1b. NICHOLAS POINTON

☐ ☐ ☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement is available at www.proxyvote.com

ARQIT QUANTUM INC.
Annual Meeting of Shareholders
September 7, 2023 3:00 PM (BST)
This proxy is solicited by the Board of Directors

The undersigned hereby appoints David Williams and Patrick Willcocks as proxies, each with the power to act alone and to appoint a substitute, and authorizes each of them to represent and vote as specified on the other side of this proxy, all ordinary shares of Arqit Quantum Inc. that the undersigned is entitled to vote at the Annual General Meeting of Shareholders to be held at 3:00 p.m. (British Summer Time) on Thursday, September 7, 2023, at 7th Floor, Nova North, 11 Bressenden Place, London, England SW1E 5BY, or attend virtually only at www.virtualshareholdermeeting.com/ARQQ2023 and all adjournments thereof. The shares represented by this proxy will be voted as specified on the other side. If no choice is specified, this proxy will be voted FOR the proposal. The proxies are authorized, in their discretion, to vote such shares upon any other business that may properly come before the Annual General Meeting.

Continued and to be signed on reverse side