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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 2025

Commission File Number: 001-40777

**ARQIT QUANTUM INC.**  
(Exact name of registrant as specified in its charter)

1<sup>st</sup> Floor, 3 Orchard Place  
London SW1H 0BF, 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 ☒ Form 40-F ☐

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## 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 11, 2025.

### Exhibit List

Exhibit No.	Description
<a href="#"><u>99.1</u></a>	<a href="#"><u>Notice and Proxy Materials for the 2025 Annual General Meeting of Arqit Quantum Inc.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Form of Proxy Card</u></a>

## 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/ Andrew Leaver  
Name: Andrew Leaver  
Title: Chief Executive Officer

Date: August 28, 2025

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Arqit Quantum Inc.  
1<sup>st</sup> Floor, 3 Orchard Place  
London SW1H 0BF  
United Kingdom

August 27, 2025

Dear Shareholder:

You are invited to attend the Annual General Meeting of Arqit Quantum Inc. (“Arqit”), which will be held at 2.00 p.m., British Summer Time on September 11, 2025, at 5 Old Broad Street, London, EC2N 1DW 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 August 8, 2025, as the record date for the Annual General Meeting (the “Record Date”), and only holders of record of shares as of the Record Date 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,

Andrew Leaver  
CEO

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Arqit Quantum Inc.  
1<sup>st</sup> Floor, 3 Orchard Place  
London SW1H 0BF  
United Kingdom

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## NOTICE OF ANNUAL GENERAL MEETING

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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 11, 2025, at 2.00 p.m., British Summer Time. The meeting will be held in person at 5 Old Broad Street, London, EC2N 1DW United Kingdom and via webcast.

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

- To elect two Class I directors who are currently serving on Arqit’s Board of Directors (the “Director Election Proposal”).
- To transact any other business that may properly be considered at the Annual General Meeting or any adjournment of the Annual General 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 August 8, 2025, the record date, 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 Annual General 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 Annual General Meeting by following the instructions in the accompanying proxy statement.

**ARQIT QUANTUM INC.  
PROXY STATEMENT  
ANNUAL GENERAL MEETING  
SEPTEMBER 11, 2025**

**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 2025 Annual General Meeting of Shareholders (the “Annual General Meeting”) to be held at 2.00 p.m., British Summer Time on September 11, 2025, at 5 Old Broad Street, London, EC2N 1DW 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 27, 2025, 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](http://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/AROQ2025](http://www.virtualshareholdermeeting.com/AROQ2025). 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](mailto:investorrelations@arqit.uk) no later than September 4, 2025. 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\$0.0025 per share, as of the close of business on August 8, 2025 (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. Approval of the Director Election Proposal requires an ordinary resolution under Cayman Islands law, being the affirmative vote of the holders of a majority of the ordinary shares who, being present and entitled to vote at the Annual General Meeting, vote 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 Director Election Proposal. 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 10, 2025, 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](http://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 10, 2025;
- 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 – DIRECTOR ELECTION PROPOSAL**

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 Stephen Chandler and Nicola Barbiero to be appointed and continue to serve as directors of the Company in accordance with our articles of association (our “Articles”). 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 2028 Annual General Meeting and until his successor has been duly elected, or if sooner, until the director’s death, resignation or removal.

In accordance with our Articles, 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 six members, divided among the three classes as follows:

- Class I, which consists of Stephen Chandler, who was re-elected at the 2022 Annual General Meeting, and Nicola Barbiero, who was appointed by our Board of Directors in November 2024, and whose terms consequently will expire at the 2025 Annual General Meeting;
- Class II, which consists of Carlo Calabria, who was re-elected at the 2023 Annual General Meeting, and Andrew Leaver, who was appointed by our Board of Directors in May 2025, and whose terms consequently will expire at the 2026 Annual General Meeting; and
- Class III, which consists of Manfredi Lefebvre d'Ovidio and Garth Ritchie, who were re-elected at the 2024 Annual General Meeting, and whose terms consequently will expire at the 2027 Annual General Meeting.

#### **Nominees for Election and Appointment as Class I Directors**

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

**Stephen Chandler** served as a member of the board of directors of our predecessor Arqit Limited from June 2019 to September 2021 and has served as a member of the board of directors of Arqit since September 2021. Mr. Chandler is an entrepreneur, investor and company builder, with over 25 years of experience in forming, funding, running, advising and investing in technology businesses. Mr. Chandler is a co-founder of over ten businesses with involvement in dozens more. Since 2009 he has been the Co-founder and Managing Partner at Notion Capital, a venture capital firm focused on Cloud Computing and Software-as-a-Service. Following an early career at Deloitte and then UBS, he was the Chief Financial Officer at MessageLabs, a cyber security company, through to its acquisition by Symantec in 2008. He is currently a board director or observer of several growing tech companies, including GoCardless, Griffin, Paddle, Novatq and Virtual Stock. Mr. Chandler is a qualified Chartered Accountant and holds a Bachelor of Arts (Honors) in Accounting & Economics from the University of Exeter.

**Nicola Barbiero** has nearly two decades of experience in investment management and financial operations. He has been Investment Director of the Heritage Group since 2020. From 2013 to 2020, he held the positions of CFO and CIO at Solidarietà Veneto, one of Italy's largest pension plan companies. Mr. Barbiero holds a Master's degree in Economics and Finance from Ca' Foscari University of Venice.

#### **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 Stephen Chandler and Nicola Barbiero, currently serving as a Class I 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 I 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,*

Andrew Leaver  
CEO

Form of Proxy Card

ARQIT QUANTUM INC.  
3 ORCHARD PLACE  
LONDON SW1H 0BF, UNITED KINGDOM



**SCAN TO**  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://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. Eastern Time on September 10, 2025. 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/ARQO2025](http://www.virtualshareholdermeeting.com/ARQO2025)

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. Eastern Time on September 10, 2025. 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:

V77646-P36945

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

ARQIT QUANTUM INC.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

For Against Abstain

1a. STEPHEN CHANDLER

☐ ☐ ☐

1b. NICOLA BARBIERO

☐ ☐ ☐

**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

**Important Notice Regarding the Availability of Proxy Materials for the General Meeting:**

The Notice and Proxy Statement is available at [www.proxyvote.com](http://www.proxyvote.com).

V77647-P36945

**ARQIT QUANTUM INC.  
General Meeting of Shareholders  
September 11, 2025 2:00 PM (BST)  
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Patrick Willcocks as proxy, with the power to appoint a substitute, and authorizes him 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 General Meeting of Shareholders to be held at 2:00 p.m. (British Summer Time) on Thursday, September 11, 2025, at 5 Old Broad Street, London, England EC2N 1DW, or attend virtually only at [www.virtualshareholdermeeting.com/ARQQ2025](http://www.virtualshareholdermeeting.com/ARQQ2025) 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 each proposal. The proxies are authorized, in their discretion, to vote such shares upon any other business that may properly come before the General Meeting.

**Continued and to be signed on reverse side**