

Elastic N.V.

Dutch Statutory Board Report and Financial Statements

April 30, 2021

Amsterdam

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DUTCH STATUTORY REPORT

INTRODUCTION

Unless the context otherwise indicates, references in this report to the terms “Elastic”, “the Company”, “Group”, “we”, “our” and “us” refer to Elastic N.V. and its subsidiaries. All information presented herein is based on our fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to the Company’s fiscal years ended April 30 and the associated quarters, months and periods of those fiscal years.

Preparation

This report (the “Report”) has been prepared by Elastic’s management and has been approved by Elastic’s board of directors (the “Board” or the “board of directors”) pursuant to Section 2:391 of the Dutch Civil Code (“DCC”). It contains (i) Elastic’s Dutch statutory annual accounts as defined in Section 2:361(1) DCC and (ii) the information to be added pursuant to Section 2:392 DCC (to the extent relevant). The financial statements included in this Report have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Commission (“EU IFRS”). The report of Elastic’s independent auditor, PricewaterhouseCoopers Accountants N.V., is included in section “Other Information”.

Forward-Looking Statements

This Report contains forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), which statements involve substantial risk and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Report include, but are not limited to, statements about:

- our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit or gross margin, operating expenses (which include changes in sales and marketing, research and development and general and administrative expenses), and our ability to achieve and maintain future profitability;
- our ability to continue to deliver and improve our offerings and successfully develop new offerings, including security-related product offerings and SaaS offerings;
- the impact of the 2019 coronavirus disease (“COVID-19”) on our business, operations, hiring and financial results, and on the businesses of our customers and partners, including their spending priorities, the effect of governmental lockdowns, restrictions, preventative measures and new regulations;
- the impact of changes to our licensing of our products, specifically Elasticsearch and Kibana;
- our assessments of the strength of our solutions and products;
- customer acceptance and purchase of our existing offerings and new offerings, including the expansion and adoption of our SaaS offerings;
- our service performance and security, including the resources and costs required to prevent, detect and remediate potential security breaches, including by bad actors;
- our ability to maintain and expand our user and customer base;
- the market for our products continuing to develop;
- competition from other products and companies with more resources, recognition and presence in our industry;
- the impact of foreign currency exchange rate and interest rate fluctuations on our results;
- the pace of change and innovation in the markets in which we participate and the competitive nature of those markets;
- our business strategy and our plan to build our business;
- our ability to effectively manage our growth, including any changes to our pace of hiring;
- our international expansion strategy;
- our operating results and cash flows;
- our strategy of acquiring complementary businesses and our ability to successfully integrate acquired businesses and technologies, including the successful integration of Endgame, Inc. and its subsidiary (“Endgame”);

- the potential impact on our operating margin from the acquisition of Endgame;
- the impact of acquisitions on our future product offerings;
- our beliefs and objectives for future operations;
- our relationships with and reliance on third parties, including partners;
- our ability to protect our intellectual property rights;
- our ability to develop our brands;
- the impact of expensing stock options and other equity awards;
- the sufficiency of our capital resources;
- our ability to successfully defend litigation brought against us;
- our ability to successfully execute our go-to-market strategy, including the positioning of our solutions and products, and expand in our existing markets and into new markets;
- sufficiency of cash to meet cash needs for at least the next 12 months;
- our ability to comply with laws and regulations that currently apply or become applicable to our business both in the Netherlands and internationally;
- our ability to attract and retain qualified employees and key personnel;
- our ability to onboard, provide training to and integrate new employees;
- the effect of the loss of key personnel;
- our expectations about the impact of natural disasters and public health epidemics and pandemics, on our business, results of operations and financial condition;
- expectations about seasonality;
- the future trading prices of our ordinary shares;
- and general market, political, economic and business conditions (including developments and volatility arising from the ongoing COVID-19 pandemic).

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Report, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled “Risk Management and Risk Factors” and elsewhere in this Report. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Report. Any additional or unforeseen effect from the ongoing COVID-19 pandemic may exacerbate these risks. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Report relate only to events as of the date on which such statements are made. We undertake no obligation to update any forward-looking statements after the date of this Report or to conform such statements to actual results or revised expectations, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

COMPANY AND BUSINESS OVERVIEW

Elastic is a search company.

Search is foundational to a wide variety of experiences. Elastic makes the power of search—the ability to instantly find relevant information and insights from large amounts of data—available for a diverse set of applications and solutions, including Enterprise Search, Observability, and Security.

Elastic powers the search behind a ride sharing app to help locate nearby riders and drivers. Elastic powers the search for finding the right products to add to your cart for an ecommerce application. Elastic powers the search for a digital creative software company, enabling users to search across millions of digital assets to find the right photo, font, or color palette to complete a creative project. Elastic powers the logging of billions of events per day to track and manage website performance issues and network outages of a telecommunications company with nationwide networks of mobile subscribers. Elastic powers the processing of terabytes of daily data in real time to monitor the usage of thousands of servers for a financial services company across their entire IT environments. Elastic powers a university's cybersecurity operations to protect thousands of devices and critical data. All of this is search.

Why we search remains constant: we're looking for insight, information, and answers. But how and what we search changes over time, from the Dewey Decimal System for libraries to Google for the World Wide Web to conversations with virtual assistants for everyday inquiries. Today, what we search has grown to include a rapidly increasing amount of structured and unstructured data from a multitude of sources such as databases, websites, applications, and mobile and connected devices. While search experiences often begin with search boxes, they are not confined to them. Dragging your finger across a map on a smartphone screen is search. Zooming into a specific time frame in a histogram is search. Mining log files for errors is search. Forecasting storage capacity two weeks into the future is search. Using natural language processing to analyze user sentiment is search.

Elastic created the Elastic Stack, a powerful set of software products that ingest and store data from any source, and in any format, and perform search, analysis, and visualization in milliseconds or less. Developers build on top of the Elastic Stack to apply the power of search to their data and solve business problems. We have also built software solutions on the Elastic Stack that address a wide variety of use cases: Elastic Enterprise Search for workplace search, app search and site search, Elastic Observability for logging, metrics and application performance management ("APM"), and Elastic Security for security information and event management ("SIEM") and endpoint security.

The Elastic Stack and our solutions are designed to run in public or private clouds, in hybrid environments, or in traditional on-premises environments. As the technology landscape shifts, our products grow and adapt. In that sense, we believe that our company is truly elastic.

Our origins are rooted in open source, which facilitates rapid adoption of our software and enables efficient distribution of our technology. Developers can either download or deploy our software directly in the cloud as a managed offering on our website, for use in development and production environments. Our offerings include both free and paid products and solutions.

Our business model is based on a combination of free and paid proprietary software. For self-managed users who download our products, we make some of the proprietary features of our software available for free. Other proprietary features are only available through paid subscriptions, which also include access to support on all free and paid features. We also provide our software as a service ("SaaS"). There is no free subscription tier in our SaaS offerings. Unlike some open source companies, we do not build a separate enterprise version of an original open source project. Instead, we develop and test one robust codebase, over which we maintain control. We believe that maintaining full control over the source code enables us to develop better products for our users and customers. Our sales and marketing efforts start with developers and other users who have already adopted our software and then evolve to departmental decision-makers and senior executives who have broad purchasing power in their organizations. All of these actions help us build a powerful commercial business model.

Our customers often significantly expand their usage of our products over time. Expansion includes increasing the number of developers using our products, increasing the utilization of our products for a particular use case, and applying our products to new use cases. We focus some of our direct sales efforts on encouraging these types of expansion within our customer base.

Our business has experienced rapid growth around the world. As of April 30, 2021, we had over 15,000 customers compared to over 11,300 customers and over 8,100 customers as of April 30, 2020 and 2019, respectively. Our revenue was \$608.5 million in the year ended April 30, 2021 (“fiscal 2021”), \$427.6 million in the year ended April 30, 2020 (“fiscal 2020”), and \$271.7 million in the year ended April 30, 2019 (“fiscal 2019”), representing year-over-year growth of 42% and 57% for the years ended April 30, 2021 and 2020, respectively. Subscriptions accounted for 93%, 92% and 91% of our total revenue in the years ended April 30, 2021, 2020 and 2019, respectively. Revenue from outside the Netherlands accounted for 96.7% and 97.3% of our total revenue in the years ended April 30, 2021 and 2020, respectively.

In the years ended April 30, 2021 and 2020, we incurred net losses of \$170.1 million, and \$191.7 million, respectively. Our net cash provided by operations was \$30.9 million for the year ended April 30, 2021, and our net cash used in operating activities was \$33.6 million for the year ended April 30, 2020. We expect we will continue to incur net losses for the foreseeable future.

Our Products

We founded Elastic to bring the power of search to a broad range of business and consumer use cases. Our products enable our users and customers to instantly find relevant information and insights in large amounts of data.

We offer the Elastic Stack, a powerful set of software products that ingest and store data from any source, in any format, and perform search, analysis, and visualization, usually in milliseconds. The Elastic Stack can be used by developers to power a variety of use cases. We also offer software solutions built in the Elastic Stack that address a wide variety of use cases. The Elastic Stack and our solutions are designed to run in public or private clouds, in hybrid environments, or in traditional on-premises environments.

The Elastic Stack

The Elastic Stack is primarily composed of the following products:

- **Elasticsearch.** Elasticsearch is the heart of the Elastic Stack. It is a distributed, real-time search and analytics engine and datastore for all types of data, including textual, numerical, geospatial, structured, and unstructured.
- **Kibana.** Kibana is the user interface for the Elastic Stack. It is the visualization layer for data stored in Elasticsearch. It is also the management and configuration interface for all parts of the Elastic Stack.

The Elastic Stack also supports data ingest with a number of supporting products

- **Logstash.** Logstash is the dynamic data processing pipeline for ingesting data into Elasticsearch or other storage systems from a multitude of sources simultaneously.
- **Beats.** Beats is the family of lightweight, single-purpose data shippers for sending data from edge machines to Elasticsearch or Logstash.
- **Elastic Agent.** Elastic Agent, is a single, unified way to add monitoring for logs, metrics, and other types of data to each host. Elastic Agent includes integrated host protection and central management.

Some features of the Elastic Stack are free and open, available to users at no cost, while others require paid subscriptions. Paid proprietary features enable capabilities such as automating anomaly detection on time series data at scale through machine learning, facilitating compliance with data security and privacy regulations, supporting search across low cost cold and frozen data tiers, and allowing real-time notifications and alerts. The source code of both free and paid features in the Elastic Stack is visible to the public in the form of “open code.”

Our Solutions

We have built a number of solutions on top of the Elastic Stack to make it easier for organizations to use our software for common use cases. Like the Elastic Stack, our solutions comprise a combination of free and open features, and paid proprietary features. Our solutions include:

- **Enterprise Search.** Our Enterprise Search solution provides powerful search for documents and results living in websites, applications and workplaces. Enterprise Search includes: Workplace Search, a unified search platform for the workplace that seamlessly connects to the most widely used enterprise systems and tools; App Search,

a flexible, API-driven tool for building search experiences to support websites and portals, e-commerce, mobile app search, and customer support; and Site Search, an easy way to bring powerful search to any website.

- **Observability.** Our Observability solution enables unified analysis across the IT ecosystem of applications, networks, and infrastructure. Observability includes: Logs, to search and analyze petabytes of structured and unstructured logs; Metrics, to search and analyze numeric and time series data; APM, to deliver insight into application performance and health metrics and provide developers with confidence in their code; and Uptime, to easily track and monitor the availability of hosts, websites, services and applications.
- **Security.** Our Security solution provides unified protection to prevent, detect, and respond to threats. Security includes: SIEM, with integrations to network, host, user, and cloud data sources, as well as workflow and operations, shareable analytics, incident management, and investigations; and Endpoint Security, for prevention, detection, and response in a single, stack-integrated agent.

Our Deployment Options

The Elastic Stack and our solutions generally can be deployed in public or private clouds, in hybrid environments, or in traditional on-premises environments, to satisfy various user and customer needs.

- **Self-Managed.** Today, most users manage their own deployments of the Elastic Stack and our solutions. To help with more complex deployment scenarios, we offer Elastic Cloud Enterprise and Elastic Cloud on Kubernetes, paid proprietary products, to deliver centralized provisioning, management, and monitoring across multiple deployments.
- **SaaS.** Many customers are becoming increasingly interested in SaaS deployment alternatives that reduce the burden of administration. For these customers we have developed a family of SaaS products called Elastic Cloud, which includes Elasticsearch Service and Site Search Service. We host and manage our Elastic Cloud products on infrastructure from multiple public cloud providers.

Our Business Model

Our business model refers to how we make our software available, including our free and open distribution and go-to-market strategy, and how we charge our customers. We believe our business model creates significant long-term value for our users, customers, employees, creditors, shareholders and the other stakeholders of our company as further described below and, in the section, titled “Human Capital Management” in this Report.

Our business model is based on a combination of free and paid proprietary software. We market and distribute the Elastic Stack and our solutions using a free and open distribution strategy. Developers and other users are able to download our software directly from our website. Some features of our software can be used free of charge. Others are only available through paid subscriptions, which include access to proprietary features and support. These paid features can be unlocked with a simple license update, without the need to re-deploy the software. We also provide our software as a service, as part of Elastic Cloud. There is no free subscription tier in our Elastic Cloud offerings. The rate at which our customers purchase additional subscriptions and expand the value of existing subscriptions depends on a number of factors, including customers’ level of satisfaction with our products, the nature and size of the deployments, the desire to address additional use cases, and the perceived need for additional proprietary features. The source code of all Elastic Stack features is visible to the public in the form of “open code.”

Our distribution model facilitates rapid and efficient adoption, particularly by empowering individual developers and other users to download and use our software without payment, registration, or the friction of a formal sales interaction. It also fosters a vibrant developer community around our products and solutions, which drives adoption of our products and increased interaction among users. Further, this approach enables community review of our code and products, which allows us to improve the reliability and security of our software. We believe that the number of times our products have been downloaded and the size of our developer community are indicative of the benefits of our free and open strategy and the growth in adoption of our products. However, we generally do not have visibility into, and cannot accurately determine how often, our downloaded products are being actively used.

We have designed our strategy to avoid some of the risks associated with an open source model. One such risk relates to control over the direction and roadmap of our products. We maintain full control over the source code of our products and solutions. While community members may suggest changes to our products, only Elastic employees are able to commit changes to the codebase. Also, many of our free features have been historically distributed under a proprietary license. In February 2021, with the release of version 7.11 of the Elastic Stack, we changed the source code of Elasticsearch and Kibana that had previously been licensed under an open source license to be licensed under a proprietary license. Further, unlike some open source companies, we do not build a separate enterprise edition of an original open source project. Instead, we develop, maintain, and test a single robust codebase that is shared by our entire developer community.

Some open source companies sell only support for software that they make available at no cost. We believe this can create misaligned incentives in that the support vendor benefits from low software quality. Accordingly, we focus on designing high-quality software products that include proprietary features and are easy to use and reliable. We include support only as part of our subscriptions.

We believe in building products that provide value and appeal to the people who use them, including developers, architects, DevOps personnel, IT professionals, and security analysts. At the same time, a software company should be able to engage and build relationships with departmental or organizational leaders who make large technology purchasing decisions. At Elastic, we do both.

Strengths of Our Products

The strengths of our products include the following:

- **Speed.** The Elastic Stack can find matches for search criteria in milliseconds within even the largest structured and unstructured datasets. Its schema-less structure and inverted indices enable real-time search of high volumes of structured, unstructured, and time series data.
- **Scale.** The Elastic Stack is a distributed system and can scale massively. It has the ability to subdivide search indices into multiple pieces called shards, which enables data volume to be scaled horizontally and operations to be distributed across hundreds of systems or more. A developer running hundreds of nodes has the same user experience as a developer running a single node on a laptop.
- **Relevance.** Elasticsearch uses multiple analytical techniques to determine the similarity between stored data and queries, generating highly relevant results reflecting a deep understanding of text and context. Its sophisticated yet developer-friendly query language permits advanced search and analytics. Additionally, the speed of the Elastic Stack permits query iteration, further enhancing the relevance of search results.
- **Ease of Use.** The Elastic Stack is engineered to take a user from data to dashboard or inquiry to insight in minutes. It offers an easy getting started experience, featuring streamlined download and deployment, sensible defaults, a simple and intuitive query language that just works, and no need to define a schema up front. Administrative tasks such as securing the Elastic Stack are intuitive and integrated into the user experience, as are investigative tasks such as data visualization.
- **Flexibility.** The Elastic Stack is able to ingest, filter, store, search, and analyze data in any form, whether structured or unstructured. These capabilities enable the Elastic Stack to generate insights from a wide variety of data sources for a range of use cases. The flexibility of the Elastic Stack also enables users to begin using our products along with their existing systems, which lowers barriers to adoption.
- **Extensibility.** Developers can use the Elastic Stack as a foundation for addressing a wide variety of use cases. Our open approach to building the Elastic Stack empowers developers to innovate and utilize it to fit their specific needs. Additionally, our developer community actively engages with us to improve and expand the Elastic Stack.

Our Growth Strategies

We intend to pursue the following growth strategies:

- **Increase product adoption by improving ease of use and growing our user community.** With our engineering efforts focused on the user experience, we will continue to develop software that makes our products easier to use and adopt for both developers and non-developers. We will continue to engage with developers globally through a wide range of touch points such as community meetups, global community groups, hackathons,

our global events, which we call ElasticON, and engagement on our website, user forums, and code repositories, to grow our user community.

- **Expand our customer base by acquiring new customers.** Through our distribution model, self-managed users can easily download our software directly from our website and access many features free of charge, which facilitates rapid adoption. Through Elastic Cloud, our SaaS offering, we provide the fastest and easiest way to get started with a free trial. However, there is no free subscription tier in Elastic Cloud. Our sales and marketing team conducts campaigns to drive further awareness and adoption within the user community. As a result, many of our sales prospects are already familiar with our technology prior to entering into a commercial relationship with us. Additionally, we leverage our network of partners to drive awareness and expand our sales and marketing reach to target new customers. We will continue to engage our community and our partners to drive awareness and to invest in our sales and marketing team to grow our customer base.
- **Expand within our existing customer base through new use cases and larger deployments.** We often enter an organization through a single developer or a small team for an initial project or use case with an objective to quickly solve a technical challenge or business problem. Because of the rapid success with our products, knowledge of Elastic often spreads within an organization to new teams of developers, architects, IT operations personnel, security personnel, and senior executives. We will continue to invest in helping users and customers be successful with our products, and we view initial success with our products as a path to drive expansion to new use cases and projects and larger deployments within organizations.
- **Extend our product leadership through continued investment in our technology.** We will continue to invest in our self-managed and SaaS products to extend into new use cases, industries, geographies, and customers.
- **Increase usage of Elastic Cloud.** We believe that providing our SaaS products represents a significant growth opportunity. We plan to expand Elastic Cloud geographically and through more public cloud providers. We plan to continue to invest resources in increasing the adoption of Elastic Cloud.
- **Expand our strategic and regional partnerships.** Our partners assist us in driving awareness of Elastic and our products, building new solutions on top of the Elastic Stack to solve customer pain points, and extending our reach in geographic areas and verticals where we do not have a formal sales presence. We have a diverse range of partners and we will continue to pursue partnerships to further the development of the Elastic Stack and our customer reach.
- **Selectively pursue acquisitions and strategic investments.** We have selectively pursued acquisitions and strategic investments in businesses and technologies in order to drive product and market expansion. Since inception, we have acquired technology underlying our security offerings (formerly Endgame), Site Search and App Search offerings (formerly Swiftype), our APM offering (formerly Opbeat), our machine learning feature (formerly Prelert), our Beats product (formerly Packetbeat), our Elastic Cloud SaaS offering (formerly Found) and our Kibana and Logstash products through strategic transactions. We intend to continue to pursue acquisitions and strategic investments selectively.

Customers

Organizations of all sizes, across many industries, both private and public, purchase our products for a variety of use cases. As of April 30, 2021, we had over 15,000 customers. No customer represented more than 10% of our total revenue in the year ended April 30, 2021.

Engineering

Our engineering organization focuses on enhancing existing products and developing new products, both open source and proprietary, that are easy to use and can be run in any environment including in public or private clouds, in hybrid environments, or in traditional on-premises environments. With a distributed engineering team spanning over 30 countries, we are able to recruit, hire, and retain high-quality, experienced developers, tech leads, and product managers, and operate at a rapid pace to drive product releases, fix bugs, and create new product offerings.

Our software development process is based on iterative releases across the Elastic Stack, our solutions, and Elastic Cloud. We are organized in small functional teams with a high degree of autonomy and accountability. Our distributed and highly modular team structure and well-defined software development processes also allow us to successfully incorporate technologies that we have acquired.

We intend to continue to invest in our research and development capabilities to extend our products. Research and development expense totaled \$212.5 million and \$173.5 million, in the years ended April 30, 2021 and 2020, respectively. We plan to continue to devote significant resources to research and development.

Sales and Marketing

We make it easy for individual developers to begin using our products in order to drive viral adoption. Users can download our software directly from our website without any sales interaction, and immediately begin using the full set of free and paid features. Access to our paid features is available for an initial trial period for both self-managed and SaaS subscriptions.

As a result of our free and open strategy, our sales prospects are often already using our technology. Our sales and marketing efforts extend our free and open strategy in two key ways. First, we conduct low-touch marketing campaigns to keep users and customers engaged after they download our software. This includes providing high-quality content, documentation, webinars, videos, and blogs through our website. Second, we conduct high-touch virtual and field campaigns with qualified prospects and customers who have typically already deployed our software to drive further awareness, adoption, and expansion of our products and solutions.

Our sales teams are segmented primarily by geography and secondarily by employee count in relation to our prospects and customers. We rely on inside sales development representatives to qualify leads based on their likelihood to make a purchase. We pursue sales opportunities primarily through a direct sales motion, in some cases assisted by partners. Our relationships within customer organizations often extend beyond the initial users of the technology and include technology and business decision-makers at various levels. We also engage with our customers on an ongoing basis through a customer success team, to ensure customer satisfaction and expand their usage of our technology.

Partners

We maintain partner relationships that help us market and deliver our products to our customers and complement our community. Our partner relationships include the following:

- **Cloud providers.** We work with many of the major cloud providers to increase awareness of our products and make it easy to access our software. We partner with Google and Microsoft to offer our Elasticsearch Service (part of Elastic Cloud) on Google Cloud Platform, and Microsoft Azure, respectively, including direct purchase from us and through their respective marketplaces. We also partner with other cloud providers to provide our free and paid proprietary features to users on their cloud platforms. In addition, we make our Elasticsearch Service available on Amazon Web Services (“AWS”), for direct purchase or through the AWS marketplace. Elastic’s Elasticsearch Service is a different offering than Amazon Elasticsearch Service. We do not partner with Amazon, provide support for Amazon Elasticsearch Service, or provide Amazon or customers of Amazon Elasticsearch Service with access to any of our free or paid proprietary features.
- **Systems integrators, channel partners, and referral partners.** We have a global network of systems integrators, channel partners, and referral partner relationships that help deliver our products to various business and government customers around the world.
- **OEM and MSP partners.** Our original equipment manufacturing (“OEM”), and managed service provider (“MSP”), partners embed an Elastic subscription into the products or services they offer to their own customers. OEM or MSP partners are able to include Elastic’s paid and unpaid proprietary features in their product, receive ongoing support from Elastic for product development, and receive support for end customer issues related to Elastic.
- **Technology partners.** Our technology partners collaborate with Elastic to create a standardized solution for end users that includes technology from both Elastic and the partner. For example, we work with Micro Focus to integrate our products with their ArcSight product. Technology partners represent a deeper collaboration than community

contributions and are distinct from distribution-oriented relationships like OEMs and MSP partners.

Professional Services

We offer consulting and training as part of our offerings. To assist customers in accelerating their success with our software, our consulting team consists of engineers and architects who bring hands-on experience and deep technical knowledge to a project. Our training offerings enable our users to gain the necessary skills to develop, deploy, and manage our software.

Customer Support

We endeavor to make it easy for users to download, install, deploy and use the Elastic Stack and our solutions. To this end, our user community functions as a source of support and enables users to engage in self-help and collaboration.

However, in many situations, such as those involving complex enterprise IT environments, large deployments and novel use cases, our users require our support. Accordingly, we include support as part of the subscriptions we sell for our products. Our global support organization consists of highly technical support engineers who provide support experiences including troubleshooting, technical audits, cluster tuning, and upgrade assistance. Our support team is distributed across over 20 countries and provides coverage 24 hours per day, 365 days per year, across multiple languages.

We believe that software companies should not have incentives to build low quality software. In that connection, we do not sell support separately from our software subscriptions.

Our Technology

Our products consist of the Elastic Stack, our solutions and software that supports our various deployment alternatives. Because our solutions are built on the Elastic Stack, innovations and new capabilities built into the Elastic Stack may benefit many of our solutions. Our customers can customize and extend our solutions to fit their needs by leveraging the power of the Elastic Stack and our developer capabilities.

Technology Features of the Elastic Stack

Elasticsearch is the heart of the Elastic Stack, where users store, search, and analyze data. Key features of Elasticsearch include the following:

- **Store any type of data.** Elasticsearch combines powerful parts of traditional search engines, such as an inverted index to power fast full text search and a column store for analytics, with native support for a wide range of data types, including text, dates, numbers, geospatial data, date/numeric ranges, and IP addresses. With sensible defaults, and no upfront schema definition necessary, Elasticsearch makes it easy to start simple and fine-tune as datasets grow.
- **Powerful query languages.** The Elasticsearch query domain specific language is a flexible, expressive search language that exposes a rich set of query capabilities across any kind of data. From simple Boolean operators to custom relevance functions, users can articulate exactly what they are looking for and bring their own definition of relevance. The query language also includes a composable aggregation framework that enables users to summarize, slice, and analyze structured or semi-structured datasets across multiple dimensions. Examples of these capabilities include tracking the top ten users by spend, looking at data week over week, analyzing data across geographies, and drilling down into details with specific filters all with a single search.
- **Developer friendliness.** Elasticsearch has consistent, well-documented APIs that work the same way on one node during initial development as on a hundred nodes in production. Elasticsearch also ships with a number of language clients that provide a natural way to integrate with a variety of popular programming frameworks, reducing the learning curve, and leading to a shorter time to realizing value.
- **High speed.** Everything stored in Elasticsearch is indexed by default, such that users do not need to decide in advance what queries they will want to run. Our architecture optimizes throughput, time-to-data availability and query latency. Elasticsearch can easily index millions of events per second, and newly added data can be available for search nearly instantly.
- **High scale and availability.** Elasticsearch is designed to scale horizontally and be resilient to node or hardware failures. As nodes join a cluster, data is automatically re-balanced and

queries and indexing are spread across the new nodes seamlessly. This makes it easy to add hardware to increase indexing throughput or improve query throughput. Elasticsearch also detects node failures and hardware or network issues and automatically protects user data by ejecting the failing or inaccessible nodes and creating new replicas of the data.

- **Machine learning and alerting.** Machine learning capabilities such as anomaly detection, forecasting, and categorization are tightly integrated with the Elastic Stack to automatically model the behavior of data, such as trends and periodicity, in real time in order to identify issues faster, streamline root cause analysis, and reduce false positives. Without these capabilities, it can be very difficult to identify issues such as infrastructure problems or intruders in real time across complex, high-volume, fast-moving datasets.
- **Security.** Security features give administrators the rights to grant specific levels of access to their various types of users, such as IT, operations, and application teams. Elasticsearch serves as the central authentication hub for the entire Elastic Stack. Security features include encrypted communications and encryption-at-rest; role-based access control; single sign-on and authentication; field-level, attribute-level, and document-level security; and audit logging.

Kibana is the user interface for the Elastic Stack. It allows users to manage the Elastic Stack and visualize data. Additionally, the interfaces for many of our solutions are built into Kibana. Key features of Kibana include the following:

- **Explore and visualize data stored in Elasticsearch.** Kibana provides interactive data views, visualizations, and dashboards powered by structured filtering and unstructured search to enable users to get to answers more quickly. A variety of data visualization types, such as simple line and bar charts, purpose-built geospatial and time series visualizations, tree diagrams, network diagrams, heatmaps, scatter plots, and histograms, support diverse user needs.
- **Incorporate advanced analytics and machine learning from Elasticsearch.** Kibana's query, filtering, and data summarization capabilities reflect Elasticsearch's powerful query domain specific language and aggregation framework while making it interactive.
- **Manage the Elastic Stack.** Kibana presents a broad user interface showing the health of Elastic Stack components and provides cluster alerts to notify administrators of problems. Its central management user interfaces (UIs) make it easier to operate the Elastic Stack at scale.
- **Home for Solutions.** Kibana is where our users and customers access the user interfaces for our Observability and Security solutions. Kibana provides core services, like security, alerting, and data visualization components. This makes it easy for users to discover all of the capabilities our solutions provide, and enables solution users to benefit from the core capabilities of the Kibana.
- **Application framework.** Kibana is designed to be extensible. Users interested in a highly specialized visualization type not distributed with Kibana by default can customize experiences through a Kibana plugin and make the plugin available to the community. Dozens of Kibana plugins have been shared by the community via Elastic documentation and code sharing platforms such as GitHub.

Beats, Elastic Agent and Logstash are data ingestion tools that enable users to collect and enrich any kind of data from any source for storage in Elasticsearch. Beats and Logstash have an extensible modular architecture. Beats are lightweight agents purpose-built for collecting data on devices, servers, and inside containers. Elastic Agent, currently in beta, is a single, unified way to add monitoring for logs, metrics, and other types of data to each host, and also includes integrated host protection. Key features of Beats and Elastic Agent include the following:

- **Data shippers.** Beats are lightweight agents built for the purposes of efficient data collection at the edge for specific types of data, such as Filebeat for the collection of logging data, Metricbeat for the collection of system or service metric data, Auditbeat for the collection of security data, Packetbeat for the collection of network data, and Heartbeat for the collection of availability data. Dozens of community Beats enable the collection of data from specialized sources. Elastic Agent introduces a new single agent architecture across hosts that simplifies management and deployment.
- **Extensibility and community Beats.** The Beats platform enables rapid creation of custom Beats that can be run on a variety of edge technologies for data collection. Over 90 Beats

have been shared by the community via Elastic documentation and many more are available through code sharing platforms such as GitHub.

- **Host protection.** Specifically with Elastic Agent, we extend protection to hosts in addition to data transfer. Elastic Agent stops malware and ransomware and enables environment-wide visibility and advanced threat detection.

Logstash enables centralized collection and extract, transformation, and load capabilities. Key features of Logstash include the following:

- **Data transformation engine.** Logstash is a centralized data transformation engine that can receive and pull data from multiple sources, transform and filter that data, and send it to multiple outputs. Logstash has a powerful and flexible configuration language that allows users to create data stream acquisition and transformation logic without having to write code. This greatly extends and accelerates the ability to create data management pipelines to a wide variety of organizations and individuals.
- **Plugins.** Logstash collects data from a variety of sources, such as network devices, queues, endpoints, and public cloud services. Logstash enriches the data via lookups against local data sources, such as a geolocation database, and remote data sources, such as relational databases. Logstash can output events to Elasticsearch or downstream queues and other datastores. We develop and support more than 80 plugins for many common integrations
- **Logstash extensibility and community plugins.** A vibrant community of users extends our reach through hundreds of community Logstash plugins that enable integration with a wide variety of data sources across many use cases.

Technology Features of Our Solutions

Our solutions are designed to minimize time-to-value and deployment costs of using the Elastic Stack for common use cases. The functionality of our solutions often includes specialized data collection, through standardized APIs or custom agents, and custom user interfaces for specific data analytics, visualizations, workflows, and actions. Most of our solutions can be self-managed or accessed through Elastic Cloud.

Enterprise Search gives users the tools to bring search experiences to customers, partners and teams quickly and scale them seamlessly.

- **Workplace Search.** Workplace Search brings modern search to collaborative decisions and experiences. It seamlessly connects to some of the world's most widely adopted productivity tools, customer relationship management platforms, cloud storage platforms, collaboration tools, operation management platforms, and content management systems. Custom sources provide an elegant set of APIs that lets customers and users ingest any type of content from even more sources while preserving access control information.
- **App Search.** App Search simplifies the process of building excellent customer-facing search experiences. App Search also provides much of the shared, foundational technology that gives the products in Enterprise Search power within an intuitive user experience. App Search brings the focused power of Elasticsearch to a refined set of APIs and intuitive dashboards, allowing users to leverage scalability, tunable relevance controls, thorough documentation, well-maintained clients, and robust analytics to build a leading search experience with ease.
- **Site Search.** Site Search provides the tools users need to build powerful website search easily. The maintenance-free crawler keeps content current, while intuitive customization features and robust analytics provide full control over search relevance. All these capabilities are backed at scale by Elasticsearch.

Observability combines analysis across the IT ecosystem of IT applications, networks, and infrastructure to deliver actionable insights into performance, availability, usability, adoption, and anomalous behavior.

- **Logs.** Logs indexes, searches, and analyzes structured and unstructured logs at large scale to monitor the health and performance of an organization's services, infrastructure, and applications. Users can analyze and visualize information extracted from logs to understand system behavior and trends to optimize performance and preemptively address potential issues. By querying logs in ad hoc ways, users can triage, troubleshoot, and resolve performance issues.

- **Metrics.** Metrics ingests, searches, visualizes, and analyzes numeric and time series data from IT systems, including applications, datastores, hosts, containers, cloud infrastructure, and more. Users can review performance and utilization trends to optimize and plan for future needs. Metrics helps users deliver on infrastructure service level objectives, and resolve downtime or performance issues by understanding how the state of individual components fits into the bigger picture.
- **APM.** APM delivers insight into application performance at the code level. Developers can instrument apps and see the lifecycle of a transaction across services from front end to back end. This can give developers confidence in the code they ship, and can give operational teams visibility into code-level errors and performance bottlenecks to accelerate root cause analysis and resolution during an investigation.
- **Uptime.** Customers and users leverage Uptime to track and monitor the availability of the hosts, websites, services, and application endpoints that support business operations. Through proactive monitoring, customers can detect troublesome components before they are reported by end users.

Security delivers unified protection to prevent, detect, and respond to a variety of threats across the IT ecosystem.

- **SIEM.** Elastic SIEM automates threat detection and remediation, reducing mean time to detect and mean time to respond. With prebuilt Beats integrations, SIEM can ingest data from cloud, network, endpoints, applications, and other systems. With Elastic Common Schema, users can centrally analyze information like logs, flows, and contextual data from disparate data sources. SIEM provides an interactive workspace for security teams to detect and respond to threats. Teams can triage events and perform investigations, gathering evidence on an interactive timeline. SIEM also streamlines opening and updating cases, forwarding potential incidents to security operations workflows and IT ticketing systems.
- **Endpoint Security.** Endpoint Security combines prevention, detection, and response into a single, autonomous agent that can even run in isolated environments. It is designed for ease of use and for speed, and can help stop threats in early stages of an attack. Endpoint Security includes protection against ransomware, malware, phishing, exploits, fileless attacks, and more. When deployed together, SIEM and Endpoint Security provide a strong security posture with broad visibility on potential threats.

Elastic Cloud, Elastic Cloud Enterprise and Elastic Cloud on Kubernetes

The Elastic Stack and our solutions can be deployed in public or private clouds, in hybrid environments, or in traditional on-premises environments. We divide our deployment models into two categories: self-managed, which refers to users deploying the Elastic Stack and solutions on infrastructure they manage themselves (such as their own data center or private or public cloud environments), and Elastic Cloud, which refers to our SaaS products that we host and manage. To help self-managed users with more complex deployment scenarios, we offer Elastic Cloud Enterprise and Elastic Cloud on Kubernetes.

- **Elastic Cloud.** Elastic Cloud is our growing family of SaaS products and technologies that make it easy to deploy, operate, and scale Elastic products and solutions in the cloud. Elastic Cloud products include Elasticsearch Service and Site Search Service and are offered by us on certain large cloud providers.
- **Elastic Cloud Enterprise and Elastic Cloud on Kubernetes .** As part of building our Elastic Cloud offering, we built a comprehensive orchestration and administration infrastructure tool to easily provision, monitor, manage, secure, upgrade and backup the thousands of clusters that comprise our Elastic Cloud products. We then packaged this infrastructure into a downloadable and easily installable proprietary product called Elastic Cloud Enterprise, which makes this tool available to customers to use with their own self-managed deployments. Elastic Cloud Enterprise enables our customers to provision, monitor, manage, secure, upgrade and backup any number of clusters. It also helps our customers improve their hardware utilization and operational efficiency by allowing them to leverage shared hardware resources to manage multiple clusters, while still maintaining a strong level of isolation between those clusters. More recently, we also launched Elastic Cloud on Kubernetes, extending our cloud orchestration capabilities to Kubernetes environments via the official Elasticsearch operator for Kubernetes.

Community

Our team extends beyond our employee base. It includes all the users who download our software. Our users interact with us on our website forums and on Twitter, GitHub, Stack Overflow, Quora, Facebook, Weibo, WeChat, and more.

In order to build products that best meet our users' needs, we focus on, and invest in, building a strong community. Each download of the Elastic Stack is a new opportunity to educate our next contributor, hear about a new use case, explore the need for a new feature, or meet a future member of the team. Community is core to our identity, binding our products closely together with our users. Community gives us an ability to get their candid feedback, creating a direct line of communication between our users and the builders of our products across all of our features—including both free and paid capabilities—enabling us to make our products simpler and better.

The Elastic community has a Code of Conduct. It covers the behaviors of the Elastic community in any forum, mailing list, wiki, website, code repository, IRC channel, private correspondence, or public meeting. It is designed to ensure that the Elastic community is a space where members and users can freely and openly communicate, collaborate, and contribute both ideas and code. It also covers our community ground rules: be considerate, be patient, be respectful, be nice, communicate effectively, and ask for help when unsure.

Competition

Our market is highly competitive, rapidly evolving, fragmented, and subject to changing technology, shifting customer needs, and frequent introductions of new offerings. Our principal competitors include:

- For Enterprise Search (app search, site search, and workplace search): incumbent offerings such as Solr (open source offering), Lucidworks Fusion, search tools including Google Custom Search Engine (an advertisement-based site search tool with limited user controls), and workplace search tools including Coveo, Endeca (acquired by Oracle) and Autonomy (acquired by HP and now offered by Micro Focus).
- For Observability (logging, metrics, APM, and uptime monitoring): software vendors with specific observability solutions to analyze logging data, metrics, APM data, or infrastructure uptime, such as Splunk, New Relic, Dynatrace, AppDynamics (owned by Cisco Systems) and Datadog.
- For Security (SIEM and endpoint security): security analytics solutions vendors such as Splunk and Azure Sentinel (offered by Microsoft) and endpoint security vendors such as CrowdStrike, Carbon Black (acquired by VMware), McAfee and Symantec (acquired by Broadcom).
- Certain cloud hosting providers and managed service providers, including Amazon Web Services, that offer products based on older Elastic Stack releases. These offerings are not supported by Elastic and come without any of Elastic's proprietary features, whether free or paid.

The principal competitive factors for companies in our industry are:

- product capabilities, including speed, scale, and relevance, with which to power search experiences;
- an extensible product "stack" that enables developers to build a wide variety of solutions;
- powerful and flexible technology that can manage a broad variety and large volume of data;
- ease of deployment and ease of use;
- ability to address a variety of evolving customer needs and use cases;
- strength of sales and marketing efforts;
- flexible deployment model across public or private clouds, hybrid environments, or traditional on-premises environments;
- productized solutions engineered to be rapidly adopted to address specific applications;
- mindshare with developers and IT executives;
- adoption of products by many types of users (developers, architects, DevOps personnel, IT professionals, security analysts, and departmental and organizational leaders);
- enterprise-grade technology that is secure and reliable;
- size of customer base and level of user adoption;

- quality of training, consulting, and customer support;
- brand awareness and reputation; and
- low total cost of ownership.

We believe that we compare favorably on the basis of the factors listed above. However, many of our competitors have substantially greater financial, technical and other resources, greater brand recognition, larger sales forces and marketing budgets, broader distribution networks and presence, more established relationships with current or potential customers and partners, more diverse product and services offerings and larger and more mature intellectual property portfolios. They may be able to leverage these resources to gain business in a manner that discourages customers from purchasing our offerings. Furthermore, we expect that our industry will continue to attract new companies, including smaller emerging companies, which could introduce new offerings. We may also expand into new markets and encounter additional competitors in such markets. While our products and solutions have various competitors across different use cases, such as app search, site search, workplace search, logging, metrics, APM, business analytics and security analytics, we believe that few competitors currently have the capabilities to address our entire range of use cases. We believe our industry requires constant change and innovation, and we plan to continue to evolve search as a foundational technology to solve the problems of today and new emerging problems in the future.

Intellectual Property

We rely on a combination of patents, patent applications, registered and unregistered trademarks, copyrights, trade secrets, license agreements, confidentiality procedures, non-disclosure agreements with third parties, and other contractual measures to safeguard our core technology and other intellectual property assets. In addition, we maintain a policy requiring our employees, contractors, and consultants to enter into disclosure and invention assignment agreements. As of April 30, 2021, we had 24 issued patents in the United States with expirations ranging from 2031 to 2039, 57 pending U.S. patent applications, and 17 pending non-U.S. patent filings. The pending patent applications, if issued, would expire between 2032 and 2041. In addition, as of April 30, 2021, we had 38 registered trademarks in the United States, 2 pending trademark applications in the United States, as well as 326 registered trademarks in various non-U.S. jurisdictions and no pending trademark applications in various non-U.S. jurisdictions.

The laws, procedures and restrictions on which we rely may provide only limited protection, and any of our intellectual property rights may be challenged, invalidated, circumvented, infringed or misappropriated. In addition, the laws of certain countries do not protect proprietary rights to the same extent as the laws of the United States or other jurisdictions, and we therefore may be unable to protect our proprietary technology in certain jurisdictions. For additional information, see the section titled “Risk Management and Risk Factors—Risks Related to our Business and Industry.”

In addition, our technology incorporates software components licensed to the general public under open source software licenses such as the Apache Software License Version 2.0. We obtain many components from software developed and released by contributors to independent open source components of our technology. Open source licenses grant licensees broad permissions to use, copy, modify and redistribute our platform. As a result, open source development and licensing practices can limit the value of our software copyright assets.

Human Capital Management

Our employees (whom we call “Elasticians”) and our culture are vital to Elastic’s long-term success. Our human capital management efforts are focused on:

- Attracting, engaging and retaining talent
- Maintaining our strong company culture
- Enhancing our diversity, equity and inclusion (“DEI”)
- Continuing strong employee engagement
- Facilitating continuous employee learning and development
- Offering effective total rewards, including employee well-being

Our management regularly updates our board of directors and its committees on human capital trends and employee-focused activities and initiatives.

As of April 30, 2021, we had a total of 2,179 employees in over 35 countries globally, including 2,081 employees located outside of the Netherlands. In addition, approximately 30% of our workforce encompasses women and non-binary employees. None of our employees are represented by a labor union. In certain countries in which we operate, such as France and Spain, we are subject to, and comply with, local labor law requirements which may automatically make our employees subject to industry-wide collective bargaining agreements. We have not experienced any work stoppages.

Our Culture

We describe our culture by the Elastic “source code,” the things that make Elastic, Elastic. Our source code guides our culture, business, product development, people practices and brand. The guiding ideas are:

- **Home, Dinner.** There is no such thing as work-life balance. We are successful if we find balance in life. Elastic empowers its employees with the flexibility to do so. Be home for dinner, go for a run midday, care for a sick child, or visit a parent. Finding balance means being more innovative and efficient at work. Which makes for a better Elastic.
- **Space, Time.** It’s easy to get stuck in a day-to-day work pattern. Allowing for the space and time to dream requires conscious effort. Embracing a high failure rate does, too. Fulfillment comes from doing the obvious and dreaming up the un-obvious. Both are foundations of Elastic.
- **IT, Depends.** It’s pretty complicated to make some things simple, and even more complicated to make other things possible. We embrace and value the knowledge required to do both. When a question is asked, buckle up. Sh*t is about to get real. Your journey will likely start with “it depends.”
- **Progress, SIMPLE Perfection.** Perfection is not a destination. Color inside the lines or color outside the lines. Just pick a color. It’s as simple as 2048. An Elastic that moves is an Elastic that survives, thrives, and stands the test of time.
- **01.02, /FORMAT.** Our products are distributed by design, our company is distributed by intention. With many languages, perspectives, and cultures, it’s easy to lose something in translation. Over email and chat, doubly so. Until we get a perpetual empathy machine, don’t assume malice. A distributed Elastic makes for a diverse Elastic, which makes for a better Elastic.
- **As YOU, Are.** We all come in different shapes with different interests and skills. We all have an accent. Celebrate it. Just come as you are. No need to invest neurons trying to fit an arbitrary mold. We’d rather you put them to work shaping Elastic.
- **HUMBLE, Ambitious.** Ambition drives us to challenge ourselves and the people around us to do better. It is not an excuse to be an *sshole. Be humble. Be ambitious. At Elastic, we are both.
- **Speed, SCALE, Relevance.** Elastic is a search company. We focus on value to users by producing fast results that operate at scale and are relevant. This is our DNA. We believe search is an experience. It is what defines us, binds us, and makes us unique.

Elastic was born a distributed company and continues to be distributed by design. We have designed our processes, systems, and teams so that employees can generally perform their jobs without needing to be physically present in the same room or even in the same time zone. Just as distributed systems are more resilient, we believe that being distributed helps build a strong company that can scale and adapt as new challenges arise. Having a distributed workforce gives us a global candidate pool, which gives us the opportunity to cast a wider recruiting net, a critical aspect of helping open our pipelines to a broader set of diverse talent.

Diversity, Equity and Inclusion

Our focus on DEI is critical to how we develop, strengthen and sustain a sense of belonging and inclusion among all Elasticians.

Balanced Teams. We strive to be an employer of choice for a diverse and inclusive workforce through our talent brand, talent attraction, development, and retention efforts. Our recruiting approach is underpinned by the desire to create balanced teams at Elastic, which includes considering broad aspects of diversity from race and gender mix as well as diversity of thought, experience and tenure when recruiting new team members. In fiscal year 2021, the created-by-women-for-women workplace review site, Fairygodboss, recognized Elastic as number one in the Best Technology Company for Women category, and as one of the best workplaces for women in

two additional categories: Best Company for Women, and Best Company Where CEOs Support Gender Diversity.

Elastician Resource Groups. We strive to embed DEI deep within our culture through various initiatives, projects and programs, the centerpiece of which is the Elastician Resource Groups, which are organizationally sponsored, self-organized, Elastician-run groups. Aligned to specific shared identities, interests, affinity or allyship, such as Latinx, parent(s), disability or accessibility, Black, LGBTQ+ and others, each group identifies goals and objectives with executive sponsorship to ensure that they provide tangible benefits and result in all Elasticians feeling a sense of belonging.

Code of Conduct. All of our employees must adhere to a Code of Business Conduct and Ethics (the “Code of Conduct”) that sets standards for appropriate behavior and are required to complete annual training on the Code of Conduct and training to help prevent, identify and report any type of discrimination and harassment.

Employee Engagement

We are committed to ensuring that Elasticians have a voice in how we can collectively make Elastic a better place to work.

New Employee Onboarding. Our new employee onboarding experience is centered around attending “X-School”, our extensive new-hire orientation program, which enables new Elasticians to meet and collaborate with other new Elasticians from around the globe and to learn about our products and solutions.

Engagement Surveys. We maintain a regular pulse on how our employees are feeling through two primary feedback mechanisms – an annual employee engagement survey and a mid-year pulse survey check-in. The results of these surveys are reviewed at the company, functional, team and manager level, with action plans put in place annually. Elasticians were highly engaged in providing feedback in fiscal year 2021, with very high participation rates for the mid-year and annual surveys as well as high engagement scores across a spectrum of questions.

Learning and Development

Our Learning & Organizational Development team’s mission to enable Elasticians to pursue their purpose, in work and life, makes for a better Elastic. To that end, we have a variety of ways in which we support the continuous learning and development of all Elasticians, including access to on-demand video based learning.

We also conduct specific programs to develop managers and leaders at Elastic, including our flagship *Leadership Performance Program*, an externally-led program focused on high-performing leaders who have the potential to have a significant strategic impact on the achievement of our long-term objectives.

Total Rewards

Compensation, Benefits and Well-being. We provide market competitive compensation which typically includes cash compensation as well as equity awards. Reflecting our interest in the whole person, we provide programs designed to enable Elasticians to meet their well-being goals, from starting a family to being at their physical and emotional best. These programs include market competitive medical and dental programs, in addition to focus on mental health and holistic well-being. We provide market competitive paid time off programs, including offering 16 weeks of paid leave to all new parents. In addition, we also provide retirement and income protection plans, which include a 401k plan with a dollar-for-dollar match by Elastic up to 6% of eligible earnings up to a plan-limit maximum for U.S.-based Elasticians as well as similar competitive plans outside of the United States.

Fair Pay. We have fair and consistent compensation practices through our use of local third-party market data specific to each country, where available, so that we understand local compensation and cost of labor levels. We retain external experts to review our compensation outcomes on an ongoing basis to ensure they are bias-free and fairly reward employee performance and contributions. We take great pride in our focus on fair pay and the positive results we’ve established. Our external review continues to validate that we have gender-based pay parity between male and female Elasticians globally.

Community Involvement. Through Elastic Cares, employees can support the charitable organizations that matter the most to them on a local and global level. Elastic Cares is a program

consisting of donation matching, our nonprofit organization program which provides our technology for free to certain nonprofit organizations, and our volunteer time off (“VTO”) initiative. Employees are encouraged to volunteer for these organizations throughout the year using our VTO program which provides our employees with 40 hours of volunteer time each year.

COVID-19 Response

During the COVID-19 pandemic, our primary focus was and continues to be on the safety and well-being of our employees and their families. In the fourth quarter of fiscal 2020, we closed our offices globally and required our employees to work remotely. Additionally, due to concerns over risks related to travel and large gatherings, we have replaced our in-person events, including our internal global all-hands, annual flagship conference and other in-person marketing events, with web-based virtual events. Given the significant personal and professional impact of the COVID-19 pandemic, we provided reimbursements for home office equipment and established specific learning opportunities for our employees that allowed teams to better connect to each other, including fun activities to help teams bond. To allow employees to deal with and alleviate the physical, mental, and emotional effects of the pandemic on themselves and loved ones, we offered two weeks of COVID leave and implemented company-wide days off called “Shut it Down Days” twice per month.

Legal Proceedings

From time to time, we may be subject to legal proceedings and claims that arise in the ordinary course of business, including patent, commercial, product liability, employment, class action, whistleblower and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. In addition, third parties may from time to time assert claims against us in the form of letters and other communications. We are not currently a party to any legal proceedings that, if determined adversely to us, would, in our opinion, have a material adverse effect on our business, results of operations, financial condition or cash flows. Future litigation may be necessary to defend ourselves, our partners and our customers by determining the scope, enforceability and validity of third-party proprietary rights, or to establish our proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Corporate Information

We were incorporated in the Netherlands as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) on February 9, 2012 as SearchWorkings Global B.V. On June 19, 2012, we changed our name to elasticsearch global B.V., on December 11, 2013, we changed our name to Elasticsearch Global B.V., and on May 29, 2018, we changed our name to Elastic B.V. Immediately prior to the completion of our initial public offering (“IPO”) on October 10, 2018, we converted into a public company with limited liability (*naamloze vennootschap*) under Dutch law and changed our name to Elastic N.V. Our principal executive offices are located at 800 West El Camino Real, Suite 350, Mountain View, California 94040, and our telephone number is +1 (650) 458-2620. We are registered with the trade register of the Dutch Chamber of Commerce under number 54655870. Our registered office is at Keizersgracht 281, 1016 ED Amsterdam, the Netherlands.

Our ordinary shares are listed on the New York Stock Exchange (“NYSE”) under the symbol “ESTC”.

Our website address is www.elastic.co. Information contained on, or that can be accessed through, our website does not constitute part of this Report and inclusions of our website address in this Report are inactive textual references only.

We announce material information to the public about us, our products and services and other matters through a variety of means, including filings with the U.S. Securities and Exchange Commission (“SEC”), press releases, public conference calls, our website (www.elastic.co), the investor relations section of our website (<https://ir.elastic.co>), our blog (www.elastic.co/blog), and/or social media, including our Twitter account (<https://twitter.com/elastic>), Facebook page (www.facebook.com/elastic.co), and/or LinkedIn account (www.linkedin.com/company/elastic-co), in order to achieve broad, non-exclusionary distribution of information to the public. We encourage investors and others to review the information it makes public in these locations, as such information could be deemed to be material information. Please note that this list may be updated from time to time.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Report. As discussed in the section titled "Forward-Looking Statements," the following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such difference include, but are not limited to, those identified below and those discussed in the section titled "Risk Management and Risk Factors" included elsewhere in this Report. Our fiscal year end is April 30.

Overview

Elastic is a search company. We deliver technology that enables users to search through massive amounts of structured and unstructured data for a wide range of use cases. Our primary offering is the Elastic Stack, a powerful set of software products that ingest and store data from any source, and in any format, and perform search, analysis, and visualization in milliseconds or less. The Elastic Stack is designed for direct use by developers to power a variety of use cases. We also offer three software solutions – Enterprise Search, Observability, and Security – built on the Elastic Stack. Our solutions are designed to be deployed everywhere: in public or private clouds, in hybrid environments, or in traditional on-premises environments. Our products are used by individual developers and organizations of all sizes across a wide range of industries.

Elasticsearch is the heart of the Elastic Stack. It is a distributed, real-time search and analytics engine and datastore for exploring all types of data including textual, numerical, geospatial, structured, and unstructured. The first public release of Elasticsearch was in 2010 by our co-founder Shay Banon as an open source project. The Company was formed in 2012. Since then, we have added new products, released new features, acquired companies, and created new solutions to expand the functionality of our products.

Our business model is based on a combination of free and paid proprietary software. We market and distribute the Elastic Stack and our solutions using a free and open distribution strategy. Developers are able to download our software directly from our website. Some features of our software can be downloaded and used free of charge. Others are only available through paid subscriptions, which include access to specific proprietary features and also include support. These paid features can be unlocked without the need to re-deploy the software. There is no free subscription tier in our cloud offerings, where all subscriptions are paid.

In February 2021, with the release of version 7.11 of the Elastic Stack, we changed the way we license Elasticsearch and Kibana, the visualization layer for data stored in Elasticsearch. We moved the source code that had historically been licensed under the Apache License, Version 2.0 open source license ("Apache 2.0"), to be dual licensed under the Elastic License 2.0 ("ELv2"), our proprietary source available license, and the Server Side Public License Version 1.0 ("SSPL"), at the user's election. ELv2 is a permissive source available license, allowing free use, modification, creation of derivative works, and redistribution, while providing protection from cloud service providers who offer these products as a service without collaborating with us. SSPL is a source available license that provides many of the freedoms of an open source license, but with certain restrictions. This source code license change had no effect on our customers or the vast majority of our users.

We believe that our free and open distribution strategy drives a number of benefits for our users, our customers, and our company. It facilitates rapid and efficient developer adoption, particularly by empowering individual developers to download and use our software without payment, registration, or the friction of a formal sales interaction. It fosters a vibrant developer community around our products and solutions, which drives adoption of our products and increased interaction among users. Further, this approach enables community review of our code and products, which allows us to improve the reliability and security of our software.

We generate revenue primarily from sales of subscriptions for our software. We offer various paid subscription tiers that provide different levels of rights to use proprietary features and access to support.

We do not sell support separately. Our subscription agreements for self-managed and Elastic Cloud deployments typically have terms of one to three years and we usually bill for them annually in advance. Elastic Cloud customers may also purchase subscriptions on a month-to-month basis without a commitment, with usage billed at the end of each month. Subscriptions accounted for 93%, 92% and 91% of total revenue in the years ended April 30, 2021, 2020 and 2019, respectively. We also generate revenue from consulting and training services.

We had over 15,000 customers, over 11,300 customers and over 8,100 customers as of April 30, 2021, 2020, and 2019, respectively. We define a customer as an entity that generated revenue in the quarter ending on the measurement date from an annual or month-to-month subscription. Affiliated entities are typically counted as a single customer. The annual contract value (“ACV”) of a customer’s commitments is calculated based on the terms of that customer’s subscriptions, and represents the total committed annual subscription amount as of the measurement date. Month-to-month subscriptions are not included in the calculation of ACV. The number of customers who represented greater than \$100,000 in ACV was over 730, over 610, and over 440 as of April 30, 2021, 2020 and 2019, respectively.

We engage in various sales and marketing efforts to extend our free and open distribution model. We employ multi-touch marketing campaigns to nurture our users and customers and keep them engaged after they download our software. Additionally, we maintain direct sales efforts focused on users and customers who have adopted our software, as well as departmental decision-makers and senior executives who have broad purchasing power in their organizations. Our sales teams are primarily segmented by geographies and secondarily by the employee count of our customers. They focus on both initial conversion of users into customers and additional sales to existing customers. In addition to our direct sales efforts, we also maintain partnerships to further extend our reach and awareness of our products around the world.

We continue to make substantial investments in developing the Elastic Stack and our solutions and expanding our global sales and marketing footprint. With a distributed team spanning over 35 countries, we are able to recruit, hire, and retain high-quality, experienced technical and sales personnel and operate at a rapid pace to drive product releases, fix bugs, and create and market new products. We had 2,179 employees as of April 30, 2021.

We have experienced significant growth, with revenue increasing to \$608.5 million in the year ended April 30, 2021 from \$427.6 million in the year ended April 30, 2020 and \$271.7 million in the year ended April 30, 2019, representing year-over-year growth of 42% for the year ended April 30, 2021 and 57% for the year ended April 30, 2020. In the year ended April 30, 2021, revenue from outside the Netherlands accounted for 96.7% of our total revenue. For our non-Dutch operations, the majority of our revenue and expenses are denominated in currencies such as the US Dollar and British Pound. No customer represented more than 10% of our revenue in the years ended April 30, 2021, or 2020. We have not been profitable to date. In the years ended April 30, 2021 and 2020, we incurred net losses of \$170.1 million and \$191.7 million, respectively. Our net cash provided by operating activities was \$30.9 million in the year ended April 30, 2021 and net cash used in operating activities in the year ended April 30, 2020 was \$33.6 million. We have experienced losses in each year since our incorporation and as of April 30, 2021, had an accumulated deficit of \$657.6 million. We expect we will continue to incur net losses for the foreseeable future. There can be no assurance as to when we may become profitable.

COVID-19

In March 2020, the World Health Organization declared COVID-19 a pandemic. Efforts to control its spread have significantly curtailed the movement of people, goods and services worldwide, including in most or all of the regions in which we sell our products and services and conduct our business operations, negatively impacting worldwide economic activity. The ongoing impact of the COVID-19 pandemic on our operational and financial performance will depend on certain developments, including the duration and spread of the virus, success of preventative measures to contain or mitigate the spread of the virus and emerging variants, effectiveness, distribution and acceptance of COVID-19 vaccines, impact on our customers and our sales cycles, impact on our customer, employee or industry events, effect on our vendors, and the uneven impact of the COVID-19 pandemic to certain industries, all of which continue to remain uncertain and cannot be predicted.

The continuing COVID-19 pandemic has resulted in a global slowdown of economic activity and its impact has varied significantly across different industries with certain industries experiencing increased demand for their products and services, while others have struggled to maintain demand for their products and services consistent with historical levels. There have been delays in purchasing decisions from existing and prospective customers, longer sales cycles, delayed implementation of professional services, reduced renewals of subscriptions by existing customers, and changes in approaches to creating sales pipeline in the absence of in-person marketing events, resulting in headwinds for calculated billings and our Net Expansion Rate.

Notwithstanding the potential and actual adverse impacts described above, as the pandemic has caused more of our customers to shift to a virtual workforce or accelerate their digital transformation efforts, we believe the value of our solutions is becoming even more evident. In addition, we have benefited from lower spending on travel due to COVID-19 travel restrictions and from holding events virtually, and we expect lower travel costs to continue in the near-term.

In response to the COVID-19 pandemic and in an effort to focus on maintaining business continuity and preparing for the future and long-term success of our business, we have taken precautionary measures intended to help minimize the risk of the virus to our employees, our customers, and the communities in which we operate, including modifying our business practices, such as suspending employee travel, adapting employee work locations, and holding events and trainings virtually. Further, we also temporarily reduced the pace of our investments in our business in response to the COVID-19 pandemic in the first quarter of fiscal 2021, but began to gradually increase our investments in our business since then. We intend to continue to increase the pace of our investments in the business in fiscal 2022. We continue to monitor the major impacts of the COVID-19 pandemic and make changes in our business as appropriate, in response to such impacts. See “Risk Management and Risk Factors” included in this Report for a discussion of additional risks.

Key Factors Affecting Our Performance

We believe that the growth and future success of our business depends on many factors, including those described below. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address in order to sustain our growth and improve our results of operations.

- **Growing the Elastic community.** Our strategy consists of providing access to source available software, on both a free and paid basis, and fostering a community of users and developers. Our strategy is designed to pursue what we believe to be significant untapped potential for the use of our technology. After developers begin to use our software and start to participate in our developer community, they become more likely to apply our technology to additional use cases and evangelize our technology within their organizations. This reduces the time required for our sales force to educate potential leads on our solutions. In order to capitalize on our opportunity, we intend to make further investments to keep the Elastic Stack accessible and well known to software developers around the world. We intend to continue to invest in our products and support and engage our user base and developer community through content, events, and conferences in the U.S. and internationally. Our results of operations may fluctuate as we make these investments.
- **Developing new features for the Elastic Stack.** The Elastic Stack is applied to various use cases by customers, including through the solutions we offer. Our revenue is derived primarily from subscriptions of Enterprise Search, Observability and Security built into the Elastic Stack. We believe that releasing additional features of the Elastic Stack, including our solutions, drives usage of our products and ultimately drives our growth. To that end, we plan to continue to invest in building new features and solutions that expand the capabilities of the Elastic Stack. These investments may adversely affect our operating results prior to generating benefits, to the extent that they ultimately generate benefits at all.
- **Growing our customer base by converting users of our software to paid subscribers.** Our financial performance depends on growing our paid customer base by converting free users of our software into paid subscribers. Our distribution model has resulted in rapid adoption by developers around the world. We have invested, and expect to continue to invest, heavily in sales and marketing efforts to convert additional free users to paid subscribers. Our investment in sales and marketing is

significant given our large and diverse user base. The investments are likely to occur in advance of the anticipated benefits resulting from such investments, such that they may adversely affect our operating results in the near term.

- **Expanding within our current customer base.** Our future growth and profitability depend on our ability to drive additional sales to existing customers. Customers often expand the use of our software within their organizations by increasing the number of developers using our products, increasing the utilization of our products for a particular use case, and expanding use of our products to additional use cases. We focus some of our direct sales efforts on encouraging these types of expansion within our customer base.

An indication of how our customer relationships have expanded over time is through our Net Expansion Rate, which is based upon trends in the ACV of customers that have entered into annual subscription agreements. To calculate an expansion rate as of the end of a given month, we start with the ACV from all such customers as of twelve months prior to that month end, or Prior Period Value. We then calculate the ACV from these same customers as of the given month end, or Current Period Value, which includes any growth in the value of their subscriptions and is net of contraction or attrition over the prior twelve months. We then divide the Current Period Value by the Prior Period Value to arrive at an expansion rate. The Net Expansion Rate at the end of any period is the weighted average of the expansion rates as of the end of each of the trailing twelve months. We believe that our Net Expansion Rate provides useful information about the evolution of our business' existing customers. The Net Expansion Rate includes the dollar-weighted value of our subscriptions that expand, renew, contract, or attrit. For instance, if each customer had a one-year subscription and renewed its subscription for the exact same amount, then the Net Expansion Rate would be 100%. Customers who reduced their annual subscription dollar value (contraction) or did not renew their annual subscription (attrition) would adversely affect the Net Expansion Rate. Our Net Expansion Rate was slightly below 130% at the end of fiscal 2021.

As large organizations expand their use of the Elastic Stack across multiple use cases, projects, divisions and users, they often begin to require centralized provisioning, management and monitoring across multiple deployments. To satisfy these requirements, we offer the Elastic Enterprise subscription. We will continue to focus some of our direct sales efforts on driving adoption of our paid offerings.

- **Increasing adoption of Elastic Cloud.** Elastic Cloud, our family of SaaS products that includes Elasticsearch Service and Site Search Service, is an important growth opportunity for our business. Organizations are increasingly looking for SaaS deployment alternatives with reduced administrative burdens. In some cases, users of our source available software that have been self-managing deployments of the Elastic Stack subsequently become paying subscribers of Elastic Cloud. In the years ended April 30, 2021, 2020 and 2019, Elastic Cloud contributed 27%, 22% and 17% of our total revenue, respectively. We believe that offering a SaaS deployment alternative is important for achieving our long-term growth potential, and we expect Elastic Cloud's contribution to our subscription revenue to increase over time. However, an increase in the relative contribution of Elastic Cloud to our business could adversely impact our gross margin as a result of the associated hosting costs.

Financial Results

Revenue

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(in thousands)</i>			
Revenue				
Subscription	567,339	392,170	175,169	45%
Professional services	41,150	35,450	5,700	16%
Total revenue	\$ 608,489	\$ 427,620	\$ 180,869	42%

Total subscription revenue increased \$175.2 million, or 45%, in the year ended April 30, 2021 compared to the prior year. The increase in revenue was primarily caused by volume-driven increases from new business, as existing customers purchased additional subscriptions, and we grew our subscription customer base to over 15,000 customers in the year ended April 30, 2021 compared to over 11,300 customers in the prior year.

Professional services revenue increased by \$5.7 million, or 16%, in the year ended April 30, 2021 compared to the prior year. The increase in professional services revenue was attributable to increased adoption of our professional services consulting offerings.

Cost of Sales and Gross Margin

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(in thousands)</i>			
Cost of revenue				
Subscription	125,327	87,574	37,753	43%
Professional services	40,698	38,513	2,185	6%
Total cost of revenue	\$ 166,025	\$ 126,087	\$ 39,938	32%
Gross Profit	\$ 442,464	\$ 301,533	\$ 140,931	47%
Gross margin				
Subscription	78%	78%		
Professional services	1%	(9%)		
Total gross margin	73%	71%		

Total cost of subscription revenue increased by \$37.7 million, or 43%, in the year ended April 30, 2021 compared to the prior year. This increase was primarily due to an increase of \$26.2 million in cloud infrastructure costs and an increase of \$9.2 million in personnel and related charges from growth in headcount in our support organization. In addition, amortization of acquired intangible assets increased \$1.2 million. These increases were partially offset by a decrease of \$1.7 million in travel expenses due to COVID-19 related travel restrictions. The increase in personnel and related costs includes an increase of \$4.3 million in salaries and related taxes and an increase of \$4.1 million in stock-based compensation expense. Total subscription margin remained stable in the year ended April 30, 2021 compared to the prior year.

Cost of professional services revenue increased by \$2.2 million, or 6%, in the year ended April 30, 2021 compared to the prior year. This increase was primarily due to an increase of \$6.6 million in personnel and related costs, including increases of \$3.8 million in salaries and related taxes and \$2.5 million in stock-based compensation driven by an increase in headcount in our consulting and training organizations. In addition, subcontractor costs increased \$0.5 million. These increases were partially offset by a decrease of \$3.4 million in travel expenses and a decrease of \$1.3 million in training facility costs due to COVID-19 related restrictions.

Gross margin for professional services revenue was 1% in the year ended April 30, 2021 compared to (9)% for the prior year. The increase in margin is primarily due to the increase in revenue, and a lower than proportionate increase in cost of professional services. The cost of professional services remained relatively flat due to a decrease in travel related costs as we shifted to virtual delivery of professional services in light of travel restrictions due to COVID-19. In recent periods, we have invested in headcount for our professional services organization that we believe will be needed as we continue to grow and

expect travel related costs will increase in the future once travel restrictions lift. Our gross margin for professional services may fluctuate, decline or be negative in the near-term as we seek to expand our professional services business.

Operating Expenses

Research and development

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(In thousands)</i>			
Research and development	\$ 212,511	\$ 173,487	\$ 39,024	22%

Research and development expense increased by \$39.0 million, or 22%, in the year ended April 30, 2021 compared to the prior year as we continued to invest in the development of new and existing offerings. Personnel and related costs increased by \$40.9 million, and software and equipment expense increased by \$2.9 million, primarily as a result of growth in headcount. In addition, cloud infrastructure costs related to our research and development activities increased \$1.8 million. These increases were partially offset by a decrease in travel expenses of \$7.6 million due to COVID-19 travel restrictions and holding events virtually. The increase in personnel and related costs includes an increase of \$21.1 million in salaries and related taxes, an increase of \$17.5 million in stock-based compensation expense and an increase of \$2.4 million in employee benefits expense.

Sales and marketing

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(In thousands)</i>			
Sales and marketing	\$ 284,543	\$ 228,390	\$ 56,153	25%

Sales and marketing expense increased by \$56.2 million, or 25%, in the year ended April 30, 2021 compared to the prior year. This increase was primarily due to an increase of \$57.7 million in personnel related costs and a \$1.1 million increase in software and equipment charges as we continued to increase our sales and marketing headcount. In addition, marketing expenses increased by \$7.6 million and amortization of intangible assets increased by \$2.4 million. These increases were partially offset by a decrease of \$13.3 million in travel expenses due to COVID-19 travel restrictions and holding events virtually. The increase in personnel and related costs includes an increase of \$26.3 million in salaries and related taxes, an increase of \$16.2 million in stock-based compensation expense, an increase of \$11.6 million in commissions expense related to the amortization of contract acquisition costs and an increase of \$3.3 million in employee benefits expense.

General and administrative

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(In thousands)</i>			
General and administrative	\$ 114,045	\$ 96,186	\$ 17,859	19%

General and administrative expense increased by \$17.9 million, or 19%, in the year ended April 30, 2021 compared to the prior year. This increase was primarily due to an increase of \$7.8 million in personnel related costs and a \$0.6 million increase in software and equipment charges as we continued to increase our general and administrative headcount. In addition, bad debt expense related to expected credit losses on accounts receivable and write-off of uncollectible balances increased by \$4.2 million, consulting expense increased by \$1.8 million and insurance, business taxes, and charitable donations increased by \$2.6 million. These increases were offset by a decrease of \$1.6 million in travel expenses due to COVID-19 travel restrictions. The increase in personnel and related costs includes an increase of \$9.5 million in salaries and related taxes, an increase of \$9.5 million in stock-based compensation expense, an increase of \$0.7 million in employee benefits expense and an increase of \$0.5 million in recruiting costs, which were partially offset by a decrease in acquisition related compensation of \$12.5 million.

Other Income

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(In thousands)</i>			
Other income	\$ (236)	\$ (2,761)	\$ 2,525	91%

Other income was \$0.2 million for the year ended April 30, 2021 compared to \$2.8 million in the prior year. This decrease was primarily due to a de-recognition of an asset retirement obligation upon exiting a leased office space upon the adoption of IFRS 16 in fiscal 2020.

Provision for/(Benefit from) Income Taxes

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(In thousands)</i>			
Provision for/(benefit) from income taxes	\$ 7,720	\$ (1,968)	\$ 9,688	492%

The provision for income taxes was \$7.7 million in the year ended April 30, 2021 compared to a benefit from income taxes of \$2.0 million in the prior year. The additional tax expense is primarily due to an increase of \$4.6 million in income taxes from foreign subsidiaries offset by decrease of \$3.2 million of credits. A tax benefit associated with stock-based compensation of \$98 million was offset by the provision of a valuation allowance of \$152.9 million for deferred tax assets in the United States, the Netherlands, and the United Kingdom. Our effective tax rate was (4.75)% and 1% of our net loss before taxes for the years ended April 30, 2021 and 2020, respectively.

Liquidity and Capital Resources

As of April 30, 2021, we had cash and cash equivalents and restricted cash of \$400.8 million and \$2.9 million, respectively, and working capital of \$185.9 million. Our restricted cash constitutes cash deposits with financial institutions in support of letters of credit in favor of landlords for non-cancelable lease agreements.

The Group liquidity and solvency ratio were 6.59 and 8.33 at April 30, 2021, respectively, and 5.33 and 7.82 at April 30, 2020, respectively.

We have generated significant operating losses from our operations as reflected in our accumulated deficit of \$657.6 million as of April 30, 2021. We have historically incurred, and expect to continue to incur, operating losses and may generate negative cash flows from operations on an annual basis for the foreseeable future due to the investments we intend to make as described above, and as a result, we may require additional capital resources to execute on our strategic initiatives to grow our business.

We believe that our existing cash and cash equivalents will be sufficient to fund our operating and capital needs for at least the next 12 months, despite the uncertainty in the changing market and economic conditions related to COVID-19. Our assessment of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties. Our actual results could vary as a result of, and our future capital requirements, both near-term and long-term, will depend on, many factors, including our growth rate, the timing and extent of spending to support our research and development efforts, the expansion of sales and marketing activities, the timing of new introductions of solutions or features, and the continuing market acceptance of our solutions and services. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. In July 2021, we issued long term debt of \$575.0 million (see section Events after the balance sheet date for additional details). We may be required to seek additional equity or debt financing in the future. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, or if we cannot expand our operations or otherwise capitalize on our

business opportunities because we lack sufficient capital, our business, operating results and financial condition would be adversely affected.

The following table summarizes our cash flows for the periods presented:

	Year Ended April 30,		Change	
	2021	2020	\$	%
	<i>(in thousands)</i>			
Net cash provided by (used in) operating activities	\$ 30,894	\$ (33,626)	\$ 64,520	192%
Net cash provided by (used in) investing activities	\$ (1,511)	\$ 1,517	\$ (3,028)	(200%)
Net cash provided by financing activities	\$ 68,316	\$ 30,869	\$ 37,447	121%

Net Cash Provided By (Used in) Operating Activities

Net cash provided by operating activities during the year ended April 30, 2021 was \$30.9 million, which resulted from a net loss of \$170.1 million adjusted for non-cash charges of \$195.7 million and net cash inflow of \$5.8 million from changes in operating assets and liabilities. Non-cash charges primarily consisted of \$132.3 million for stock-based compensation expense, \$41.0 million for amortization of deferred contract acquisition costs, \$17.2 million of depreciation and intangible asset amortization expense and \$9.7 million in amortization of operating lease right-of-use (“ROU”) asset; \$2.8 million of short-term and variable lease payments and \$2.0 million of other non-cash transactions which were partially offset by net foreign currency transaction gains of \$9.5 million. The net cash inflow from changes in operating assets and liabilities was the result of a \$115.9 million increase in deferred revenue due to higher billings, a decrease of \$1.5 million in deposits, and an increase of \$2.2 million in income tax liabilities and a decrease of \$3.0 million in deferred taxes. These inflows were partially offset by an increase of \$31.6 million in accounts receivable due to higher billings and timing of collections from our customers, an increase in deferred contract acquisition costs of \$81.1 million as our sales commissions increased due to the addition of new customers and expansion of our existing customer subscriptions, an increase of \$2.6 million in prepayments, and a decrease of \$1.6 million in trade and other payables.

Net cash used in operating activities during the year ended April 30, 2020 was \$33.6 million, which resulted from a net loss of \$191.7 million adjusted for non-cash charges of \$147.1 million and net cash inflow of \$14.5 million from changes in operating assets and liabilities. Non-cash charges primarily consisted of \$85.1 million for stock-based compensation expense, \$28.3 million for amortization of deferred contract acquisition costs, \$12.9 million of depreciation and intangible asset amortization expense, \$8.8 million of non-cash acquisition expense, \$8.9 million in amortization of operating lease Right-of-use (“ROU”) asset, \$5.0 million of short-term and variable lease payments, \$0.7 million of loss on disposal of fixed assets offset by \$2.5 million of other non-cash transactions. The net cash inflow from changes in operating assets and liabilities was the result of a \$85.7 million increase in deferred income due to higher billings and a net increase of \$14.1 million in trade and other payables due to growth in our business and higher headcount, \$3.8 million in income tax liability and \$1.9 million in lease liabilities. These inflows were partially offset by an increase of \$46.2 million in deferred contract acquisition costs, \$43.2 million in trade and other receivables due to higher billings and timing of collections from our customers and an increase in deferred taxes of \$1.7 million.

Net Cash Provided by (Used in) Investing Activities

Net cash used in investing activities of \$1.5 million during the year ended April 30, 2021 was primarily due \$3.9 million of capital expenditures during the period, partially offset by cash provided by other investing activities of \$2.7 million.

Net cash provided by investing activities of \$1.5 million during the year ended April 30, 2020 was primarily due to \$5.1 million of capital expenditures during the period, offset by cash received for interest income of \$4.1 million and net cash acquired in a business combination.

Net Cash Provided by Financing Activities

Net cash provided by financing activities of \$68.3 million during the year ended April 30, 2021 was due to \$77.3 proceeds from option exercises during the period which was partially offset by payment of lease liabilities of \$7.3 million and \$1.6 million of cash paid for interest.

Net cash provided by financing activities of \$30.9 million during the year ended April 30, 2020 was due to \$61.5 million in proceeds from option exercises during the period, which was partially offset by \$20.4 million of cash used for the acquisition of Endgame and payment of withholding taxes of \$2.8 million for an acquisition-related expense that was settled in ordinary shares of the Company, payment of lease liabilities of \$5.4 million and \$1.9 million of cash paid for interest.

Off Balance Sheet Arrangements

We did not have, during the periods presented, nor do we currently have any off balance sheet financing arrangements or any relationships with any unconsolidated entities or financial partnerships, including entities referred to as structured finance or special purpose entities, that were established for the purpose of facilitating off balance sheet arrangements or other contractually narrow or limited purposes.

Events after the balance sheet date

On June 30, 2021, the Company entered into a purchase agreement (the “Purchase Agreement”) with J.P. Morgan Securities LLC, as representative of the several initial purchasers (the “Initial Purchasers”), relating to the sale by the Company of \$575.0 million aggregate principal amount of its 4.125% Senior Notes due 2029 (the “Notes”) in a private placement to “qualified institutional buyers” pursuant to Rule 144A under the United States Securities Act, and outside the United States pursuant to Regulation S under the United States Securities Act. The Company received net proceeds from the offering of the Notes of approximately \$565 million after deducting the Initial Purchasers’ discount and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the offering of the Notes for general corporate purposes, which may include capital expenditures, investments and working capital. In addition, from time to time in the past the Company has considered, and it continues to consider, acquisitions and strategic transactions, and the Company also may use the net proceeds of this offering for such purposes. The Purchase Agreement contains customary representations, warranties and covenants by the Company together with customary closing conditions. Under the terms of the Purchase Agreement, the Company has agreed to indemnify the Initial Purchasers against certain liabilities. The Notes mature on July 15, 2029 and bear interest at a rate of 4.125% per annum. Interest on the Notes is payable semi-annually in arrears on January 15 and July 15 of each year, commencing on January 15, 2022.

On July 6, 2021, the Company entered into an indenture relating to the issuance of the Notes (the “Indenture”), by and between the Company and U.S. Bank National Association, as trustee of the Notes. The Notes will be guaranteed in the future, under the circumstances and subject to the exceptions described in the Indenture, by each of the Company’s existing U.S. subsidiaries (other than Endgame Systems, LLC) that are not immaterial subsidiaries. Initially, none of the Company’s subsidiaries will guarantee the Notes.

On August 19, 2021, the Group entered into a stock purchase agreement to acquire 100% of the share capital of Build Security Ltd. (“build.security”) for a total consideration of \$45.0 million in the form of cash and assumed stock options. A privately held company headquartered in Israel, build.security develops an authorization policy management platform that offers developers a single control plane to quickly and easily implement authorization policy as code.

On August 24, 2021, the Group entered into a stock purchase agreement to acquire 100% of the share capital of CmdWatch Security Inc. (“Cmd”) for a total consideration of \$85.0 million in the form of cash and assumed stock options. Cmd is a privately held company incorporated under the laws of British Columbia, Canada that provides Linux-first, cloud-native security solutions to its customers.

RISK MANAGEMENT AND RISK FACTORS

A description of the risks and uncertainties associated with our business, industry and ownership of our ordinary shares is set forth below. You should carefully consider the following risks, together with all of the other information in this Report, including our consolidated financial statements and the related notes thereto, before making a decision to invest in our ordinary shares. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that affect us. If any of the following risks occur, our business, financial condition, operating results and prospects could be materially and adversely affected. In that event, the price of our ordinary shares could decline, and you could lose part or all of your investment. In addition, the impact of the COVID-19 pandemic and any worsening of the economic environment may exacerbate the risks described below, any of which could have a material impact on us. This situation is continuously changing and additional impacts may arise that we are not aware of currently.

Summary of Risk Factors

The following is a summary of the key risks and uncertainties associated with our business, industry and ownership of our ordinary shares. The below summary does not contain all of the information that may be important to you, and you should read this summary together with the more detailed description of each risk factor contained in the subheadings below.

- If we do not appropriately manage future growth or are unable to improve our systems and processes, our business and results of operations will be adversely affected.
- We have a history of losses and may not be able to achieve profitability on a consistent basis or at all or positive cash flows on a consistent basis.
- Our future growth, business and results of operations will be harmed if we are not able to keep pace with technological and competitive developments, increase sales of our subscriptions to new and existing customers, renew existing customers' subscriptions, increase adoption of our SaaS offerings, respond effectively to evolving markets or offer high quality support services.
- The ongoing COVID-19 pandemic could harm our business and results of operations.
- Our operating results may fluctuate from quarter to quarter.
- Our decision to no longer offer Elasticsearch and Kibana under an open source license may harm the adoption of Elasticsearch and Kibana.
- We could be negatively impacted if the Elastic License or the Server Side Public License under which some of our software is licensed are not enforceable.
- Because of the permissive rights accorded to third parties under our open source and source available licenses, there are limited technological barriers to entry into the markets in which we compete.
- We may not be able to effectively develop and expand our sales and marketing capabilities.
- Because we recognize a significant portion of the revenue from subscriptions over the term of the relevant subscription period, downturns or upturns in sales are not immediately reflected in full in our results of operations.
- A real or perceived defect, security vulnerability, error, or performance failure in our software could cause us to lose revenue, damage our reputation, and expose us to liability.
- Incorrect implementation or use of our software could negatively affect our business, operations, financial results, and growth prospects.
- Third parties may offer inadequate or defective implementations of software that we have previously made available under an open source license and our reputation could be harmed.

- Breaches of security measures or unauthorized access to private or proprietary data may result in our software being perceived as not secure, customers reducing or stopping usage of our products, and we may incur significant liabilities.
- Interruptions or performance problems, and our reliance on technologies from third parties may adversely affect our business operations and financial results.
- If our channel partners fail to perform or we are unable to maintain successful relationships with them or our other partners, our ability to market, sell and distribute our solution will be more limited, and our results of operations could be harmed.
- Failure to protect our proprietary technology and intellectual property rights could substantially harm our business and results of operations.
- We could incur substantial costs as a result of any claim of infringement, misappropriation or violation of another party's intellectual property rights, including as a result of the indemnity provisions in various agreements.
- Our use of third-party open source software within our products could negatively affect our ability to sell our products and subject us to possible litigation.
- One of our marketing strategies is to offer some of our product features for free and to provide free trials to some of our paid features, and we may not be able to realize the benefits of this strategy.
- Our international business exposes us to several risks, and if we are not successful in sustaining and expanding our international business, we may incur additional losses and our revenue growth could be harmed.
- A portion of our revenue is generated by sales to government entities, which are subject to a number of challenges and risks.
- Our business is subject to a variety of government and industry regulations, as well as other obligations, related to privacy, data protection and information security and compliance with anti-bribery, anti-corruption, and anti-money laundering laws.
- The market price for our ordinary shares has been and is likely to continue to be volatile.
- The concentration of our share ownership with insiders will likely limit your ability to influence corporate matters.
- Dutch law and our articles of association include certain anti-takeover provisions.
- If industry or financial analysts do not publish research or reports about our business, or if they issue inaccurate or unfavorable research regarding our ordinary shares, our share price and trading volume could decline.
- Claims of U.S. civil liabilities may not be enforceable against us.
- We may fail to maintain an effective system of disclosure controls and internal control over financial reporting.

Risks Related to our Business and Industry

Our business and operations have experienced rapid growth, and if we do not appropriately manage future growth, if any, or are unable to improve our systems and processes, our business, financial condition, results of operations, and prospects will be adversely affected.

We have experienced rapid growth and increased demand for our offerings. Our employee headcount and number of customers have increased significantly. For example, our total number of customers has grown from over 2,800 as of April 30, 2017 to over 15,000 as of April 30, 2021. Further, our employee headcount is growing as we modify our pace of hiring in light of our growth plans. The growth and expansion of our business and offerings places a continuous and significant strain on our management,

operational, and financial resources. In addition, as customers adopt our technology for an increasing number of use cases, we have had to support more complex commercial relationships. We may not be able to hire, train and retain enough qualified employees, and we may not be able to hire and train new employees fast enough, to maintain our growth plans. We must continue to improve and expand our information technology and financial infrastructure, our operating and administrative systems, our relationships with various partners and other third parties, and our ability to manage headcount and processes in an efficient manner to manage our growth to date and any future growth effectively.

We may not be able to sustain the diversity and pace of improvements to our offerings successfully or implement systems, processes, and controls in an efficient or timely manner or in a manner that does not negatively affect our results of operations. Our failure to improve our systems, processes, and controls, or their failure to operate in the intended manner, may result in our inability to manage the growth of our business and to forecast our revenue, expenses, and earnings accurately, or to prevent losses.

As we expand our business and operate as a public company, we may find it difficult to maintain our corporate culture while managing our employee growth. Any failure to manage our anticipated growth and related organizational changes in a manner that preserves our culture could negatively impact future growth and achievement of our business objectives. Additionally, our productivity and the quality of our offerings may be adversely affected if we do not integrate and train our new employees quickly and effectively. Failure to manage any future growth effectively could result in increased costs, negatively affect our customers' satisfaction with our offerings, and harm our results of operations.

We have a history of losses and may not be able to achieve profitability on a consistent basis or at all, and may not be able to achieve positive cash flows on a consistent basis. As a result, our business, financial condition, and results of operations may suffer.

We have incurred losses in all years since our incorporation. We incurred a net loss of \$170.1 million and \$191.7 million in the years ended April 30, 2021 and 2020, respectively. As a result, we had an accumulated deficit of \$657.6 million as of April 30, 2021. We anticipate that our operating expenses will increase substantially in the foreseeable future as we continue to enhance our offerings, broaden our customer base and pursue larger transactions, expand our sales and marketing activities, expand our operations, hire additional employees, and continue to develop our technology. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently, or at all, to offset these higher expenses. Revenue growth may slow or revenue may decline for a number of possible reasons, including slowing demand for our offerings, increasing competition, or economic downturns, including as a result of the COVID-19 pandemic. You should not consider our revenue growth in recent periods as indicative of our future performance. Any failure to increase our revenue or grow our business could prevent us from achieving profitability at all or on a consistent basis, which would cause our business, financial condition, and results of operations to suffer. Additionally, although we generated positive cash flow in fiscal 2021, any failure to grow our business could prevent us from achieving positive cash flow on a consistent basis, which would cause our business, financial condition, and results of operations to suffer.

We may not be able to compete successfully against current and future competitors.

The market for our products is highly competitive, quickly evolving, and subject to rapid changes in technology. We believe that our ability to compete depends upon many factors both within and beyond our control, including the following:

- product capabilities, including speed, scale, and relevance, with which to power search experiences;
- an extensible product “stack” that enables developers to build a wide variety of solutions;
- powerful and flexible technology that can manage a broad variety and large volume of data;
- ease of deployment and ease of use;
- ability to address a variety of evolving customer needs and use cases;
- strength and execution of sales and marketing strategies;
- flexible deployment model across public or private clouds, hybrid environments, or traditional on-premises environments;
- productized solutions engineered to be rapidly adopted to address specific applications;
- mindshare with developers and IT executives;

- adoption of products by many types of users and decision makers (developers, architects, DevOps personnel, IT professionals, security analysts, and departmental and organizational leaders);
- enterprise-grade technology that is secure and reliable;
- size of customer base and level of user adoption;
- quality of training, consulting, and customer support;
- brand awareness and reputation; and
- low total cost of ownership.

We face competition from both established and emerging competitors. Our current primary competitors generally fall into the following categories:

- For Enterprise Search (app search, site search, and workplace search): incumbent offerings such as Solr (open source offering), Lucidworks Fusion, search tools including Google Custom Search Engine (an advertisement-based site search tool with limited user controls), and workplace search tools including Coveo, Endeca (owned by Oracle) and Autonomy (owned by Micro Focus). For Observability (logging, metrics, APM, and uptime monitoring): software vendors with specific observability solutions to analyze logging data, metrics, APM data, or infrastructure uptime, such as Splunk, New Relic, Dynatrace, AppDynamics (owned by Cisco Systems) and Datadog.
- For Security (SIEM and endpoint security): security analytics solutions vendors such as Splunk and Azure Sentinel (by Microsoft) and endpoint security vendors such as CrowdStrike, Carbon Black (owned by VMware), McAfee and Symantec (owned by Broadcom).
- Certain cloud hosting providers and managed service providers, including Amazon Web Services, that offer products based on older Elastic Stack releases. These offerings are not supported by Elastic and come without any of Elastic's proprietary features, whether free or paid.

Some of our current and potential competitors have longer operating histories, significantly greater financial, technical, marketing and other resources, stronger brand recognition, broader global distribution and presence, more established relationships with current or potential customers and partners, and larger customer bases than we do. These factors may allow our competitors to respond more quickly than we can to new or emerging technologies and changes in customer preferences. These competitors may engage in more extensive research and development efforts, undertake more far-reaching and successful sales and marketing campaigns, have more experienced sales professionals, execute more successfully on their go-to-market strategy and have greater access to more markets and decision makers, and adopt more aggressive pricing policies which may allow them to build larger customer bases than we have. New start-up companies that innovate and large competitors that are making significant investments in research and development may develop similar offerings that compete with our offerings or that achieve greater market acceptance than our offerings. This could attract customers away from our offerings and reduce our market share. If we are unable to anticipate or react to these competitive challenges, our competitive position would weaken, which would adversely affect our business and results of operations.

Our limited operating history makes it difficult to evaluate our current business and prospects and may increase the risks associated with your investment.

We were founded in 2012. Our limited operating history makes it difficult to evaluate our current business and our future prospects, including our ability to plan for and model future growth. We have encountered and will continue to encounter risks and difficulties frequently experienced by rapidly growing companies in constantly evolving industries, including the risks described in this Report. If we do not address these risks successfully, our business and results of operations will be adversely affected, and the market price of our ordinary shares could decline.

Further, we have limited historical financial data and we operate in a rapidly evolving market. As such, any predictions about our future revenue and expenses may not be as accurate as they would be if we had a longer operating history or operated in a more predictable market.

If we are not able to keep pace with technological and competitive developments, our business will be harmed.

The market for search technologies, including enterprise search, observability and security, is subject to rapid technological change, evolving industry standards, and changing regulations, as well as changing customer needs, requirements and preferences. Our success depends upon our ability to enhance existing products, expand the use cases of our products, anticipate and respond to changing customer needs, requirements and preferences, and develop and introduce in a timely manner new offerings that keep pace with technological and competitive developments. We have in the past experienced delays in releasing new products, deployment options and product enhancements and may experience similar delays in the future. As a result, in the past, some of our customers deferred purchasing our products until the next upgrade was released. Future delays or problems in the installation or implementation of our new releases may cause customers to forgo purchases of our products and purchase those of our competitors instead.

Additionally, the success of new product introductions depends on a number of factors including, but not limited to, timely and successful product development, market acceptance, our ability to manage the risks associated with new product releases, the availability of software components for new products, the effective management of development and other spending in connection with anticipated demand for new products, the availability of newly developed products, and the risk that new products may have bugs, errors, or other defects or deficiencies in the early stages of introduction. We have in the past experienced bugs, errors, or other defects or deficiencies in new products and product updates and may have similar experiences in the future. Furthermore, our ability to increase the usage of our products depends, in part, on the development of new use cases for our products, which is typically driven by our developer community and may be outside of our control. We also have invested, and may continue to invest, in the acquisition of complementary businesses, technologies, services, products and other assets that expand the products that we can offer our customers, such as our acquisition of Endgame in October 2019. We may make these investments without being certain that they will result in products or enhancements that will be accepted by existing or prospective customers. Additionally, even if we are able to develop new products and product enhancements, we cannot ensure that they will achieve market acceptance. If we are unable to successfully enhance our existing products to meet evolving customer requirements, increase adoption and usage of our products, develop new products, or if our efforts to increase the usage of our products are more expensive than we expect, then our business, results of operations and financial condition would be adversely affected.

The markets for some of our products are evolving, and our future success depends on the growth and expansion of these markets and our ability to adapt and respond effectively to evolving markets.

The markets for certain of our products, such as our Enterprise Search, Observability and Security solutions, are evolving and our products are relatively new in these markets. Accordingly, it is difficult to predict continued customer adoption and renewals for these products, customers' demand for these products, the size, growth rate, expansion, and longevity of these markets, the entry of competitive products, or the success of existing competitive products. Our ability to penetrate these evolving markets depends on a number of factors, including the cost, performance, and perceived value associated with our products. If these markets do not continue to grow as expected, or if we are unable to anticipate or react to changes in these markets, our competitive position would weaken, which would adversely affect our business and results of operations.

The ongoing COVID-19 pandemic could harm our business and results of operations.

The ongoing COVID-19 pandemic and efforts to control its spread have significantly curtailed the movement of people, goods and services worldwide, including in most or all of the regions in which we sell our products and services and conduct our business operations, negatively impacting worldwide economic activity. We have taken precautionary measures intended to help minimize the risk of the virus to our employees, our customers, and the communities in which we operate. The continued spread of the COVID-19 pandemic and the resurgence of infection rates in certain regions has caused us to continue to modify our business practices (including suspending employee travel, adapting employee work locations, and holding events and trainings virtually), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, and

business partners. There is no certainty that such measures will be sufficient to mitigate the risks posed by the virus or otherwise be satisfactory to government authorities. The full extent to which COVID-19 and our precautionary measures may continue to impact our business will depend on future developments, which continue to be highly uncertain and cannot be predicted at this time, including but not limited to, the duration and geographic spread of the pandemic, its severity, the actions to contain the virus or treat its impact, future spikes of COVID-19 infections resulting in additional preventative measures to contain or mitigate the spread of the virus, the effectiveness, distribution and acceptance of COVID-19 vaccines, including the vaccines' efficacy against emerging COVID-19 variants, and how quickly and to what extent normal economic and operating conditions can resume. It has been and, until the COVID-19 pandemic is contained and global economic activity stabilizes, will continue to be more difficult for us to forecast our operating results. The magnitude and duration of the disruption and resulting decline in business activity remains uncertain and could negatively impact our sales and marketing efforts, our ability to enter into customer contracts in a timely manner, our international expansion efforts, our ability to deliver professional services, our ability to recruit employees across the organization which, in turn, could have longer term effects on our sales pipeline, or create operational or other challenges, any of which could harm our business. Additionally, as we begin to re-open certain of our offices where local authorities have indicated it is safe to do so, our efforts to re-open them safely may not be successful, could expose our personnel to health risks and could involve additional costs that may adversely affect our business.

In addition, the COVID-19 pandemic has disrupted, and may continue to disrupt, the operations of our customers, vendors, channel partners and government entities for an indefinite period of time, including as a result of travel restrictions and/or business shutdowns, all of which could negatively impact our business and results of operations, including cash flows. Further, the impact of the COVID-19 pandemic has varied significantly across different industries with certain industries experiencing increased demand for their products and services as the needs of the economy shift, while others have struggled to maintain demand for their products and services consistent with historical levels. Because we have a limited history in understanding these impacts, our ability to adapt our sales and marketing initiatives to such changes may be uncertain and our ability to forecast rates of customer retention and expansion may be negatively impacted.

Even after the COVID-19 pandemic has subsided, we may continue to experience materially adverse impacts to our business as a result of its global economic impact, including any recession, economic downturn, or increased unemployment that has occurred or may occur in the future. There has been increased scrutiny of business (including technology) spending by our customers and prospective customers, particularly in industries most impacted by the COVID-19 pandemic, longer sales cycles, as well as reduced demand for our solutions, customers failing to pay us under the terms of our agreements, increased cyber threats, lower renewal rates by our customers and increased competition, all of which could result in a material adverse impact on our business operations and financial condition. For instance, our Net Expansion Rate declined to below 130% at the end of fiscal 2021 as a result of the COVID-19 pandemic, which caused customers to expand their spending with us at a slower rate than before the COVID-19 pandemic.

While we have developed and continue to develop plans intended to help mitigate the negative impacts of the pandemic on our business, these efforts may not be effective and a protracted economic downturn may limit the effectiveness of our mitigation efforts.

Our operating results are likely to fluctuate from quarter to quarter and our financial results in any one quarter should not be relied upon as indicative of future performance.

Our results of operations, including our revenue, cost of revenue, gross margin, operating expenses, cash flow and deferred revenue, have fluctuated from quarter-to-quarter in the past and may continue to vary significantly in the future so that period-to-period comparisons of our results of operations may not be meaningful. Accordingly, our financial results in any one quarter should not be relied upon as indicative of future performance. Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control, may be difficult to predict, and may or may not fully reflect the underlying performance of our business. Factors that may cause fluctuations in our quarterly financial results include:

- our ability to attract new and retain existing customers;
- the loss of existing customers;

- customer renewal rates;
- our ability to successfully expand our business in the U.S. and internationally;
- our ability to foster an ecosystem of developers and users to expand the use cases of our products;
- our ability to gain new partners and retain existing partners;
- fluctuations in the growth rate of the overall market that our products address;
- fluctuations in the mix of our revenue, which may impact our gross margins and operating income;
- the amount and timing of operating expenses related to the maintenance and expansion of our business and operations, including investments in sales and marketing, research and development and general and administrative resources;
- network outages or performance degradation of Elastic Cloud;
- actual or perceived breaches of, or failures relating to, privacy, data protection or information security;
- additions or departures of key personnel;
- the impact of catastrophic events, man-made problems such as terrorism, natural disasters and public health epidemics and pandemics;
- general political, economic, industry and market conditions, including developments resulting from the change of administration in the United States;
- increases or decreases in the number of elements of our subscriptions or pricing changes upon any renewals of customer agreements;
- changes in our pricing policies or those of our competitors;
- the budgeting cycles and purchasing practices of customers;
- decisions by potential customers to purchase alternative solutions;
- decisions by potential customers to develop in-house solutions as alternatives to our products;
- insolvency or credit difficulties confronting our customers, which could adversely affect their ability to purchase or pay for our offerings;
- our ability to collect timely on invoices or receivables;
- delays in our ability to fulfill our customers' orders;
- the cost and potential outcomes of future litigation or other disputes;
- future accounting pronouncements or changes in our accounting policies;
- our overall effective tax rate, including impacts caused by any reorganization in our corporate tax structure and any new legislation or regulatory developments;
- fluctuations in stock-based compensation expense;
- fluctuations in foreign currency exchange rates;
- the timing and success of new offerings introduced by us or our competitors or any other change in the competitive dynamics of our industry, including consolidation among competitors, customers or partners; the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill from acquired companies; and
- other risk factors described in this Report.

The impact of one or more of the foregoing or other factors may cause our operating results to vary significantly. For example, the full impact of the COVID-19 pandemic is unknown and continues to evolve rapidly, and could result in material adverse changes in our results of operations for an unknown period of time as the virus and its related political, social and economic impacts spread. Such fluctuations could cause us to fail to meet the expectations of investors or securities analysts, which could cause the trading price of our ordinary shares to fall substantially, and we could face costly lawsuits, including securities class action suits, which could have an adverse effect on our business.

If we are unable to increase sales of our subscriptions to new customers, sell additional subscriptions to our existing customers, or expand the value of our existing customers' subscriptions, our future revenue and results of operations will be harmed.

We offer certain features of our products with no payment required. Customers purchase subscriptions in order to gain access to additional functionality and support. Our future success depends on our ability to sell our subscriptions to new customers, including to large enterprises, and to expand the deployment of our offerings with existing customers by selling paid subscriptions to our existing users and expanding the

value and number of existing customers' subscriptions. Our ability to sell new subscriptions depends on a number of factors, including the prices of our offerings, the prices of products offered by our competitors, and the budgets of our customers. We also face difficulty in displacing the products of incumbent competitors. In addition, a significant aspect of our sales and marketing focus is to expand deployments within existing customers. The rate at which our existing customers purchase additional subscriptions and expand the value of existing subscriptions depends on a number of factors, including customers' level of satisfaction with our offerings, the nature and size of the deployments, the desire to address additional use cases, and the perceived need for additional features, as well as general economic conditions. If our existing customers do not purchase additional subscriptions or expand the value of their subscriptions, our Net Expansion Rate may decline. We rely in large part on our customers to identify new use cases for our products in order to expand such deployments and grow our business. If our customers do not recognize the potential of our offerings, our business would be materially and adversely affected. If our efforts to sell subscriptions to new customers and to expand deployments at existing customers are not successful, our total revenue and revenue growth rate may decline and our business will suffer.

If our existing customers do not renew their subscriptions, it could have an adverse effect on our business and results of operations.

We expect to derive a significant portion of our revenue from renewals of existing subscriptions. Our customers have no contractual obligation to renew their subscriptions after the completion of their subscription term. Our subscriptions for self-managed deployments typically range from one to three years, while many of our Elastic Cloud customers purchase subscriptions either on a month-to-month basis or on a committed contract of at least one year in duration.

Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their satisfaction with our products and our customer support, our products' ability to integrate with new and changing technologies, the frequency and severity of product outages, our product uptime or latency, and the pricing of our, or competing, products. If our customers renew their subscriptions, they may renew for shorter subscription terms or on other terms that are less economically beneficial to us. We may not accurately predict future renewal trends. If our existing customers do not renew their subscriptions, or renew on less favorable terms, our revenue may grow more slowly than expected or decline.

Our decision to no longer offer Elasticsearch and Kibana under an open source license may harm the adoption of Elasticsearch and Kibana.

In February 2021, with the release of version 7.11 of the Elastic Stack, we changed the source code of Elasticsearch and Kibana that had historically been licensed under Apache 2.0, to be dual licensed under the ELv2 and the "SSPL, at the user's election. Neither the Elastic License nor the SSPL has been approved by the Open Source Initiative or is included in the Free Software Foundation's list of free software licenses. Further, neither has been interpreted by any court. While the vast majority of downloads of Elasticsearch and Kibana from mid-2018 through early 2021 were licensed under the Elastic License, the removal of the Apache 2.0 alternative could negatively impact certain developers for whom the availability of an open source license was important. In addition, some developers and the companies for whom they work may be hesitant to download or upgrade to new versions of Elasticsearch or Kibana under the Elastic License or SSPL because of uncertainty around how these licenses may be interpreted and enforced. Other developers, including competitors of Elastic such as Amazon, have announced that they have "forked" Elasticsearch and Kibana. In doing so, they will develop a new product based on the software, which they claim will continue to be licensed under Apache 2.0. The combination of uncertainty around our dual license model and the potential competition from the forked versions of our software may negatively impact adoption of Elasticsearch and Kibana, which in turn could lead to reduced brand and product awareness, ultimately leading to a decline in paying customers, which could harm our ability to grow our business or achieve profitability.

We could be negatively impacted if the Elastic License or SSPL under which some of our software is licensed are not enforceable.

We make the source code of our products available under Apache 2.0, the Elastic License, or dual licensed under the Elastic License and SSPL, depending on the product and version. Apache 2.0 is a permissive open source license that allows licensees to freely copy, modify and distribute Apache 2.0-licensed software provided that they meet certain conditions. The Elastic License is our proprietary source available license. The Elastic License permits licensees to use, copy, modify and distribute the

licensed software provided that they do not offer access to the software as a cloud service, interfere with the license key or remove proprietary notices. SSPL is a source available license that is based on the GNU Affero General Public License open source license and permits licensees to copy, modify and distribute SSPL-licensed software, but expressly requires licensees that offer the SSPL-licensed software as a third-party service to open source all of the software that they use to offer such service. We rely upon the enforceability of the restrictions set forth in the Elastic License and SSPL to protect our proprietary interests. It is possible that a court could hold that the Elastic License or SSPL are unenforceable. If a court held that the Elastic License or SSPL or certain aspects of these licenses are unenforceable, others may be able to use our software to compete with us in the marketplace in a manner not subject to the restrictions set forth in the Elastic License or SSPL.

Because of the permissive rights accorded to third parties under our open source and source available licenses, there are limited technological barriers to entry into the markets in which we compete and it may be relatively easy for competitors, some of whom may have greater resources than we have, to enter our markets and compete with us.

Anyone may obtain access to source code for the features of our software that we have licensed under open source or source available licenses. Depending on the product and version of the Elastic software, this source code is either available under Apache 2.0, SSPL, or the Elastic License. Each of these licenses allow anyone, subject to compliance with the conditions of the applicable license, to redistribute our software in modified or unmodified form and use it to compete in our markets. Such competition can develop without the degree of overhead and lead time required by traditional proprietary software companies, due to the rights granted to licensees of open source and source available software. It is possible for competitors to develop their own software, including software based on our products, potentially reducing the demand for our products and putting pricing pressure on our subscriptions. For example, Amazon offers some of the features that we had previously made available under an open source license as part of its Amazon Web Services offering. As such, Amazon competes with us for potential customers, and while Amazon cannot provide our proprietary software, Amazon's offerings may reduce the demand for our offerings and the pricing of Amazon's offerings may limit our ability to adjust the price of our products. We cannot guarantee that we will be able to compete successfully against current and future competitors or that competitive pressure or the availability of new software will not result in price reductions, reduced operating margins and loss of market share, any one of which could harm our business, financial condition, results of operations and cash flows.

Our ability to grow our business will depend, in part, on the expansion and adoption of our SaaS offerings.

We believe our future success will depend, in part, on the growth in the adoption of Elastic Cloud, our family of SaaS products. We have and will continue to incur substantial costs to develop, sell and support our Elastic Cloud offerings. We believe that we must offer a family of SaaS products to address the market segment that prefers a cloud-based solution to a self-managed solution and that there will be increasing demand for cloud-based offerings of our products. In the years ended April 30, 2021, 2020 and 2019, Elastic Cloud contributed 27%, 22% and 17% of our total revenue, respectively. However, as the use of cloud-based computing solutions is rapidly evolving, it is difficult to predict the potential growth, if any, of general market adoption, customer adoption and retention rates of our cloud-based offerings. There could be decreased demand for our cloud-based offerings due to reasons within or outside of our control, including, among other things, lack of customer acceptance, technological challenges with bringing cloud offerings to market and maintaining those offerings, security or privacy concerns, our inability to properly manage and support our cloud-based offerings, competing technologies and products, weakening economic conditions, and decreases in corporate spending. For example, Amazon Web Services offers SaaS products based on older Elastic Stack releases. As such, Amazon competes with us for potential customers, and while Amazon cannot provide our proprietary software, Amazon's offerings may reduce the demand for our offerings and the pricing of Amazon's offerings may limit our ability to adjust the price of our products. If we are not able to develop, market or deliver cloud-based offerings that satisfy customer requirements technically or commercially, or if our investments in cloud-based offerings do not yield the expected return, or if we are unable to decrease the cost of providing our cloud-based offerings, our business, competitive position, financial condition and results of operations may be harmed.

If we do not effectively develop and expand our sales and marketing capabilities including expanding and training our sales force, we may be unable to add new customers, increase sales to existing customers or expand the value of our existing customers' subscriptions and our business will be adversely affected.

We dedicate significant resources to sales and marketing initiatives, which require us to invest significant financial and other resources, including in markets in which we have limited or no experience. Our business and results of operations will be harmed if our sales and marketing efforts do not generate significant revenue increases or increases that are smaller than anticipated.

We may not achieve revenue growth from expanding our sales force if we are unable to hire, train, and retain talented and effective sales personnel. We depend on our sales force to obtain new customers and to drive additional sales to existing customers. We believe that there is significant competition for sales personnel, including sales representatives, sales managers, and sales engineers, with the requisite skills and technical knowledge. Our ability to achieve significant revenue growth will depend, in large part, on our success in recruiting, training and retaining sufficient sales personnel to support our growth, and as we introduce new products, solutions and marketing strategies, we may need to re-train existing sales personnel. New hires require significant training and may take significant time before they achieve full productivity. Our recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. In addition, particularly as we continue to grow rapidly, a large percentage of our sales force will have relatively little experience working with us, our subscriptions, and our business model. If we are unable to hire and train sufficient numbers of effective sales personnel our new and existing sales personnel are unable to achieve desired productivity levels in a reasonable period of time, our sales personnel are not successful in obtaining new customers or increasing sales to our existing customer base, or our sales and marketing programs are not effective, our growth and results of operations could be negatively impacted and our business will be harmed.

Our ability to increase sales of our offerings is highly dependent on the quality of our customer support, and our failure to offer high quality support would have an adverse effect on our business, reputation and results of operations.

After our products are deployed within our customers' IT environments, our customers depend on our technical support services to resolve issues relating to our products. If we do not succeed in helping our customers quickly resolve post-deployment issues or provide effective ongoing support and education on our products, our ability to sell additional subscriptions to existing customers or expand the value of existing customers' subscriptions would be adversely affected and our reputation with potential customers could be damaged. Many larger enterprise and government entity customers have more complex IT environments and require higher levels of support than smaller customers. If we fail to meet the requirements of these enterprise customers, it may be more difficult to grow sales with them.

Additionally, it can take several months to recruit, hire, and train qualified technical support employees. We may not be able to hire such resources fast enough to keep up with demand, particularly if the sales of our offerings exceed our internal forecasts. Due to the ongoing uncertainty related to the COVID-19 pandemic, there may also be more competition for qualified employees and delays in hiring, onboarding and training new employees. To the extent that we are unsuccessful in hiring, training, and retaining adequate support resources, our ability to provide adequate and timely support to our customers, and our customers' satisfaction with our offerings, will be adversely affected. Our failure to provide and maintain, or a market perception that we do not provide or maintain, high-quality support services would have an adverse effect on our business, financial condition, and results of operations.

We rely significantly on revenue from subscriptions and, because we recognize a significant portion of the revenue from subscriptions over the term of the relevant subscription period, downturns or upturns in sales are not immediately reflected in full in our results of operations.

Subscription revenue accounts for the substantial majority of our revenue, comprising 93%, 92% and 91% of total revenue in the years ended April 30, 2021, 2020 and 2019, respectively. We recognize a significant portion of our subscription revenue monthly over the term of the relevant time period. As a result, much of the subscription revenue we report each fiscal quarter is the recognition of deferred revenue from subscription contracts entered into during previous fiscal quarters. Consequently, a decline in new or renewed subscriptions in any one fiscal quarter will not be fully or immediately reflected in

revenue in that fiscal quarter and will negatively affect our revenue in future fiscal quarters. Accordingly, the effect of significant downturns in new or renewed sales of our subscriptions is not reflected in full in our results of operations until future periods.

A real or perceived defect, security vulnerability, error, or performance failure in our software could cause us to lose revenue, damage our reputation, and expose us to liability.

Our products are inherently complex and, despite extensive testing and quality control, have in the past and may in the future contain defects or errors, especially when first introduced, or otherwise not perform as contemplated. These defects, security vulnerabilities, errors or performance failures could cause damage to our reputation, loss of customers or revenue, product returns, order cancellations, service terminations, or lack of market acceptance of our software. As the use of our products, including products that were recently acquired or developed, expands to more sensitive, secure, or mission critical uses by our customers, we may be subject to increased scrutiny, potential reputational risk, or potential liability should our software fail to perform as contemplated in such deployments. We have in the past and may in the future need to issue corrective releases of our software to fix these defects, errors or performance failures, which could require us to allocate significant research and development and customer support resources to address these problems.

Any limitation of liability provisions that may be contained in our customer and partner agreements may not be effective as a result of existing or future applicable law or unfavorable judicial decisions. The sale and support of our products entail the risk of liability claims, which could be substantial in light of the use of our products in enterprise-wide environments. In addition, our insurance against this liability may not be adequate to cover a potential claim.

Incorrect implementation or use of, or our customers' failure to update, our software could result in customer dissatisfaction and negatively affect our business, operations, financial results, and growth prospects.

Our products are often operated in large scale, complex IT environments. Our customers and some partners require training and experience in the proper use of and the benefits that can be derived from our products to maximize their potential. If our products are not implemented, configured, updated or used correctly or as intended, or in a timely manner, inadequate performance, errors, loss of data, corruptions and/or security vulnerabilities may result. For example, there have been and may in the future continue to be, reports of our customers not properly securing implementations of our products, which can result in unprotected data. Because our customers rely on our software to manage a wide range of operations, the incorrect implementation, use of, or our customers' failure to update, our software or our failure to train customers on how to use our software productively may result in customer dissatisfaction, negative publicity and may adversely affect our reputation and brand. Failure by us to effectively provide training and implementation services to our customers could result in lost opportunities for follow-on sales to these customers and decrease subscriptions by new customers, and adversely affect our business and growth prospects.

If third parties offer inadequate or defective implementations of software that we have previously made available under an open source license, our reputation could be harmed.

Certain cloud hosting providers and managed service providers, including Amazon Web Services, offer SaaS products based on older Elastic Stack releases, using the names of our products in marketing such offerings. These offerings are not supported by us and come without any of our proprietary features. We do not control how these third parties may use or offer our open source technology. These third parties could inadequately or incorrectly implement our open source technology, or fail to update such technology in light of changing technological or security requirements, which could result in real or perceived defects, security vulnerabilities, errors, or performance failures with respect to their offerings. Users, customers, and potential customers could confuse these third-party products with our products, and attribute such defects, security vulnerabilities, errors, or performance failures to our products. Any damage to our reputation and brand from defective implementations of our open source software could result in lost sales and lack of market acceptance of our products and could adversely affect our business and growth prospects.

We rely on traditional web search engines to direct traffic to our website. If our website fails to rank prominently in unpaid search results, traffic to our website could decline and our business would be adversely affected.

Our success depends in part on our ability to attract users through unpaid Internet search results on traditional web search engines, such as Google. The number of users we attract to our website from search engines is due in large part to how and where our website ranks in unpaid search results. These rankings can be affected by a number of factors, many of which are not in our direct control, and they may change frequently. For example, a search engine may change its ranking algorithms, methodologies or design layouts. As a result, links to our website may not be prominent enough to drive traffic to our website, and we may not know how or otherwise be in a position to influence the results. Any reduction in the number of users directed to our website could reduce our revenue or require us to increase our customer acquisition expenditures.

If our security measures are breached or unauthorized access to private or proprietary data is otherwise obtained, our software may be perceived as not being secure, customers may reduce the use of or stop using our products, and we may incur significant liabilities.

Any security breach, including those resulting from a cybersecurity attack, phishing attack, or any unauthorized access, unauthorized usage, virus, malware, ransomware or similar breach or disruption to our networks and systems, or those of third parties upon which we rely, could result in the loss of confidential information, damage to our reputation, litigation, regulatory investigations or other liabilities. These attacks may come from individual hackers, criminal groups, and state-sponsored organizations. Cyber threats are constantly evolving and becoming increasingly sophisticated and complex, increasing the difficulty of detecting and successfully defending against them. As a provider of security solutions, we may be specifically targeted by bad actors for attacks intended to circumvent our security capabilities as an entry point into customers' endpoints, networks, or systems. If our security measures are breached as a result of third-party action, employee error, defect or bug in our products, malfeasance or otherwise and, as a result, someone obtains unauthorized access to our confidential information or personal information or the confidential information or personal information of our customers, our reputation may be damaged, our business may suffer and we could incur significant liability. Even the perception of inadequate security may damage our reputation and negatively impact our ability to win new customers and retain existing customers. Further, we could be required to expend significant capital and other resources to address any data security incident or breach.

In addition, many of our customers may use our software for processing their sensitive and proprietary information, including business strategies, financial and operational data, personal or identifying information and other related data. As a result, unauthorized access or use of this data could result in the loss, compromise, corruption or destruction of our customers' sensitive and proprietary information and lead to litigation, regulatory investigations and claims, indemnity obligations, and other liabilities. It could also hinder our ability to obtain and maintain information security certifications that support customers' adoption of our products and our retention of those customers. We have implemented administrative, technical and physical measures designed to protect the integrity of customer information and prevent data loss, misappropriation and other security breaches and incidents and may incur significant costs in connection with the implementation of additional preventative measures in the future.

We engage third-party vendors and service providers to store and otherwise process some of our and our customers' data, including sensitive and personal information. There have been and may continue to be significant supply chain cyber attacks generally, and our third-party vendors and service providers may be targeted or impacted by such attacks. We cannot guarantee that our or our third-party vendors and service providers' systems and networks have not been breached or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our systems and networks or the systems and networks of third parties that support us and our services. Our ability to monitor our third-party vendors and service providers' data security is limited, and, in any event, third parties may be able to circumvent those security measures, resulting in the unauthorized access to, misuse, disclosure, loss or destruction of our and our customers' data, including sensitive and personal information.

Techniques used to sabotage or obtain unauthorized access to systems or networks are constantly evolving and, in some instances, are not identified until launched against a target. We and our service providers may be unable to anticipate these techniques, react in a timely manner, or implement adequate

preventative measures. Security risks are also heightened during the ongoing COVID-19 pandemic as more individuals are working remotely and utilizing home networks for transmitting information, and reported ransomware incidents with significant operational impacts also appear to be escalating in frequency and degree. In addition, laws, regulations, government guidance, and industry standards and practices in the United States and elsewhere are rapidly evolving to combat these threats. We may face increased compliance burdens regarding such requirements with regulators and customers regarding our products and services and also incur additional costs for oversight and monitoring of our own supply chain. We and our customers may also experience increased costs associated with security measures and increased risk of suffering cyberattacks, including ransomware. Should we or the third-party vendors upon which we rely experience such attacks, including from ransomware, our operations may also be hindered or interrupted, with foreseeable secondary contractual, regulatory, financial, and reputational harms that may arise from such an incident.

Further, we cannot assure that any limitations of liability provisions in our customer and user agreements, contracts with third-party vendors and service providers or other contracts would be enforceable or adequate or would otherwise protect us from any liabilities or damages with respect to any particular claim relating to a security breach or other security-related matter. We also cannot be sure that our existing insurance coverage will continue to be available on acceptable terms or will be available in sufficient amounts to cover claims related to a security incident or breach, or that the insurer will not deny coverage as to any future claim. The successful assertion of claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation.

Interruptions or performance problems associated with our technology and infrastructure, and our reliance on technologies from third parties, may adversely affect our business operations and financial results.

We rely on third-party cloud platforms to host our cloud offerings. If we experience an interruption in service for any reason, our cloud offerings would similarly be interrupted. An interruption in our services to our customers could cause our customers' internal and consumer-facing applications to not function properly, which could have a material adverse effect on our business, results of operations, customer relationships and reputation.

In addition, our website and internal technology infrastructure may experience performance issues due to a variety of factors, including infrastructure changes, human or software errors, website or third-party hosting disruptions, capacity constraints, technical failures, natural disasters or fraud or security attacks. Our use of third-party open source software may increase this risk. If our website is unavailable or our users are unable to download our products or order subscriptions or services within a reasonable amount of time or at all, our business could be harmed. We expect to continue to make significant investments to maintain and improve website performance and to enable rapid releases of new features and applications for our products. To the extent that we do not effectively upgrade our systems as needed and continually develop our technology to accommodate actual and anticipated changes in technology, our business and results of operations may be harmed.

We rely on third-party service providers for many aspects of our business, and any failure to maintain these relationships could harm our business.

Our success depends upon our relationships with third-party service providers, including providers of cloud hosting infrastructure, customer relationship management systems, financial reporting systems, human resource management systems, credit card processing platforms, marketing automation systems, and payroll processing systems, among others. If any of these third parties experience difficulty meeting our requirements or standards, become unavailable due to extended outages or interruptions, temporarily or permanently cease operations, face financial distress or other business disruptions, increase their fees, if our relationships with any of these providers deteriorate, or if any of the agreements we have entered into with such third parties are terminated or not renewed without adequate transition arrangements, we could suffer liabilities, penalties, fines, increased costs and delays in our ability to provide customers with our products and services, our ability to manage our finances could be interrupted, receipt of payments from customers may be delayed, our processes for managing sales of our offerings could be impaired, our ability to generate and manage sales leads could be weakened, or our business operations could be

disrupted. Any of such disruptions may adversely impact our business and our financial condition, results of operations or cash flows could be adversely affected until we replace such providers or develop replacement technology or operations. In addition, if we are unsuccessful in identifying high-quality service providers, negotiating cost-effective relationships with them or effectively managing these relationships, it could adversely affect our business and financial results.

The length of our sales cycle can be unpredictable, particularly with respect to sales through our channel partners or sales to large customers, and our sales efforts may require considerable time and expense.

Our results of operations may fluctuate, in part, because of the length and variability of the sales cycle of our subscriptions and the difficulty in making short-term adjustments to our operating expenses. Our results of operations depend in part on sales to new customers, including large customers, and increasing sales to existing customers. The length of our sales cycle, from initial contact with our sales team to contractually committing to our subscriptions can vary substantially from customer to customer based on deal complexity as well as whether a sale is made directly by us or through a channel partner. Our sales cycle can extend to more than a year for some customers, and the length of sales cycles may be further impacted due to the COVID-19 pandemic. Some customers have been scrutinizing their spending more carefully given a challenging economic environment associated with the pandemic, and we generally expect this to continue. This might cause sales cycles to become longer or become more unpredictable. As we target more of our sales efforts at larger enterprise customers, we may face greater costs, longer sales cycles, greater competition and less predictability in completing some of our sales. A customer's decision to use our solutions may be an enterprise-wide decision, which may require greater levels of education regarding the use cases of our products or prolonged negotiations. In addition, larger customers may demand more configuration, integration services and features. It is difficult to predict exactly when, or even if, we will make a sale to a potential customer or if we can increase sales to our existing customers. As a result, large individual sales have, in some cases, occurred in quarters subsequent to those we anticipated, or have not occurred at all. The loss or delay of one or more large transactions in a quarter could affect our cash flows and results of operations for that quarter and for future quarters. Because a substantial proportion of our expenses are relatively fixed in the short term, our cash flows and results of operations will suffer if revenue falls below our expectations in a particular quarter, which could cause the price of our ordinary shares to decline.

We depend on our senior management and other key employees, and the loss of one or more of these employees or an inability to attract and retain highly skilled employees could harm our business.

Our future success depends, in part, on our ability to continue to attract and retain highly skilled personnel. The loss of the services of any of our key personnel, the inability to attract or retain qualified personnel, or delays in hiring required personnel, particularly in engineering and sales, may seriously harm our business, financial condition, and results of operations. Further, our ability to attract additional qualified personnel may be impacted by the economic uncertainty and insecurity caused by the COVID-19 pandemic. The loss of services of any of our key personnel also increases our dependency on other key personnel who remain with us. Although we have entered into employment offer letters with our key personnel, their employment is for no specific duration and constitutes at-will employment. We are also substantially dependent on the continued service of our existing engineering personnel because of the complexity of our products.

Our future performance also depends on the continued services and continuing contributions of our senior management, particularly our Chief Executive Officer and Chairman, Shay Banon, to execute on our business plan and to identify and pursue new opportunities and product innovations. We do not maintain key person life insurance policies on any of our employees. The loss of services of senior management could significantly delay or prevent the achievement of our development and strategic objectives, which could adversely affect our business, financial condition, and results of operations. Any search for senior management in the future or any search to replace the loss of any senior management may be prolonged, and we may not be able to attract a qualified candidate or replacement, as applicable, in a timely manner or at all, particularly as potential candidates may be wary to transition during the unstable economic conditions caused by the COVID-19 pandemic. Furthermore, the COVID-19 pandemic could make it more difficult to onboard, provide training to and integrate any senior management or key

employees, which could adversely affect their productivity and our business. If we are unable to mitigate these or other similar risks as we experience management turnover, our business, results of operation and financial condition may be adversely affected.

Additionally, the industry in which we operate is generally characterized by significant competition for skilled personnel as well as high employee attrition. We may not be successful in attracting, integrating, or retaining qualified personnel to fulfill our current or future needs. We may need to invest significant amounts of cash and equity to attract and retain new employees, and we may never realize returns on these investments. Also, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited, that they have divulged proprietary or other confidential information, or that their former employers own their inventions or other work product.

If we are not able to maintain and enhance our brand, especially among developers, our ability to expand our customer base will be impaired and our business and operating results may be adversely affected.

We believe that developing and maintaining widespread awareness of our brand, especially with developers, is critical to achieving widespread acceptance of our software and attracting new users and customers. We also believe that the importance of brand recognition will increase as competition in our market increases. Successfully maintaining and enhancing our brand will depend largely on the effectiveness of our marketing efforts, our ability to maintain our customers' trust, our ability to continue to develop new functionality and use cases, and our ability to successfully differentiate our products and platform capability from competitive products. Brand promotion activities may not generate user or customer awareness or increase revenue, and even if they do, any increase in revenue may not offset the expenses we incur in building our brand. For instance, our continued focus and investment in ElasticON and similar investments in our brand, user engagement, and customer engagement may not generate the desired customer awareness or a sufficient financial return. If we fail to successfully promote and maintain our brand, we may fail to attract or retain users and customers necessary to realize a sufficient return on our brand-building efforts, or to achieve the widespread brand awareness that is critical for broad customer adoption of our products, which would adversely affect our business and results of operations.

Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity and entrepreneurial spirit we have worked to foster, which could harm our business.

We believe that our culture has been and will continue to be a key contributor to our success. We expect to continue to hire as we expand. If we do not continue to maintain our corporate culture as we grow, we may be unable to foster the innovation, creativity, and entrepreneurial spirit we believe we need to support our growth. Moreover, many of our existing employees may be able to receive significant proceeds from sales of our ordinary shares in the public markets, which could lead to employee attrition and disparities of wealth among our employees that adversely affects relations among employees and our culture in general. Additional headcount growth may result in a change to our corporate culture, which could harm our business.

We rely on channel partners to execute a portion of our sales; if our channel partners fail to perform, or we are unable to maintain successful relationships with our channel partners, our ability to market, sell and distribute our solution will be more limited, and our results of operations could be harmed.

A portion of our revenue is generated by sales through our channel partners, especially to U.S. federal government customers and in certain international markets, and these sales may grow and represent a larger portion of our revenues in the future. We provide certain of our channel partners with specific training and programs to assist them in selling our offerings, but there can be no assurance that these steps will be effective. In addition, our channel partners may be unsuccessful in marketing and selling our offerings, particularly in light of the effects of the COVID-19 pandemic. If we are unable to develop and maintain effective sales incentive programs for our channel partners, we may not be able to incentivize these partners to sell our offerings to customers.

Some of these partners may also market, sell, and support offerings that compete with ours, may devote more resources to the marketing, sales, and support of such competitive offerings, may have incentives to promote our competitors' offerings to the detriment of our own or may cease selling our offerings

altogether. Our agreements with our channel partners typically have a duration of one to three years, and generally may be terminated for any reason by either party with advance notice prior to each renewal date. We may not be able to retain these channel partners or secure additional or replacement channel partners. The loss of one or more of our significant channel partners or a decline in the number or size of orders from any of them could harm our results of operations. In addition, many of our new channel partners require extensive training and may take several months or more to achieve productivity. Our channel partner sales structure could subject us to lawsuits, potential liability, and reputational harm if, for example, any of our channel partners misrepresents the functionality of our offerings to customers or violates laws or our or their corporate policies. If our channel partners are unsuccessful in fulfilling the orders for our offerings, or if we are unable to enter into arrangements with and retain high quality channel partners, our ability to sell our offerings and results of operations could be harmed.

If we are unable to maintain successful relationships with our partners, our business operations, financial results and growth prospects could be adversely affected.

We maintain partnership relationships with a variety of partners, including cloud providers, systems integrators, channel partners, referral partners, OEM and MSP partners, and technology partners, to deliver offerings to our end customers and complement our broad community of users. In particular, we partner with various cloud providers to jointly market, sell and deliver our Elastic Cloud offerings, and in some instances, this also involves technical integration with such cloud providers.

Our agreements with our partners are generally non-exclusive, meaning our partners may offer customers the offerings of several different companies, including offerings that compete with ours, or may themselves be or become competitors. If our partners do not effectively market and sell our offerings, choose to use greater efforts to market and sell their own offerings or those of our competitors, fail to meet the needs of our customers, or fail to deliver professional services to our customers particularly in light of the effects of the COVID-19 pandemic, our ability to grow our business and sell our offerings may be harmed. Our partners may cease marketing our offerings with limited or no notice and with little or no penalty. The loss of a substantial number of our partners, our possible inability to replace them, or the failure to recruit additional partners could harm our results of operations.

Our ability to achieve revenue growth in the future will depend in part on our success in maintaining successful relationships with our partners and in helping our partners enhance their ability to market and sell our subscriptions. If we are unable to maintain our relationships with these partners, our business, results of operations, financial condition or cash flows could be harmed.

The sales prices of our offerings may decrease, which may reduce our gross profits and adversely affect our financial results.

The sales prices for our offerings may decline or we may introduce new pricing models for a variety of reasons, including competitive pricing pressures, discounts, in anticipation of or in conjunction with the introduction of new offerings, or promotional programs. Competition continues to increase in the market segments in which we operate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse offerings may reduce the price of offerings that compete with ours or may bundle them with other offerings. Additionally, currency fluctuations in certain countries and regions may negatively impact actual prices that customers and channel partners are willing to pay in those countries and regions. Any decrease in the sales prices for our offerings, without a corresponding decrease in costs or increase in volume, would adversely impact our gross profit. Gross profit could also be adversely impacted by a shift in the mix of our subscriptions from self-managed to our cloud offering, for which we incur hosting costs, as well as any increase in our mix of professional services relative to subscriptions. We may not be able to maintain our prices and gross profits at levels that will allow us to achieve and maintain profitability.

We expect our revenue mix to vary over time, which could harm our gross margin and operating results.

We expect our revenue mix to vary over time due to a number of factors, and we expect that revenue from Elastic Cloud will continue to become a larger part of our revenue mix. Due to the differing revenue recognition policies applicable to our subscriptions and professional services, shifts in our business mix from quarter to quarter could produce substantial variation in revenue recognized. Further, our gross margins and operating results could be harmed by changes in revenue mix and costs, together with

numerous other factors, including entry into new markets or growth in lower margin markets; entry into markets with different pricing and cost structures; pricing discounts; and increased price competition. Any one of these factors or the cumulative effects of certain of these factors may result in significant fluctuations in our gross margin and operating results. This variability and unpredictability could result in our failure to meet internal expectations or those of securities analysts or investors for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our ordinary shares could decline.

Failure to protect our proprietary technology and intellectual property rights could substantially harm our business and results of operations.

Our success depends to a significant degree on our ability to protect our proprietary technology, methodologies, know-how and brand. We rely on a combination of trademarks, copyrights, patents, contractual restrictions, and other intellectual property laws and confidentiality procedures to establish and protect our proprietary rights. However, the steps we take to protect our intellectual property rights may be inadequate. We will not be able to protect our intellectual property rights if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property rights. The source code of the proprietary features for the Elastic Stack is publicly available, which may enable others to replicate our proprietary technology and compete more effectively. If we fail to protect our intellectual property rights adequately, our competitors may gain access to our proprietary technology and our business may be harmed. In addition, defending our intellectual property rights might entail significant expense. Any patents, trademarks, or other intellectual property rights that we have or may obtain may be challenged by others or invalidated through administrative process or litigation. As of April 30, 2021, we had 24 issued U.S. patents, 57 pending U.S. patent applications, and 17 pending non-U.S. filings. There can be no assurance that our patent applications will result in issued patents. Even if we continue to seek patent protection in the future, we may be unable to obtain further patent protection for our technology. In addition, any patents issued in the future may not provide us with competitive advantages, or may be successfully challenged by third parties. Furthermore, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights are uncertain. Despite our precautions, it may be possible for unauthorized third parties to copy our products and use information that we regard as proprietary to create offerings that compete with ours. Effective patent, trademark, copyright, and trade secret protection may not be available to us in every country in which our products are available. We may be unable to prevent third parties from acquiring domain names or trademarks that are similar to, infringe upon, or diminish the value of our trademarks and other proprietary rights. The laws of some countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate. As we expand our international activities, our exposure to unauthorized copying and use of our products and proprietary information will likely increase. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property.

We enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with other parties. No assurance can be given that these agreements will be effective in controlling access to and distribution of our proprietary information. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our products.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect our intellectual property rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. For example, on September 4, 2019, we filed suit against floragunn GmbH in the United States District Court for the Northern District of California for copyright infringement and contributory copyright infringement, and on September 27, 2019, we filed a suit against Amazon.com, Inc. in the United States District Court for the Northern District of California for trademark infringement and false advertising. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming, and distracting to management, and could result in the impairment or loss of portions of our intellectual property. Further, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention

and resources, could delay further sales or the implementation of our products, impair the functionality of our products, delay introductions of new products, result in our substituting inferior or more costly technologies into our products, or injure our reputation.

We could incur substantial costs as a result of any claim of infringement, misappropriation or violation of another party's intellectual property rights.

In recent years, there has been significant litigation involving patents and other intellectual property rights in the software industry. Companies providing software are increasingly bringing and becoming subject to suits alleging infringement, misappropriation or violation of proprietary rights, particularly patent rights, and to the extent we gain greater market visibility, we face a higher risk of being the subject of intellectual property infringement, misappropriation or violation claims. We do not currently have a large patent portfolio, which could prevent us from deterring patent infringement claims through our own patent portfolio, and our competitors and others may now and in the future have significantly larger and more mature patent portfolios than we have. The risk of patent litigation has been amplified by the increase in the number of a type of patent holder, which we refer to as a non-practicing entity, whose sole or principal business is to assert such claims and against whom our own intellectual property portfolio may provide little deterrent value. We could incur substantial costs in prosecuting or defending any intellectual property litigation. If we sue to enforce our rights or are sued by a third party that claims that our products infringe, misappropriate or violate their rights, the litigation could be expensive and could divert our management resources.

Any intellectual property litigation to which we might become a party, or for which we are required to provide indemnification, may require us to do one or more of the following:

- cease selling or using products that incorporate the intellectual property rights that we allegedly infringe, misappropriate or violate;
- make substantial payments for legal fees, settlement payments or other costs or damages;
- obtain a license, which may not be available on reasonable terms or at all, to sell or use the relevant technology; or
- redesign the allegedly infringing products to avoid infringement, misappropriation or violation, which could be costly, time-consuming or impossible.

If we are required to make substantial payments or undertake any of the other actions noted above as a result of any intellectual property infringement, misappropriation or violation claims against us or any obligation to indemnify our customers for such claims, such payments or actions could harm our business.

Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement, misappropriation, violation and other losses.

Our agreements with customers and other third parties may include indemnification provisions under which we agree to indemnify them for losses suffered or incurred as a result of claims of intellectual property infringement, misappropriation or violation, damages caused by us to property or persons, or other liabilities relating to or arising from our software, services or other contractual obligations. Large indemnity payments could harm our business, results of operations and financial condition. Although we normally contractually limit our liability with respect to such indemnity obligations, we may still incur substantial liability related to them. Any dispute with a customer with respect to such obligations could have adverse effects on our relationship with that customer and other existing customers and new customers and harm our business and results of operations.

Our use of third-party open source software within our products could negatively affect our ability to sell our products and subject us to possible litigation.

Our technologies incorporate open source software from other developers, and we expect to continue to incorporate such open source software in our products in the future. Few of the licenses applicable to open source software have been interpreted by courts, and there is a risk that these licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. Moreover, we cannot assure that we have not incorporated third-party open source software in our software in a manner that is inconsistent with the terms of the applicable license or our current policies and procedures. If we fail to comply with these licenses, we may be subject to certain requirements, including requirements that we offer our solutions that incorporate the open source software for no cost, that we make available source code for modifications or derivative works we create

based upon, incorporating or using the open source software and that we license such modifications or derivative works under the terms of applicable open source licenses. If an author or other third party that distributes such open source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of our products that contained the open source software and required to comply with onerous conditions or restrictions on these products, which could disrupt the distribution and sale of these products. In addition, there have been claims challenging the ownership rights in open source software against companies that incorporate open source software into their products, and the licensors of such open source software provide no warranties or indemnities with respect to such claims. In any of these events, we and our customers could be required to seek licenses from third parties in order to continue offering our products, and to re-engineer our products or discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis. We and our customers may also be subject to suits by parties claiming infringement, misappropriation or violation due to the reliance by our solutions on certain open source software, and such litigation could be costly for us to defend or subject us to an injunction. Some open source projects have known vulnerabilities and architectural instabilities and as provided on an “as-is” basis which, if not properly addressed, could negatively affect the performance of our product. Any of the foregoing could require us to devote additional research and development resources to re-engineer our solutions, could result in customer dissatisfaction, and may adversely affect our business, results of operations and financial condition.

One of our marketing strategies is to offer some of our product features for free and to provide free trials of some of our paid features, and we may not be able to realize the benefits of this strategy.

We are dependent upon lead generation strategies, including offering free use of some of our product features and free trials of some of our paid features. These strategies may not be successful in continuing to generate sufficient sales opportunities necessary to increase our revenue. Many users never convert from the free use model or from free trials to the paid versions of our products. To the extent that users do not become, or we are unable to successfully attract, paying customers, we will not realize the intended benefits of these marketing strategies and our ability to grow our revenue will be adversely affected.

With the acquisition of Endgame, we face risks related to the integration of combined businesses, our cash resources and financial results, undisclosed liabilities, and employee and customer retention.

Since the closing of the acquisition of Endgame in October 2019, we have devoted significant management attention and resources to integrating the business practices and operations of the former Endgame business with our business. Potential difficulties we may encounter as we continue to integrate Endgame into our business strategy include those related to the costs of integration and compliance, diversion of management’s attention, our ability to create and enforce uniform standards, procedures, policies and information systems, potential unknown liabilities, and unforeseen increased expenses or delays.

Our due diligence review in connection with the acquisition may not have discovered undisclosed liabilities of Endgame. If there are undisclosed liabilities, Elastic as a successor owner may be responsible for such undisclosed liabilities. Such undisclosed liabilities could have an adverse effect on the business and results of operations and may adversely affect the value of our ordinary shares.

The acquisition may also result in significant charges or other liabilities that could adversely affect our results of operations, such as cash expenses and non-cash accounting charges incurred in connection with the acquisition and/or integration of the combined businesses and operations.

Our international operations and expansion expose us to several risks.

As of April 30, 2021, we had customers located in over 100 countries, and our strategy is to continue to expand internationally. In addition, as a result of our strategy of leveraging a distributed workforce, as of April 30, 2021, we had employees located in over 35 countries. Our current international operations involve and future initiatives may involve a variety of risks, including:

- unexpected changes in regulatory requirements, taxes, trade laws, tariffs, export quotas, custom duties or other trade restrictions;

- different labor regulations, especially in the European Union, where labor laws are generally more advantageous to employees as compared to the United States, including deemed hourly wage and overtime regulations in these locations;
- exposure to many stringent, particularly in the European Union, and potentially inconsistent laws and regulations relating to privacy, data protection and information security
- changes in a specific country's or region's political or economic conditions;
- political, economic and trade uncertainties or instability related to the effect of the United Kingdom's withdrawal from the European Union (Brexit), including the effects of the Trade and Cooperation Agreement between the European Union, the European Atomic Energy Community and the United Kingdom signed in December 2020, on the economies of, and the relationships between, the United Kingdom, European Union, United States and other countries;
- the evolving relations between the United States and China;
- changes in relations between the Netherlands and the United States;
- risks resulting from changes in currency exchange rates and inflation;
- the impact of public health epidemics or pandemics on our employees, partners and customers;
- challenges inherent to efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits and compliance programs;
- risks relating to the implementation of trade and economic sanctions, including restrictions promulgated by the United States Office of Foreign Assets Control ("OFAC"), and other similar trade protection regulations and measures in the United States or in other jurisdictions;
- risks relating to our third-party vendors and service providers' storage and processing of some of our and our customers' data, including any supply chain cyber attacks;
- reduced ability to timely collect amounts owed to us by our customers in countries where our recourse may be more limited;
- limitations on our ability to reinvest earnings from operations derived from one country to fund the capital needs of our operations in other countries;
- limited or unfavorable intellectual property protection; and
- exposure to liabilities under anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act of 1977, as amended ("FCPA"), and similar applicable laws and regulations in other jurisdictions.

If we are unable to address these difficulties and challenges or other problems encountered in connection with our international operations and expansion, we might incur unanticipated liabilities or we might otherwise suffer harm to our business generally.

If we are not successful in sustaining and expanding our international business, we may incur additional losses and our revenue growth could be harmed.

Our future results depend, in part, on our ability to sustain and expand our penetration of the international markets in which we currently operate and to expand into additional international markets. We depend on direct sales and our channel partner relationships to sell our offerings in international markets. Our ability to expand internationally will depend upon our ability to deliver functionality and foreign language translations that reflect the needs of the international clients that we target. Our ability to expand internationally involves various risks, including the need to invest significant resources in such expansion, and the possibility that returns on such investments will not be achieved in the near future or at all in these less familiar competitive environments. We may also choose to conduct our international business through other partnerships. If we are unable to identify partners or negotiate favorable terms, our international growth may be limited. In addition, we have incurred and may continue to incur significant expenses in advance of generating material revenue as we attempt to establish our presence in particular international markets.

If we need to raise additional capital or generate the significant capital necessary to expand our operations and invest in new offerings, it could reduce our ability to compete and could harm our business.

We may need to raise additional funds in the future, and we may not be able to obtain additional debt or equity financing on favorable terms, if at all. If we raise additional equity financing, our shareholders may

experience significant dilution of their ownership interests and the per share value of our ordinary shares could decline. Furthermore, if we engage in debt financing, the holders of debt would have priority over the holders of our ordinary shares, and we may be required to accept terms that restrict our ability to incur additional indebtedness. We may also be required to take other actions that would otherwise be in the interests of the debt holders and force us to maintain specified liquidity or other ratios, any of which could harm our business, results of operations, and financial condition. If we need additional capital and cannot raise it on acceptable terms, we may not be able to, among other things:

- develop or enhance our products;
- continue to expand our sales and marketing and research and development organizations;
- acquire complementary technologies, products or businesses;
- expand operations in the United States or internationally;
- hire, train, and retain employees; or
- respond to competitive pressures or unanticipated working capital requirements.

Our failure to have sufficient capital to do any of these things could harm our business, financial condition, and results of operations.

A portion of our revenue is generated by sales to government entities, which are subject to a number of challenges and risks.

Sales to government entities are subject to a number of risks. Selling to government entities can be highly competitive, expensive, and time-consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate a sale. Government certification requirements for products like ours may change, thereby restricting our ability to sell into the U.S. federal government sector, U.S. state government sector, or government sectors of countries other than the United States until we have attained the revised certification. For example, we hold a U.S. Federal Risk and Authorization Management Program Authority to Operate at a moderate impact level; however, such authority is costly to maintain and if we were to lose our certification in the future, it would restrict our ability to sell to government customers. On May 12, 2021, the Biden Administration issued an Executive Order that will ultimately result in additional security requirements for government agencies and their contractors, for example, multifactor authentication, encryption for data at rest and in transit, and broad log creation, preservation, and production requirements. Furthermore, the Executive Order accelerates agency planning and implementation requirements for “zero trust architecture” and will establish a standards-development effort for a software bill of materials. This may increase compliance costs directly for government contracts and indirectly to the extent such requirements require changes or new efforts at an enterprise level. If we are unable to timely meet such requirements, our ability to compete for and maintain federal government contracts may be diminished, which could adversely affect our business, results of operations and financial condition.

Government demand and payment for our offerings may be affected by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our offerings. Sales to government agencies, including classified contracts, are subject to complex regulations. Failure to comply with such regulations could result in contract terminations or other adverse consequences, including but not limited to adversely affecting our eligibility to sell to government agencies in the future. Additionally, we rely on certain partners to provide technical support services to certain of our government entity customers to resolve any issues relating to our products. If our partners do not effectively assist our government entity customers in deploying our products, succeed in helping our government entity customers quickly resolve post-deployment issues, or provide effective ongoing support, our ability to sell additional offerings to new and existing government entity customers would be adversely affected and our reputation could be damaged.

Government entities may have statutory, contractual, or other legal rights to terminate contracts with us or our channel partners for convenience or due to a default, and any such termination may adversely affect our future results of operations. In addition, multi-year contracts with government entities are usually conditioned on annual fiscal funding actions that the relevant legislative or other decision-making body must take in order to fund each year of a contract. Such legislative or decision-making bodies may elect not to fund each year of a contract. Governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government refusing to continue

buying our subscriptions, a reduction of revenue, or fines or civil or criminal liability if the audit uncovers improper or illegal activities, which could adversely affect our results of operations in a material way.

Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could expose us to greater than anticipated tax liabilities.

Our income tax obligations are based in part on our corporate structure and intercompany arrangements, including the manner in which we develop, value, and use our intellectual property and the valuations of our intercompany transactions. The tax laws applicable to our business, including the laws of the Netherlands, the United States and other jurisdictions, are subject to change and interpretation, and certain jurisdictions may aggressively interpret their laws in an effort to raise additional tax revenue. For example, recently, in the United States, the Biden administration has proposed a number of changes, including an increase to the U.S. corporate income tax rate from 21% to 28%. In addition, other countries, as well as organizations such as the Organization for Economic Cooperation and Development, have recently proposed or recommended changes to existing tax laws or have enacted new laws that could impact our tax obligations in countries where we do business or cause us to change the way we operate our business. Any new legislation or interpretations of existing legislation could result in increased taxation of our international earnings.

The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, which could increase our worldwide effective tax rate and harm our financial position and results of operations. Tax authorities examine and may audit our income tax returns and other non-income tax returns, such as payroll, sales, value-added, net worth or franchise, property, goods and services, and excise taxes, in both the United States and foreign jurisdictions. It is possible that tax authorities may disagree with certain positions we have taken, and any adverse outcome of such a review or audit could have a negative effect on our financial position and results of operations. Further, the determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results in the period or periods for which such determination is made.

Our corporate structure and intercompany arrangements are subject to the tax laws of various jurisdictions, and we could be obligated to pay additional taxes, which would harm our results of operations.

Based on our current corporate structure, we may be subject to taxation in several jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents. In addition, the authorities in the jurisdictions in which we operate could review our tax returns or require us to file tax returns in jurisdictions in which we are not currently filing, and could impose additional tax, interest and penalties. These authorities could also claim that various withholding requirements apply to us or our subsidiaries, assert that benefits of tax treaties are not available to us or our subsidiaries, or challenge our methodologies for valuing developed technology or intercompany arrangements, including our transfer pricing. The relevant taxing authorities may determine that the manner in which we operate our business does not achieve the intended tax consequences. If such a disagreement was to occur, and our position was not sustained, we could be required to pay additional taxes, and interest and penalties. Any increase in the amount of taxes we pay or that are imposed on us could increase our worldwide effective tax rate and harm our business and results of operations.

Our ability to use our net operating loss carryforwards to offset future taxable income may be subject to certain limitations.

As of April 30, 2021 and 2020, we had net operating loss carryforwards in various jurisdictions of \$2.2 billion and \$1.3 billion, respectively, which may be utilized against future income taxes. Limitations imposed by the applicable jurisdictions on our ability to utilize net operating loss carryforwards could cause income taxes to be paid earlier than would be paid if such limitations were not in effect and could cause such net operating loss carryforwards to expire unused, in each case reducing or eliminating the benefit of such net operating loss carryforwards. Furthermore, we may not be able to generate sufficient

taxable income to utilize our net operating loss carryforwards before they expire. If any of these events occur, we may not derive some or all of the expected benefits from our net operating loss carryforwards.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations.

A portion of our subscriptions are generated and operating expenses are incurred outside the United States and denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates, particularly against the Euro. In part as a result of the COVID-19 pandemic, foreign currency exchange rates have been and could continue to be subject to increased volatility. The strengthening of the U.S. dollar increases the real cost of our offerings to our customers outside of the United States, leading to delays in the purchase of our offerings and the lengthening of our sales cycle. If the strength of the U.S. dollar increases, this could adversely affect our financial condition and results of operations. In addition, increased international sales in the future, including through our channel partners, may result in greater foreign currency denominated sales, increasing our foreign currency risk. Moreover, operating expenses incurred outside the United States and denominated in foreign currencies are increasing and are subject to fluctuations due to changes in foreign currency exchange rates. If we are not able to successfully hedge against the risks associated with currency fluctuations, our financial condition and results of operations could be adversely affected. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedging transactions may be limited and we may not be able to successfully hedge our exposure, which could adversely affect our financial condition and results of operations.

Seasonality may cause fluctuations in our sales and results of operations.

Historically, we have experienced quarterly fluctuations and seasonality based on the timing of entering into agreements with new and existing customers and the mix between annual and monthly contracts entered in each reporting period. Trends in our business, financial condition, results of operations and cash flows are impacted by seasonality in our sales cycle which generally reflects a trend to greater sales in our second and fourth quarters and lower sales in our first and third quarters, though we believe this trend has been somewhat masked by our overall growth. We expect that this seasonality will continue to affect our results of operations in the future, and might become more pronounced as we continue to target larger enterprise customers.

Risks Related to Regulatory Matters

In connection with the operation of our business, we may collect, store, transfer and otherwise process certain personal data. As a result, our business is subject to a variety of government and industry regulations, as well as other obligations, related to privacy, data protection and information security.

Privacy, data protection and information security have become significant issues in various jurisdictions where we offer our products. The regulatory frameworks for these issues worldwide are rapidly evolving and are likely to remain uncertain for the foreseeable future. Federal, state, or non-U.S. government bodies or agencies have in the past adopted, and may in the future adopt, new laws and regulations or may make amendments to existing laws and regulations affecting data protection, data privacy and/or information security and/or regulating the use of the Internet as a commercial medium. For example, the recently enacted California Consumer Privacy Act (the "CCPA") provides new data privacy rights for California residents. The enforcement of the CCPA by the California Attorney General commenced July 1, 2020. We cannot fully predict the impact of the CCPA on our business or operations, but we may be required to modify our data processing practices and policies and to incur substantial costs and expenses in connection with our compliance or the compliance of our customers or vendors. The CCPA also provides for civil penalties and a private right of action for violations, which may increase our compliance costs and potential liability. Additionally, a new privacy law, the California Privacy Rights Act ("CPRA"), was approved by California voters in the November 3, 2020 election. The CPRA creates obligations relating to consumer data beginning on January 1, 2022, with implementing regulations expected on or before July 1, 2022, and enforcement beginning July 1, 2023. We will continue to monitor developments related to the CPRA and anticipate additional costs and expenses associated with CPRA compliance. Other U.S. states also are considering omnibus privacy legislation and industry organizations regularly adopt and advocate for new standards in these areas. Many obligations under the CCPA and these other

laws and legislative proposals remain uncertain, and we cannot fully predict their impact on our business. If we fail to comply with any of these laws or standards, we may be subject to investigations, enforcement actions, civil litigation, fines and other penalties, all of which may generate negative publicity and have a negative impact on our business.

Additionally, in the United States, we may be subject to investigation and/or enforcement actions brought by federal agencies and state attorneys general and consumer protection agencies. We publicly post statements and other documentation regarding our practices concerning the processing, use and disclosure of personally identifiable information. Although we endeavor to comply with our published statements and documentation, we may at times fail to do so or be alleged to have failed to do so. The publication of our privacy statement and other documentation that provide promises and assurances about privacy and security can subject us to potential state and federal action if they are found to be deceptive, unfair, or misrepresentative of our actual practices.

Internationally, most jurisdictions in which we operate have established their own privacy, data protection and information security legal frameworks with which we or our customers must comply. Within the European Union, the General Data Protection Regulation (“GDPR”) became fully effective on May 25, 2018, and applies to the processing (which includes the collection and use) of personal data. The GDPR imposes significant obligations and risk upon our business and provides for substantial penalties to which we could be subject in the event of any non-compliance. Administrative fines under the GDPR can amount up to 20 million Euros or four percent of the group’s annual global turnover, whichever is higher. Further, the United Kingdom has implemented legislation that substantially implements the GDPR in the United Kingdom, which legislation provides for penalties for violations of up to the greater of 17.5 million British pounds or four percent of the group’s annual global turnover. Following the exit of the United Kingdom from the European Union however, aspects of U.K. data protection law and the relationship of the United Kingdom and the European Union in the medium to longer term remain unclear, including with respect to how data transfers to and from the United Kingdom will be regulated.

We have incurred substantial expense in complying with new data protection legal frameworks and we may be required to make additional, significant changes in our business operations, all of which may adversely affect our revenue and our business overall. Additionally, because these new regimes lack a substantial enforcement history, we are unable to predict how emerging standards may be applied to us. Despite our efforts to attempt to comply with new data protection obligations, a regulator may determine that we have not done so and subject us to fines and public censure, which could harm our company.

Among other requirements, the GDPR regulates transfers of personal data subject to the GDPR to third countries that have not been found to provide adequate protection to such personal data, including the United States. Some countries also are considering or have passed legislation requiring local storage and processing of data, or similar requirements, which could increase the cost and complexity of delivering our services. We have undertaken certain efforts to conform transfers of personal data from the European Economic Area, (“EEA”), to the United States and other jurisdictions based on our understanding of current regulatory obligations and the guidance of data protection authorities, including standard contractual clauses approved by the European Commission (the “SCCs”). Despite this, we may be unsuccessful in maintaining conforming means of transferring such data from the EEA, in particular as a result of continued legal and legislative activity within the EEA that has challenged or called into question existing means of data transfers to countries that have not been found to provide adequate protection for personal data.

The regulatory environment applicable to handling of EEA residents' personal data, and our actions taken in response, may cause us to assume additional liabilities or incur additional costs. In the *Schrems II* decision issued by the Court of Justice of the European Union (“CJEU”) on July 16, 2020, the CJEU, among other things, imposed additional obligations on companies when relying on the SCCs. We and our customers may face EEA regulators applying different standards to certain data transfers or requiring additional steps in connection with data transfers, and may be required to engage in new contract negotiations with third parties that aid in processing data on our behalf. We may be unsuccessful in maintaining legitimate means for our transfer and receipt of personal data from the EEA, and may experience hesitancy, reluctance, or refusal by European or multi-national customers to continue to use our products due to the potential risk exposure to such customers as a result of sentiment in the EEA.

regarding international data transfers and data protection obligations imposed on them. We may find it necessary to establish systems to maintain personal data originating from the EEA in the EEA, or may need to take other steps with respect to data handling and data transfers, including means to provide for local data processing, which may involve substantial expense and may require us to divert resources from other aspects of our business, all of which may adversely affect our business. We and our customers may face a risk of enforcement actions by European data protection authorities until the time, if any, that personal data transfers to us and by us from the EEA are legitimized under European law. These and the other risks described above could result in harm to our business, operating results and financial condition. In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that may legally or contractually apply to us. One example of such a self-regulatory standard is the Payment Card Industry Data Security Standard (“PCI DSS”), which relates to the processing of payment card information. In the event we or our payment processors fail to comply with the PCI DSS, fines and other penalties could result, and we may suffer reputational harm and damage to our business. Further, our customers increasingly expect us to comply with more stringent privacy, data protection and information security requirements than those imposed by laws, regulations or self-regulatory requirements, and we may be obligated contractually to comply with additional or different standards relating to our handling or protection of data on or by our offerings. Any failure to meet our customers’ requirements may adversely affect our revenues and prospects for growth.

We also expect that there will continue to be changes in interpretations of existing laws and regulations, or new proposed laws, regulations, and other obligations concerning privacy, data protection and information security, which could impair our or our customers’ ability to collect, use or disclose information relating to consumers, which could decrease demand for our offerings, increase our costs and impair our ability to maintain and grow our customer base and increase our revenue. Because the interpretation and application of many laws and regulations relating to privacy, data protection and information security, along with industry standards, are uncertain, it is possible that these laws and regulations may be interpreted and applied in manners that are, or are alleged to be, inconsistent with our data management practices or the features of our products, and we could face fines, lawsuits, regulatory investigations and other claims and penalties, and we could be required to fundamentally change our products or our business practices, any of which could have an adverse effect on our business. Any inability to adequately address privacy, data protection and information security concerns, even if unfounded, or any actual or perceived failure to comply with applicable privacy, data protection or information security laws, regulations and other obligations, could result in additional cost and liability to us, damage our reputation, inhibit sales and adversely affect our business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations and policies that are applicable to the businesses of our customers may limit the use and adoption of, and reduce the overall demand for, our products. Privacy, data protection and information security concerns, whether valid or not valid, may inhibit market adoption of our products, particularly in certain industries and countries outside of the United States. If we are not able to adjust to changing laws, regulations and standards related to the Internet, our business may be harmed.

We are subject to governmental export and import controls and economic sanctions programs that could impair our ability to compete in international markets or subject us to liability if we violate these controls.

Our software and services, in some cases, are subject to U.S. export control laws and regulations including the Export Administration Regulations (“EAR”), and trade and economic sanctions maintained by the OFAC. As such, an export license may be required to export or reexport our software and services to certain countries and end-users for certain end-uses. If we were to fail to comply with such U.S. export controls laws and regulations, U.S. economic sanctions, or other similar laws, we could be subject to both civil and criminal penalties, including substantial fines, possible incarceration for employees and managers for willful violations, and the possible loss of our export or import privileges. Obtaining the necessary export license for a particular sale or offering may not be possible and may be time-consuming and may result in the delay or loss of sales opportunities. Furthermore, U.S. export control laws and economic sanctions in many cases prohibit the export of software and services to certain U.S. embargoed or sanctioned countries, governments and persons, as well as for prohibited end-uses. Monitoring and ensuring compliance with these complex U.S. export control laws is particularly challenging because our offerings are widely distributed throughout the world, and information available on the users of these

offerings is, in some cases, limited. In addition, because we incorporate encryption functionality into our products, we are also subject to certain provisions of these laws that apply to encryption items. Even though we take precautions to ensure that we and our partners comply with all relevant export control laws and regulations, any failure by us or our partners to comply with such laws and regulations could have negative consequences for us, including reputational harm, government investigations and penalties.

In addition, various countries regulate the export and import of certain encryption software and technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products and services or could limit our end-customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations in such countries may create delays in the introduction of our products and services into international markets, prevent our end-customers with international operations from deploying our products globally or, in some cases, prevent or delay the export or import of our products and services to certain countries, governments or persons altogether. The following developments could result in decreased use of our products and services by, or in our decreased ability to export or sell our products to, existing or potential end-customers with international operations any change in export or import laws or regulations, economic sanctions or related legislation; shift in the enforcement or scope of existing export, import or sanctions laws or regulations; or change in the countries, governments, persons, or technologies targeted by such export, import or sanctions laws or regulations. Any decreased use of our products or services or limitation on our ability to export to or sell our products or services in international markets could adversely affect our business, financial condition and operating results.

Failure to comply with anti-bribery, anti-corruption, and anti-money laundering laws could subject us to penalties and other adverse consequences.

We are subject to the FCPA, the U.K. Bribery Act and other anti-corruption, anti-bribery and anti-money laundering laws in various jurisdictions both domestic and abroad. We leverage channel partners to sell our offerings abroad and use other third parties, including recruiting firms, professional employer organizations, legal, accounting and other professional advisors, and local vendors to meet our needs associated with doing business abroad. We and these third parties may have direct or indirect interactions with officials and employees of government agencies, or state-owned or affiliated entities, and we may be held liable for the corrupt or other illegal activities of our channel partners and third-party representatives, as well as our employees, representatives, contractors, partners, and agents, even if we do not explicitly authorize such activities. While we have policies and procedures to address compliance with such laws, we cannot assure you that the channel partners, third-party representatives, our employees, contractors or agents will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. Any violation of the FCPA, U.K. Bribery Act or other applicable anti-bribery, anti-corruption laws, and anti-money laundering laws could result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions, or suspension or debarment from U.S. government contracts, all of which may have an adverse effect on our reputation, business, operating results and prospects.

Risks Related to Ownership of our Ordinary Shares

The market price for our ordinary shares has been and is likely to continue to be volatile or may decline regardless of our operating performance.

The stock markets, and securities of technology companies in particular, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. Stock prices of many technology companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. The economic impact and uncertainty of the ongoing COVID-19 pandemic have exacerbated this volatility in both the overall stock markets and the market price of our ordinary shares. In the past, shareholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business and adversely affect our business. The market price of our ordinary shares may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated changes or fluctuations in our operating results;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- announcements by us or our competitors of new offerings or new or terminated significant contracts, commercial relationships or capital commitments;
- industry or financial analyst or investor reaction to our press releases, other public announcements, and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- a gain or loss of investor confidence in the market for technology stocks or the stock market in general;
- future sales or expected future sales of our ordinary shares;
- investor perceptions of us, the benefits of our offerings and the industries in which we operate;
- price and volume fluctuations in the overall stock market from time to time;
- changes in operating performance and/or stock market valuations of other technology companies generally, or those in our industry in particular;
- failure of industry or financial analysts to maintain coverage of us, changes in financial estimates by any analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property rights or our solutions, or third-party proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- breaches of, or failures relating to, privacy, data protection or information security;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- any major changes in our management or our board of directors, particularly with respect to Mr. Banon;
- general economic conditions and slow or negative growth of our markets, including as a result of the COVID-19 pandemic; and
- other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

We may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which would cause our stock price to decline.

We have provided and may continue to provide guidance and other expectations in our quarterly and annual earnings conference calls, quarterly and annual earnings releases, or otherwise, regarding our future performance. Guidance, as well as other expectations, are forward-looking and represent our management's estimates as of the date of release and are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies on our business, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. One of those key assumptions relates to the impact of the ongoing COVID-19 pandemic and the associated economic uncertainty on our business, which is inherently difficult to predict. Furthermore, analysts and investors may develop and publish their own projections of our business, which may form a consensus about our future performance. Our actual business results may vary significantly from such guidance or other expectations or that consensus due to a number of factors, many of which are outside of our control, including due to the global economic uncertainty and financial market conditions caused by the ongoing COVID-19 pandemic, and which could adversely affect our business and future operating results. There are no comparable recent events that provide insights as to the probable effect of the ongoing COVID-19 pandemic, and, as a result, the ultimate impact of the COVID-19 outbreak is highly uncertain and subject to change. Furthermore, if we make downward revisions of our previously announced guidance or other expectations, if we withdraw our previously announced guidance or other expectations, or if our publicly announced guidance or other expectations of

future operating results fail to meet expectations of securities analysts, investors or other interested parties, the price of our ordinary shares would decline. In light of the foregoing, investors are urged not to rely upon our guidance or other expectations in making an investment decision regarding our ordinary shares.

Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances set forth in this “Risk Management and Risk Factors” section in this report could result in the actual operating results being different from our guidance or other expectations, and the differences may be adverse and material.

The concentration of our share ownership with insiders will likely limit your ability to influence corporate matters, including the ability to influence the outcome of director elections and other matters requiring shareholder approval.

Our executive officers and directors together beneficially owned 20.7% of our ordinary shares outstanding as of April 30, 2021. As a result, these shareholders, acting together, will have significant influence over matters that require approval by our shareholders, including matters such as adoption of the financial statements, declarations of dividends, the appointment and dismissal of directors, capital increases, amendment to our articles of association and approval of significant corporate transactions. Corporate action might be taken even if other shareholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of us that other shareholders may view as beneficial.

The issuance of additional shares in connection with financings, acquisitions, investments, our share incentive plans or otherwise will dilute all other shareholders.

Our articles of association authorize us to issue up to 165 million ordinary shares and up to 165 million preference shares with such rights and preferences as included in our articles of association. On September 28, 2018, our extraordinary general meeting of shareholders (the “2018 Extraordinary Meeting”) empowered our board of directors to issue ordinary shares and preference shares up to our authorized share capital for a period of five years from October 10, 2018. Subject to compliance with applicable rules and regulations, we may issue ordinary shares or securities convertible into ordinary shares from time to time in connection with a financing, acquisition, investment, our share incentive plans or otherwise. Any such issuance could result in substantial dilution to our existing shareholders unless pre-emptive rights exist and cause the market price of our ordinary shares to decline.

Certain holders of our ordinary shares may not be able to exercise pre-emptive rights and as a result may experience substantial dilution upon future issuances of ordinary shares.

Holders of our ordinary shares in principle have a pro rata pre-emptive right with respect to any issue of ordinary shares or the granting of rights to subscribe for ordinary shares, unless Dutch law or our articles of association state otherwise or unless explicitly provided otherwise in a resolution by our general meeting of shareholders (the “General Meeting”), or—if authorized by the annual General Meeting or an extraordinary General Meeting—by a resolution of our board of directors. Our 2018 Extraordinary Meeting has empowered our board of directors to limit or exclude pre-emptive rights on ordinary shares for a period of five years from October 10, 2018, which could cause existing shareholders to experience substantial dilution of their interest in us.

Pre-emptive rights do not exist with respect to the issue of preference shares and holders of preference shares, if any, have no pre-emptive right to acquire newly issued ordinary shares. Also, pre-emptive rights do not exist with respect to the issue of shares or grant of rights to subscribe for shares to employees of the company or contributions in kind.

Sales of substantial amounts of our ordinary shares in the public markets, or the perception that they might occur, could reduce the price that our ordinary shares might otherwise attain.

Sales of a substantial number of shares of our ordinary shares in the public market, particularly sales by our directors, executive officers and significant shareholders, or the perception that these sales could occur, could adversely affect the market price of our ordinary shares and may make it more difficult for you to sell your ordinary shares at a time and price that you deem appropriate.

In addition, holders of an aggregate of 18,138,691 ordinary shares, based on shares outstanding as of April 30, 2021, are entitled to rights with respect to registration of these shares under the United States

Securities Act pursuant to our amended and restated investors' rights agreement, dated July 19, 2016. If these holders of our ordinary shares, by exercising their registration rights, sell a large number of shares, they could adversely affect the market price for our ordinary shares. We have also filed registration statements on Form S-8 under the United States Securities Act registering all ordinary shares that we may issue under our equity compensation plan, which may in turn be sold and may adversely affect the market price for our ordinary shares.

Certain anti-takeover provisions in our articles of association and under Dutch law may prevent or could make an acquisition of our company more difficult, limit attempts by our shareholders to replace or remove members of our board of directors and may adversely affect the market price of our ordinary shares.

Our articles of association contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for shareholders to appoint directors that are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include:

- the staggered three-year terms of the members of our board of directors, as a result of which only approximately one-third of the members of our board of directors may be subject to election in any one year;
- a provision that the members of our board of directors may only be removed by a General Meeting by a two-thirds majority of votes cast representing at least 50% of our issued share capital if such removal is not proposed by our board of directors;
- a provision that the members of our board of directors may only be appointed upon binding nomination of the board of directors, which can only be overruled with a two-thirds majority of votes cast representing at least 50% of our issued share capital;
- the inclusion of a class of preference shares in our authorized share capital that may be issued by our board of directors, in such a manner as to dilute the interest of shareholders, including any potential acquirer or activist shareholder, in order to delay or discourage any potential unsolicited offer or shareholder activism;
- requirements that certain matters, including an amendment of our articles of association, may only be brought to our shareholders for a vote upon a proposal by our board of directors; and
- minimum shareholding thresholds, based on nominal value, for shareholders to call General Meetings of our shareholders or to add items to the agenda for those meetings.

We are subject to the Dutch Corporate Governance Code but do not comply with all the suggested governance provisions of the Dutch Corporate Governance Code. This may affect your rights as a shareholder.

As a Dutch company, we are subject to the Dutch Corporate Governance Code ("DCGC"). The DCGC contains both principles and suggested governance provisions for management boards, supervisory boards, shareholders and general meetings, financial reporting, auditors, disclosure, compliance and enforcement standards. The DCGC is based on a "comply or explain" principle. Accordingly, public companies are required to disclose in their annual reports, filed in the Netherlands, whether they comply with the suggested governance provisions of the DCGC. If they do not comply with those provisions (e.g., because of a conflicting requirement), the company is required to give the reasons for such noncompliance. The DCGC applies to all Dutch companies listed on a government-recognized stock exchange, whether in the Netherlands or elsewhere, including the NYSE. The principles and suggested governance provisions apply to our board of directors (in relation to role and composition, conflicts of interest and independency requirements, board committees and remuneration), shareholders and the General Meeting (for example, regarding anti-takeover protection and our obligations to provide information to our shareholders) and financial reporting (such as external auditor and internal audit requirements). We comply with all applicable provisions of the DCGC except where such provisions conflict with U.S. exchange listing requirements or with market practices in the United States or the Netherlands. This may affect your rights as a shareholder, and you may not have the same level of protection as a shareholder in a Dutch company that fully complies with the suggested governance provisions of the DCGC.

We do not intend to pay dividends in the foreseeable future. As a result, your ability to achieve a return on your investment will depend on appreciation in the price of our ordinary shares.

We have never declared or paid any cash dividends on our shares. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our ordinary shares in the foreseeable future. Were this position to change, payment of future dividends may be made only if our equity exceeds the amount of the paid-in and called-up part of the issued share capital, increased by the reserves required to be maintained by Dutch law or by our articles of association. Accordingly, investors must rely on sales of their ordinary shares after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

Claims of U.S. civil liabilities may not be enforceable against us.

We are incorporated under the laws of the Netherlands and substantial portions of our assets are located outside of the United States. In addition, two members of our board of directors and certain experts named herein reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or such other persons residing outside the United States, or to enforce outside the United States judgments obtained against such persons in U.S. courts in any action, including actions predicated upon the civil liability provisions of the U.S. federal securities laws. In addition, it may be difficult for investors to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon the U.S. federal securities laws.

There is no treaty between the United States and the Netherlands for the mutual recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Therefore, a final judgment rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the U.S. federal securities laws, would not be enforceable in the Netherlands unless the underlying claim is re-litigated before a Dutch court of competent jurisdiction. In such proceedings, however, a Dutch court may be expected to recognize the binding effect of a judgment of a federal or state court in the United States without re-examination of the substantive matters adjudicated thereby, if (i) the jurisdiction of the U.S. federal or state court has been based on internationally accepted principles of private international law, (ii) that judgment resulted from legal proceedings compatible with Dutch notions of due process, (iii) that judgment does not contravene public policy of the Netherlands and (iv) that judgment is not incompatible with (x) an earlier judgment of a Dutch court between the same parties, or (y) an earlier judgment of a foreign court between the same parties in a dispute regarding the same subject and based on the same cause, if that earlier foreign judgment is recognizable in the Netherlands.

Based on the foregoing, there can be no assurance that U.S. investors will be able to enforce against us or members of our board of directors, officers or certain experts named herein, who are residents of the Netherlands or countries other than the United States, any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws.

In addition, there can be no assurance that a Dutch court would impose civil liability on us, the members of our board of directors, our officers or certain experts named herein in an original action predicated solely upon the U.S. federal securities laws brought in a court of competent jurisdiction in the Netherlands against us or such members, officers or experts, respectively.

U.S. persons who hold our ordinary shares may suffer adverse tax consequences if we are characterized as a passive foreign investment company.

A non-U.S. corporation will generally be considered a passive foreign investment company ("PFIC"), for U.S. federal income tax purposes, in any taxable year if either (1) at least 75% of its gross income for such year is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets during such year) is attributable to assets that produce or are held for the production of passive income ("the PFIC asset test"). For purposes of the PFIC asset test, the value of our assets will generally be determined by reference to our market capitalization. Based on our past and current projections of our income and assets, we do not expect to be a PFIC for the current taxable year or for the foreseeable future. Nevertheless, a separate factual determination as to whether we are or have become a PFIC must be made each year (after the close of such year). Since our projections may differ from our actual business results and our market capitalization and value of our assets may fluctuate, we cannot assure you that we will not be or become a PFIC in the current taxable year or any future taxable

year. If we are a PFIC for any taxable year during which a U.S. person (as defined in Section 7701(a)(30) of the Internal Revenue Code of 1986, as amended) holds our ordinary shares, such U.S. person may be subject to adverse tax consequences. Each U.S. person who holds our ordinary shares is strongly urged to consult his, her or its tax advisor regarding the application of these rules and the availability of any potential elections.

If a U.S. person is treated as owning at least 10% of our ordinary shares, such U.S. person may be subject to adverse U.S. federal income tax consequences.

If a U.S. person is treated as owning (directly, indirectly, or constructively) at least 10% of the total combined voting power of our shares, or of the total value of our shares, such shareholder may be treated as a “United States shareholder” with respect to each “controlled foreign corporation” in our group (if any). Under changes implemented by the legislation commonly referred to as the Tax Cuts and Jobs Act of 2017, because our group includes one or more U.S. subsidiaries, certain of our non-U.S. subsidiaries could be treated as controlled foreign corporations (regardless of whether we are treated as a controlled foreign corporation). A United States shareholder of a controlled foreign corporation may be required to report annually and include in its U.S. taxable income its pro rata share of “Subpart F income,” “global intangible low-taxed income,” and investments in U.S. property by controlled foreign corporations, regardless of whether we make any distributions. An individual that is a United States shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U.S. corporation. We cannot provide any assurances that we will assist investors in determining whether we or any of our non-U.S. subsidiaries is treated as a controlled foreign corporation or whether any investor is treated as a United States shareholder with respect to any such controlled foreign corporation or furnish to any investor who may be a United States shareholder information that may be necessary to comply with the aforementioned reporting and tax paying obligations. Failure to comply with these reporting obligations may subject a shareholder who is a United States shareholder to significant monetary penalties and may prevent from starting the statute of limitations with respect to such shareholder’s U.S. federal income tax return for the year for which reporting was due. A U.S. person should consult its advisors regarding the potential application of these rules to an investment in our ordinary shares.

We may not be able to make distributions or repurchase shares without subjecting our shareholders to Dutch withholding tax and dividends distributed on our ordinary shares to certain related parties in low-tax jurisdictions might in the future become subject to an additional Dutch withholding tax.

We have not paid a dividend on our ordinary shares in the past and we do not intend to pay any dividends to holders of our ordinary shares in the foreseeable future. See “Risk Management and Risk Factors—Risks Related to Ownership of Our Ordinary Shares—We do not intend to pay dividends in the foreseeable future. As a result, your ability to achieve a return on your investment will depend on appreciation in the price of our ordinary shares.” However, if we ever do pay dividends or repurchase shares, then under current Dutch tax law, the dividend paid or repurchase price paid may be subject to Dutch dividend withholding tax at a rate of 15% under the Dutch Dividend Withholding Tax Act (*Wet op de dividendbelasting 1965*, “Regular Dividend Withholding Tax”), unless a domestic or treaty exemption applies.

On March 25, 2021, the Dutch State Secretary of Finance submitted a proposal of law to the Dutch parliament pursuant to which an alternative withholding tax (“Alternative Withholding Tax”) will be imposed on dividends paid to related entities in designated low-tax jurisdictions, effective 1 January 2024. An entity is considered related if (i) it has a “Qualifying Interest” in our company, (ii) our company has a “Qualifying Interest” in the entity holding the ordinary shares, or (iii) a third party has a “Qualifying Interest” in both our company and the entity holding the ordinary shares. The term “Qualifying Interest” means a direct or indirectly held interest either by an entity individually or jointly if an entity is part of a collaborating group (*samenwerkende groep*) that enables such entity or such collaborating group to exercise a definite influence over another entities’ decisions, such as our company or an entity holding ordinary shares as the case may be, and allows it to determine the other entities’ activities. The Alternative Withholding Tax will be imposed at the highest Dutch corporate income tax rate in effect at the time of the distribution (currently 25%). The Alternative Withholding Tax will be reduced, but not below zero, with any Regular Dividend Withholding Tax imposed on distributions. As such, based on currently applicable rates, the overall effective rate of withholding of Regular Dividend Withholding Tax and

Alternative Withholding Tax will not exceed the highest corporate income tax rate in effect at the time of the distribution (currently 25%). The proposal of law is subject to amendment during the course of the legislative process and it needs to be approved by both chambers of the Dutch parliament before it can enter into force.

If we cease to be a Dutch tax resident for the purposes of a tax treaty concluded by the Netherlands and in certain other events, we could potentially be subject to a proposed Dutch dividend withholding tax in respect of a deemed distribution of our entire market value less paid-up capital.

Under a proposal of law currently pending before the Dutch parliament, the Emergency act conditional dividend exit tax (*Spoedwet conditionele eindafrekening dividendbelasting* “Dividend Exit Tax”), we will be deemed to have distributed an amount equal to our entire market capitalization less recognized paid-up capital immediately before the occurrence of certain events, including if we cease to be a Dutch tax resident for purposes of a tax treaty concluded by the Netherlands and become, for purposes of such tax treaty, a tax resident of a non-qualifying jurisdiction. This deemed distribution will be subject to a 15% tax. An automatic interest free unconditional indefinite extension for the full amount of the tax will be granted. However, the extension will expire, inter alia, if and to the extent we make distributions after the taxable event for the purposes of the Dividend Exit Tax (in respect of which the extension is granted). In that event, the Dividend Exit Tax rules prescribe that we will have a right to recover the tax from our shareholders through set-off against their dividend receivable. If we do not recover this amount from our shareholders, we will have to pay such part of the deferred tax ourselves. It is not certain whether the Dividend Exit Tax will be enacted and if so, in what form. If enacted in its present form before the Dutch parliament the Dividend Exit Tax will have retroactive effect from September 18, 2020.

General Risk Factors

Unfavorable or uncertain conditions in our industry or the global economy or reductions in information technology spending, including as a result of the COVID-19 pandemic, could limit our ability to grow our business and negatively affect our results of operations.

Our results of operations may vary based on the impact of changes in our industry or the global economy on us or our customers. Current or future economic uncertainties or downturns could adversely affect our business and results of operations. Negative conditions in the general economy both in the United States and abroad, including conditions resulting from changes in gross domestic product growth, financial and credit market fluctuations, international trade relations, political instability or unrest and new developments resulting from recent elections and changes of administration, natural catastrophes, warfare, infectious diseases and terrorist attacks on the United States, Europe, the Asia Pacific region or elsewhere, could cause a decrease in business investments by our customers and potential customers, including spending on information technology, and negatively affect the growth of our business. For example, the COVID-19 pandemic has curtailed business spending by our customers, resulted in business disruptions for us and/or our customers, restricted travel to customer sites and resulted in a quarantine of affected populations impacting our employees, partners and customers. Additionally, mitigation and containment measures adopted by government authorities to contain the spread of COVID-19 in the U.S. and abroad may significantly impact business continuity for our partners and our customers, reduce our customers' business operations, delay their engagement with us (including due to travel restrictions and restrictions on in-person meetings) and could thereby adversely affect our business and financial results. Further, these measures by government authorities may continue to remain in place for a significant period of time or, even if lifted, could be reinstated at any time, and additional and/or extended measures could significantly impact the ability of our employees and customers and vendors to work productively.

To the extent our offerings are perceived by customers and potential customers as discretionary, our revenue may be disproportionately affected by delays or reductions in general information technology spending. Also, customers may choose to develop in-house software as an alternative to using our products. Moreover, competitors may respond to market conditions by lowering prices. We cannot predict the timing, strength or duration of any economic slowdown, instability or recovery, generally or within any particular industry. If the economic conditions of the general economy or markets in which we operate do

not improve, or worsen from present levels, our business, results of operations and financial condition could be adversely affected.

We may acquire other businesses which could require significant management attention, disrupt our business, or dilute shareholder value. We may be unable to integrate acquired businesses and technologies, and acquisitions could adversely affect our results of operations.

As part of our business strategy, we may acquire or make investments in complementary companies, products, or technologies. We have in the past acquired, and expect in the future to acquire, businesses that we believe will complement or augment our existing business, such as our acquisition of Endgame in October 2019. The identification of suitable acquisition candidates is difficult, and we may not be able to complete such acquisitions on favorable terms, if at all. If we do complete future acquisitions, we may not ultimately strengthen our competitive position or achieve our goals and business strategy, we may be subject to claims or liabilities assumed from an acquired company, product, or technology, and any acquisitions we complete could be viewed negatively by our customers, investors, and securities analysts. In addition, if we are unsuccessful at integrating Endgame or future acquisitions, or the technologies associated with such acquisitions, into our company, the revenue and results of operations of the combined company could be adversely affected. Any integration process may require significant time and resources, which may disrupt our ongoing business and divert management's attention, and we may not be able to manage the integration process successfully. We may not successfully evaluate or utilize acquired technology or personnel, realize anticipated synergies from acquisitions, or accurately forecast the financial impact of an acquisition transaction and integration of such acquisition, including accounting charges. We may have to pay cash, incur debt, or issue equity or equity-linked securities to pay for any future acquisitions, each of which could adversely affect our financial condition or the market price of our ordinary shares. The sale of equity or issuance of equity-linked debt to finance any future acquisitions could result in dilution to our shareholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations. Additionally, we may acquire development stage companies that are not yet profitable, and that require continued investment, which could adversely affect our results of operations and liquidity. The occurrence of any of these risks could harm our business, results of operations, and financial condition.

Catastrophic events, or man-made problems such as terrorism, may disrupt our business.

A significant natural disaster, such as an earthquake, fire, flood, or significant power outage could have an adverse impact on our business, results of operations, and financial condition. The impact of climate change may increase these risks due to changes in weather patterns, such as increases in storm intensity, sea-level rise, melting of permafrost and temperature extremes in areas where we or our suppliers and customers conduct business. We have a number of our employees and executive officers located in the San Francisco Bay Area, a region known for seismic activity and wildfires. In the event our or our partners' abilities are hindered by any of the events discussed above, sales could be delayed, resulting in missed financial targets for a particular quarter. In addition, acts of terrorism, acts of war, other geo-political unrest or health issues, such as an outbreak of pandemic or epidemic diseases, such as the COVID-19 pandemic, or fear of such events, could cause disruptions in our business or the business of our partners, customers or the economy as a whole. Any disruption in the business of our partners or customers that affects sales in a given fiscal quarter could have a significant adverse impact on our quarterly results for that and future quarters. For example, the full extent to which the COVID-19 pandemic impacts our business, results of operations and financial condition will depend on future developments, which are highly uncertain and cannot be predicted. In addition, the COVID-19 pandemic has adversely affected the economies of many countries, resulting in economic downturns that could affect demand for our products and likely impact our operating results. All of the aforementioned risks may be further increased if our disaster recovery plans prove to be inadequate. See the risk factor entitled "The ongoing COVID-19 pandemic could harm our business and results of operations."

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below expectations of securities analysts and investors, resulting in a decline in the trading price of our ordinary shares.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Report, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue, and expenses that are not readily apparent from other sources. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our ordinary shares. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, measurement of stock-based compensation expense, accounting of intangible assets, goodwill impairment test, and accounting for income taxes including deferred tax assets and liabilities.

If industry or financial analysts do not publish research or reports about our business, or if they issue inaccurate or unfavorable research regarding our ordinary shares, our share price and trading volume could decline, which could adversely affect our business.

The trading market for our ordinary shares is influenced by the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts, or the content and opinions included in their reports. If any of the analysts who cover us issues an inaccurate or unfavorable opinion regarding our company, our stock price would likely decline. In addition, the stock prices of many companies in the technology industry have declined significantly after those companies have failed to meet, or significantly exceed, the financial guidance publicly announced by the companies or the expectations of analysts or public investors. If our financial results fail to meet, or significantly exceed, our announced guidance or the expectations of analysts or public investors, our stock price may decline. Further, analysts could downgrade our ordinary shares or publish unfavorable research about us. If one or more of the analysts who cover our company ceases to cover us, or fails to publish reports on us regularly, our visibility in the financial markets could decrease, which in turn could cause our stock price or trading volume to decline and could adversely affect our business.

The requirements of being a public company may strain our resources, divert management’s attention and affect our ability to attract and retain senior management and qualified board members.

As a public company, we are subject to the reporting and corporate governance requirements of the United States Exchange Act, the listing requirements of the NYSE and other applicable securities rules and regulations, including the Sarbanes-Oxley Act (“SOX”) and the Dodd-Frank Wall Street Reform and Consumer Protection Act. Compliance with these rules and regulations has increased, and we expect will continue increasing our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources.

Among other things, the United States Exchange Act requires that we file annual, quarterly and current reports with respect to our business and results of operations, and the SOX requires that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight is required. As a result, management’s attention may be diverted from other business concerns, which could harm our business, financial condition, results of operations and prospects. Although we have already hired additional personnel to help comply with these requirements, we may need to further expand our legal and finance departments in the future or hire outside consultants, which will increase our costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. These laws, regulations and standards are subject to

varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expense and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies, regulatory authorities may initiate legal proceedings against us and our business and prospects may be harmed. As a result of disclosure of information in the filings required of a public company and in this Report, our business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business, financial condition, results of operations and prospects could be materially harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and materially harm our business, financial condition, results of operations and prospects. These factors could also make it more difficult for us to attract and retain qualified senior management or members of our board of directors, particularly to serve on our audit and compensation committees.

If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, we may be unable to accurately report our financial results or prevent fraud, and investor confidence and the market price of our ordinary shares may decline, which could adversely affect our business.

As a public company in the United States, we are subject to the SOX, which requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended and anticipate that we will continue to expend, significant resources, including accounting-related costs and significant management oversight. For example, since our IPO, we have hired additional accounting and financial staff with appropriate public company experience and technical accounting knowledge to assist in our compliance efforts. We have incurred and expect to continue to incur significant expenses and devote substantial management effort toward compliance with the auditor attestation requirements of Section 404 of the SOX. To assist us in complying with these requirements we may need to hire more employees in the future, or engage outside consultants, which will increase our operating expenses.

Despite significant investment, our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to implement or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting could also adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that are required to be included in our periodic reports that we file with the SEC.

Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, subject us to sanctions or investigations by the NYSE, the SEC or other regulatory authorities, and would likely cause the trading price of our ordinary shares to decline, which could adversely affect our business.

Risk management and control systems

Elastic, similar to other technology companies, operates in a complex and rapidly changing environment that involves many risks. In addition to general market, R&D, and economic risks, the Company faces potential risks related to its industry; information technology and cybersecurity; data privacy; financial controls and reporting; legal, regulatory and compliance; finances and taxation; global operations; environment and social responsibility; and product portfolio and commercialization, among others. As a

company committed to operating ethically and with integrity, we proactively seek to manage and, where possible, mitigate risks to help ensure compliance with applicable rules and regulations, maintain integrity and continuity in our operations and business and protect our assets. Risk management is an enterprise-wide objective subject to oversight by the Board and its committees.

It is the responsibility of Elastic's management and employees to implement and administer risk-management processes to identify material risks to our business. In addition, management must assess, manage and monitor those risks, all while maintaining flexibility in how we operate. To further embed risk management and compliance into our culture, Elastic implements relevant policies and procedures and trains employees on how to implement and comply with them. All of our committees have regular access to management and our Board and committees also schedule sessions without members of management present.

Elastic's Board, in turn, directly or through its committees, oversees management's implementation of risk management. We have approved a robust Code of Business Conduct and Ethics and other related policies, and the Board and its committees rigorously review with management actual and potential significant, including any breaches of the Code of Business Conduct and Ethics, risks at least quarterly.

Based on its oversight activities, reports from management and third parties, and extensive discussions and analyses, the Board believes that (i) the Company's internal risk management and control systems provide reasonable assurance that the Company's financial reporting does not contain any errors of material importance, (ii) based on the current state of affairs, it is justified that the Company's financial reporting is prepared on a going concern basis and (iii) this report states material risks and uncertainties relevant to the expectation of the Company's continuity for the period of twelve months after the preparation of this report. The Board has no reason to believe that there are material shortcomings associated with the Company's internal risk management and control systems that would otherwise have to be disclosed in this report. Consequently, those systems have not been materially revised during the fiscal year to which this report pertains and no material improvements thereto are scheduled. The Company's internal risk management and control systems have been discussed with the audit committee and the non-executive directors.

Credit Risk: The nature of the Group's operations is such that its customer base is sufficiently diversified and generally financially secure and that, accordingly, credit risk is limited. In addition, management regularly reviews aging of accounts receivable and has implemented procedures to ensure that cash is collected on time.

Liquidity Risk: In the years ended April 30, 2021 and 2020, our net cash provided by operating activities was \$30.9 million in the year ended April 30, 2021 and net cash used in operating activities in the year ended April 30, 2020 was \$33.6 million. For fiscal 2022, we expect to generate positive cash flows from operations. Management monitors rolling forecasts of the Group's cash and cash equivalents on the basis of expected cash flows. This is generally carried out at the Group level, taking into account the liquidity of the market in which Group's subsidiaries operate.

CORPORATE GOVERNANCE

Dutch Corporate Governance Code

Elastic is committed to good corporate governance and has implemented a robust governance structure that the Board believes remains most appropriate for the Company. As Elastic's ordinary shares are traded on the NYSE, Elastic complies with applicable listing standards of the NYSE and U.S. securities laws.

Elastic complies with the relevant principles and best practice provisions of the DCGC (which are not binding, but apply on a "comply or explain" basis), except for the following:

Remuneration (best practice provisions under chapter 3)

Consistent with Elastic's historical practices and market practices in the U.S., the trading jurisdiction of our ordinary shares, and in order to further support Elastic's ability to attract and retain the right highly qualified candidates for a board position:

- We have granted and intend to grant options and restricted stock units to non-executive directors. The options provide for vesting conditions which allow exercise of the options within the first three years of their grant date. Furthermore, the restricted stock units are not subject to a five-year holding period. Elastic's directors generally may sell their vested shares at any time, subject to company policy and applicable securities regulations. Such remuneration is in accordance with the NYSE corporate governance requirements and market practice among companies listed on the NYSE. We are in competition with other companies in this field, and we intend to maintain an attractive compensation package for our current and future board members.
- The agreement with our executive director provides for (i) a severance payment in excess of one-year base salary in certain events and (ii) a severance payment if such agreement is terminated at the initiative of the executive director. We believe these severance provisions are consistent with U.S. market practice.

Majority requirements for dismissal and setting-aside binding nominations (best practice provision under chapter 4)

Pursuant to our articles of association, the Board will nominate one or more candidates for each vacant seat on the Board. A resolution of the General Meeting to overrule such binding nomination requires at least two-thirds of the votes cast representing more than half of our issued share capital. Although in deviation from the suggested governance provision, this is in line with article 2:133 (2) of the Dutch Civil Code, which provides for the same majority and quorum requirements as included in our articles of association, and is considered to promote continuity within the Board. A two-thirds majority representing more than half of our issued share capital is also required for the dismissal of a director if such dismissal has not been proposed by the Board. Although in deviation from suggested corporate governance provisions, this is in line with article 2:134 (2) of the Dutch Civil Code.

Other Codes of Conduct or Corporate Governance Practices

In addition to the DCGC, Elastic is subject to and complies with our Code of Business Conduct and Ethics and Corporate Governance Guidelines. The texts of Elastic's Code of Business Conduct and Ethics and Corporate Governance Guidelines are publicly available on the Corporate Governance page of our Investor Relations website: <http://ir.elastic.co>.

General Meeting of Shareholders

The General Meeting is held in the Netherlands at the place where we have our corporate seat (Amsterdam) at Haarlemmermeer (Schiphol Airport), Rotterdam, or The Hague (the Netherlands). The annual General Meeting shall be held no later than six months after the end of the financial year on the date and hour and at the place mentioned in the convening notice. Additional extraordinary General Meetings may also be held whenever considered appropriate by the Board. Pursuant to Dutch law, one or more shareholders and others entitled to attend a General Meeting, who jointly represent at least one-tenth of the issued share capital, may request the Board to convene a General Meeting. If the Board has not taken the steps necessary to ensure that a General Meeting is held within the relevant statutory

period after the request, the requesting persons may, at his/her/their request, be authorized by a court in preliminary relief proceedings to convene a General Meeting.

General Meetings shall be convened by a notice, which shall include an agenda stating the items to be discussed, including for the annual General Meeting, among other things, the discussion and adoption of the annual accounts, appropriation of our profits and proposals relating to the board of directors, including the filling of any vacancies in the Board. In addition, the agenda shall include such items as have been included therein by the Board. One or more shareholders, alone or together, representing at least three percent of the issued share capital may also request to include items in the agenda of a General Meeting. Requests must be made in writing and received by the Board at least sixty days before the day of the meeting. No resolutions shall be adopted on items other than those which have been included in the agenda. In accordance with the DCGC, a shareholder may request the inclusion of an item on the agenda only after consulting the Board in that respect. If one or more shareholders intends to request that an item be put on the agenda for a General Meeting that may result in a change in the company's strategy, pursuant to the DCGC. Furthermore, with respect to certain shareholder proposals, the Board may invoke a response time of a maximum of two hundred and fifty days in accordance with article 2:114b of the Dutch Civil Code.

The General Meeting is presided over by the non-executive director designated as lead independent director, or the Lead Independent Director, or, if he or she is absent, by the vice chairperson of the board of directors. Members of the Board may attend a General Meeting. In these meetings, they have an advisory vote. The chairperson of the meeting may decide at his or her discretion to admit other persons to the meeting.

The external auditor of the company may attend the annual General Meeting in which the annual accounts are discussed.

Board of Directors

We have a one-tier board of directors, consisting of executive and non-executive directors. The number of executive and non-executive directors is to be determined by the board of directors.

Our one-tier board structure consists of one executive director and seven non-executive directors. Shay Banon serves as our Chief Executive Officer and Chairman and is an executive director.

Pursuant to our articles of association, our executive and non-executive directors may be appointed for a maximum term of three years (unless such director has resigned at an earlier date). A director may be reappointed, and the three-year maximum term may be deviated from by resolution of the General Meeting at the proposal of the Board. Consistent with established Dutch law and practice and our articles of association, executive directors and non-executive directors are appointed by the General Meeting from a binding nomination proposed by the Board.

Our Board has determined that Mr. Schuurman is not considered independent under the DCGC. As of April 30, 2021, the Board was composed as follows:

Name	Age	Position	Nationality	Date of Appointment	Term expires (AGM held in)
Shay Banon	43	Executive Director, Chief Executive Officer, and Chairman	Israel	July 2012	2021
Jonathan Chadwick (1)(2)	55	Non-executive Director	United States	August 2018	2023
Peter Fenton (2)(3)	48	Non-executive Director	United States	September 2012	2021
Alison Gleeson (2)	55	Non-executive Director	United States	January 2020	2023
Caryn Marooney (3)	53	Non-executive Director	United States	April 2019	2022
Chetan Puttagunta (1)(3)	35	Non-executive Director and Lead Independent Director	United States	January 2017	2022
Steven Schuurman	45	Non-executive Director	Netherlands	July 2012	2022
Michelangelo Volpi (1)	54	Non-executive Director and Vice Chairman	United States	January 2013	2023

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating and Corporate Governance Committee

Executive Director

Shay Banon co-founded our company and has served as a member of our board of directors since July 2012, as our Chief Executive Officer since May 2017, and as our Chairman and Chief Executive Officer since June 2018. He previously served as our Chief Technology Officer from July 2012 to April 2017. Mr. Banon holds a B.Sc. in Computer Science from Technion, Israel Institute of Technology. Mr. Banon is the creator of our Elasticsearch product. We believe that Mr. Banon is qualified to serve as a member of the Board because of the perspective and experience he brings as our Chief Executive Officer and co-founder and his experience as an executive in the technology industry.

Non-executive Directors

Jonathan Chadwick has served as a member of our board of directors since August 2018. Mr. Chadwick has been a private investor since April 2016. From November 2012 to April 2016, Mr. Chadwick served as Chief Financial Officer and Executive Vice President of VMware, Inc., a virtualization and cloud infrastructure solutions company, and from August 2014 to April 2016, he also served as VMware's Chief Operating Officer. From March 2011 until November 2012, he served as the Chief Financial Officer of Skype Communication S.á.r.l., a voice over IP (VoIP) service, and as a corporate vice president of Microsoft Corporation after its acquisition of Skype in October 2011. From June 2010 until February 2011, Mr. Chadwick served as Executive Vice President and Chief Financial Officer of McAfee, Inc., a security software company, until its acquisition by Intel Corporation. From September 1997 until June 2010, Mr. Chadwick served in various executive roles at Cisco Systems, Inc., a multinational technology company ("Cisco"). He currently serves on the board of directors of Confluent, Inc., a data infrastructure company, ServiceNow, Inc., a cloud computing company, Zoom Video Communications, Inc., a provider of remote conferencing services, and various private companies. He previously served on the board of directors of Cognizant Technology Solutions Corporation, an IT business services provider, from April 2016 to December 2019, and F5 Networks, Inc., an application networking delivery company, from August 2011 until March 2019. He also worked for Coopers & Lybrand in various roles in the U.S. and U.K. Mr. Chadwick is qualified as a Chartered Accountant in England and holds a B.Sc. degree in Electrical and Electronic Engineering from the University of Bath, U.K. We believe Mr. Chadwick is qualified to serve as a member of our board of directors because of his significant financial expertise as a Chief Financial Officer and service on the boards of directors of various public companies.

Peter Fenton has served as a member of our board of directors since September 2012. Mr. Fenton has served as General Partner of Benchmark Capital Partners, a venture capital firm, since September 2006. He currently serves on the board of directors of Cloudera, Inc., an enterprise data cloud company, and various private companies. Mr. Fenton previously served as a director of Zuora, Inc. ("Zuora"), an enterprise software company that designs and sells SaaS applications, from December 2007 to June 2021, New Relic, Inc. a software analytics company, from February 2008 to August 2020, Hortonworks, Inc. ("Hortonworks")(now a wholly owned subsidiary of Cloudera), a data software company, from July 2011 to January 2019, Yelp Inc. a local directory and user review service company, from September 2006 to March 2019, Twitter, Inc., a social networking service, from February 2009 to May 2017 and Zendesk, Inc. ("Zendesk"), a software development company that provides a software-as-a-service customer service platform, from July 2009 to October 2017. Mr. Fenton holds a B.A. in Philosophy from Stanford University and an M.B.A. from the Stanford University Graduate School of Business. We believe that Mr. Fenton is qualified to serve as a member of our board of directors because of his extensive experience in the venture capital industry and his knowledge of technology companies.

Alison Gleeson has served as a member of our board of directors since January 2020. She has served as a special advisor at Brighton Park Capital, an investment firm, since October 2019. From November 2018 to September 2019, she was a private investor. From January 1996 to October 2018, Ms. Gleeson was with Cisco, where she served in various roles, most recently as Senior Vice President, Americas from July 2014 to October 2018. Ms. Gleeson holds a B.A. in Marketing from Michigan State University. We believe Ms. Gleeson is qualified to serve as a member of our board of directors because of her prior executive and go-to-market experience for a large public company.

Caryn Marooney has served as a member of our board of directors since April 2019. She has served as a General Partner of Coatue Management, LLC, a global investment manager, since November 2019. From May 2011 to May 2019 she served in various roles at Facebook, Inc., a social networking service, most recently as Vice President, Global Communications from March 2012 to May 2019. From June 1997 to March 2011, Ms. Marooney served in various roles, including President and Chief Executive Officer, of The OutCast Agency, a public relations firm. Ms. Marooney also serves on the boards of various private companies. Ms. Marooney served as a member of the board of directors of Zendesk from January 2014 to May 2020. Ms. Marooney holds a B.S. in Labor Relations from Cornell University. We believe that Ms. Marooney is qualified to serve as a member of our board of directors because of her prior executive experience and her experience advising technology companies.

Chetan Puttagunta has served as a member of our board of directors since January 2017 and as our lead independent director since June 2018. Mr. Puttagunta has served as General Partner of Benchmark Capital Partners since July 2018. From October 2016 until July 2018, Mr. Puttagunta served as a General Partner of New Enterprise Associates, a venture capital firm he joined in April 2011. Mr. Puttagunta also serves on the boards of various private companies. Mr. Puttagunta holds a B.S. in Electrical Engineering from Stanford University. We believe that Mr. Puttagunta is qualified to serve as a member of our board of directors because of his extensive experience in the venture capital industry and his knowledge of the technology industry.

Steven Schuurman co-founded our company and has served as a member of our board of directors since July 2012 and previously served as our Chief Executive Officer from July 2012 to May 2017. Mr. Schuurman serves on the boards of various private companies. Mr. Schuurman holds a B.Sc. in Electrical Engineering from TH Rijswijk, now known as The Hague University of Applied Sciences. We believe Mr. Schuurman is qualified to serve as a member of our board of directors because of his deep understanding of our business, operations and strategy due to his role as our co-founder and former Chief Executive Officer.

Michelangelo Volpi has served as a member of our board of directors since January 2013. Mr. Volpi has served as a Partner and Co-president of Index Ventures, a venture capital firm, since July 2009. He currently serves as a director of Confluent, Inc., a data infrastructure company, Tishman Speyer Innovation Corp. II, a publicly traded special purpose acquisition company and Sonos, Inc., a consumer electronics company, and previously served as a director of TS Innovation Acquisitions Corp., a publicly traded special purpose acquisition company, from November 2020 to June 2021, Fiat Chrysler Automobiles N.V., an automotive company, from April 2017 to January 2021, Zuora from November 2011 to June 2020, Hortonworks from October 2011 to January 2019, Pure Storage, Inc., an all-flash data storage company, from April 2014 to October 2018 and Exor N.V., a holding company, from April 2012 to May 2018. Mr. Volpi also serves on the boards of various private companies. Mr. Volpi holds a B.S. in Mechanical Engineering and an M.S. in Manufacturing Systems Engineering from Stanford University, and an M.B.A. from the Stanford University Graduate School of Business. We believe that Mr. Volpi is qualified to serve as a member of our board of directors because of his extensive experience in the venture capital industry and his knowledge of technology companies.

During the fiscal year ended April 30, 2021, our board of directors held four meetings (all regularly scheduled meetings) which were attended by all our directors, with the exception of one meeting which was not attended by Mr. Schuurman. All committee meetings were attended by the relevant directors as well, provided that Mr. Fenton could not attend one committee meeting. Mr. Fenton attended five committee meetings during the fiscal year. During our fiscal year ended April 30, 2021, the board of directors also acted by written consent.

Although we do not have a formal policy regarding attendance by members of our board of directors at annual General Meetings of shareholders, we encourage, but do not require, our directors to attend. During the fiscal year ended April 30, 2021, we held one annual General Meeting on October 21, 2020.

Activities of and evaluation by the non-executive directors

The non-executive directors have overseen management and the functioning of the Board, and provided advice to our executive director and senior management, including overseeing the executive director and senior management's execution of Elastic's strategy and monitoring the general affairs of the Company and

business connected with it as described in the Company's relevant governance documents. The directors on the Board and its committees received extensive information and input from multiple layers of management and external advisors, engaged in detailed and robust discussion and analysis regarding matters brought before them (including in executive session) and consistently and actively engaged in the development and approval of significant corporate strategies.

All non-executive directors regularly attended board of directors meetings held during the fiscal year to which this report pertains.

The non-executive directors, assisted by the nominating and corporate governance committee, have discussed at least once during the fiscal year to which this report pertains (i) their own functioning, the functioning of the Board committees and the individual members thereof, and discussed the conclusions that may be drawn on the basis thereof, (ii) the desired profile, composition and competence of the Board, and (iii) the functioning of the Board and the performance by the individual directors of their duties, and discussed the conclusions that may be drawn on the basis thereof.

The non-executive directors also discussed the Company's strategy and the main risks associated with its business, the results of the evaluation by the Board of the design and effectiveness of the internal risk management and control systems, as well as any significant changes thereto.

The Board and each committee conduct an annual self-evaluation by their respective members. These evaluations are intended to facilitate an examination and discussion by the entire Board and each committee of its effectiveness as a group in fulfilling its charter requirements and other responsibilities, its performance, and areas for improvement. The nominating and corporate governance committee supervises the format for each annual self-evaluation and, as appropriate, may use evaluation results in assessing and recommending the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations with respect to assignments of its members to various committees.

The evaluation described above takes place based on the aforementioned self-evaluation.

The Board has discussed the conclusions from the evaluation described above. The main conclusion was that, overall, our directors are satisfied with the functioning of, and their respective memberships of, the Board and, where relevant, its committees. The evaluation included a review of charters of the standing Board committees and certain of our other governance-related documents.

The Board and/or individual members will participate from time to time in director educational seminars, conferences and other director education programs presented by external and internal resources, on matters that may relate to, among other topics, compensation, governance, risk oversight, business, industry, audit and accounting, credit and financial, regulatory and other current issues confronting boards of directors of public companies.

Committees of the Board

The Board has the authority to appoint committees to perform certain management and administrative functions. The Board has established an audit committee, a compensation committee and a nominating and corporate governance committee, each of which has the composition and responsibilities described below. Members will serve on these committees until their resignation or until otherwise determined by the Board. Executive directors may not be members of the audit committee, compensation committee or the nominating and corporate governance committee. The Board may from time to time establish ad hoc committees. Each committee operates under a written charter, a current copy of which, along with our articles of association, board rules and corporate governance guidelines, are available on the Corporate Governance page of our Investor Relations website: <http://ir.elastic.co>.

Audit Committee

Our audit committee is composed of Messrs. Chadwick, Puttagunta and Volpi, each of whom is a non-executive member of the Board. The audit committee may not be chaired by the Lead Independent Director or by a former executive director. Mr. Chadwick is the chair of our audit committee. The Board has determined that all members of our audit committee, including the chair of our audit committee, satisfy the requirements for independence and financial literacy under the rules and regulations of the NYSE and the SEC and the requirements for independence under the rules of the DCGC. The audit committee is responsible for, among other things:

- review of all related party transactions in accordance with our related party transactions policy;
- overseeing our accounting and financial reporting processes;
- the integrity and audits of our consolidated financial statements and financial reporting process;
- our systems of disclosure controls and procedures and internal control over financial reporting;
- our compliance with financial, legal and regulatory requirements related to our financial statements and other public disclosures, our compliance with our policies related thereto, and our policy in respect of tax planning;
- the engagement and retention of the registered independent public accounting firm to audit our U.S. generally accepted accounting principles (“GAAP”) financial statements and the recommendation for nomination by the Board for the instruction (appointment) by our General Meeting of an external auditor to audit the Dutch statutory annual accounts and board report, and the evaluation of the qualifications, independence, and performance of the independent public accounting firm, including the provision of non-audit services;
- the application of information and communication technology;
- the role and performance of our internal audit function;
- reviewing significant cybersecurity matters and concerns including information security and related regulatory matters and compliance;
- overseeing significant tax and treasury matters, including, among others, tax planning and compliance, cash management, investing activities, and currency exposures approving policies related thereto;
- our overall risk profile; and
- attending to such other matters as are specifically delegated to our audit committee by the Board from time to time.

During the fiscal year ended April 30, 2021, the audit committee met seven times. The audit committee discussed matters relating to the following topics, among others: the engagement (appointment, compensation, retention, oversight and plan) of the Company’s independent auditor, PricewaterhouseCoopers LLP and PricewaterhouseCoopers Accountants N.V (“PwC”); Elastic’s quarterly financial reports on Form 10-Q; Elastic’s annual report on Form 10-K; Elastic’s Dutch statutory annual accounts and board report for the fiscal year ended April 30, 2020; Elastic’s accounting, financing, legal, and tax matters and tax strategy; Elastic’s internal audit function; Elastic’s assessment of its disclosure controls and procedures and internal controls; Elastic’s proxy statement for an annual General Meeting held on October 21, 2020, and the Audit Committee Reports included therein; Elastic’s related person transactions policy, and (the absence of) related person transactions; Elastic’s ethics and compliance program, whistleblower reports, Elastic’s Directors & Officers liability (“D&O”) insurance program; Elastic’s ‘corporate governance documents and policies and the audit committee charter; Elastic’s corporate structure; Elastic’s information technology and information security; Elastic’s response to the COVID-19 pandemic; Elastic’s export control processes; Elastic’s assessment of enterprise, financial and operational risks; Elastic’s functional currency and billing currencies and overall entity structure; accounting organization; hiring of former auditor personnel; and risks associated with its business.

Compensation Committee

Our compensation committee is composed of Messrs. Chadwick and Fenton and Ms. Gleeson, each of whom is a non-executive member of the Board. The compensation committee may not be chaired by the Lead Independent Director or by a former executive director. Mr. Fenton is the chair of our compensation committee. The Board has determined that each member of our compensation committee meets the requirements for independence under the rules of the DCGC, NYSE and the SEC. The compensation committee is responsible for, among other things:

- reviewing and approving the compensation, including equity compensation, change-in-control benefits and severance arrangements, of our executive officers and overseeing their performance;
- reviewing and making recommendations to the Board with respect to the compensation of our directors;
- reviewing and making recommendations to the Board with respect to our executive compensation policies and plans;
- implementing and administering our incentive and equity-based compensation plans;
- determining the number of shares underlying, and the terms of, restricted share awards and options to be granted to our directors, executive officers, and other employees pursuant to these plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- producing a report on executive compensation to be included in our annual proxy statement;
- assisting the Board in producing the compensation report to be included in our annual report filed in the Netherlands and to be posted on our Investor Relations website <http://ir.elastic.co.in> in accordance with best practice of the DCGC;
- review and monitor matters related to human capital management, including talent acquisition and retention; and
- attending to such other matters as are specifically delegated to our compensation committee by the Board from time to time.

Our compensation committee held four meetings during our fiscal year ended April 30, 2021 and discussed matters relating to the following topics, among others: recommendation to the Board with respect to the chief executive officer and chairman's compensation; compensation of non-executive directors; compensation of the executive officers and other senior management; the Company's peer group of companies for conducting the Company's executive compensation assessments; the Company's executive compensation program as compared to those of the Company's peers; matters relating to the Company's cash and equity incentive plans; the "Remuneration" section of Elastic's Dutch board report; executive performance; and the Company's diversity initiatives, including the current diversity landscape; absence of conflicts of interest with the compensation consultant; the compensation committee charter; compensation risk assessment, compensation disclosure requirements and shareholder votes required under U.S. federal securities laws; delegation of new hire equity award authority; the annual equity program spend, dilution analyses and burn rate. In addition, the compensation committee approved revised form grant agreements under the amended and restated 2012 stock option plan (the "Option Plan"), as well as equity grants to employees.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee is composed of Messrs. Fenton and Puttagunta and Ms. Marooney, each of whom is a non-executive member of the Board. Mr. Puttagunta is the chair of our nominating and corporate governance committee. The Board has determined that each member of our nominating and corporate governance committee meets the requirements for independence under the rules of the DCGC and the NYSE.

The nominating and corporate governance committee is responsible for, among other things:

- identifying, recruiting, and recommending to the Board qualified candidates for election as directors and recommending a slate of nominees for election as directors at our annual General Meeting of shareholders;

- developing and recommending to the Board corporate governance guidelines as set forth in our rules of the board of directors, including the committee's selection criteria for director nominees, and implementing and monitoring such guidelines;
- overseeing compliance with legal and regulatory requirements applicable to us;
- reviewing and making recommendations on matters involving the general operation of the Board, including board size and composition, and committee composition and structure;
- recommending to the Board nominees for each committee of the Board;
- annually facilitating the assessment of the Board' performance as a whole and of the individual directors, and the performance of our committees of the board of directors as required by applicable law, regulations and the corporate governance listing standards; and
- overseeing our board of directors' evaluation of executive officers.

The nominating and corporate governance committee met two times during our fiscal year ended April 30, 2021. The nominating and corporate governance committee discussed matters relating to the following topics, among others: Board composition, functioning and size; director nomination and potential new director candidates; Board diversity requirements; selection criteria and appointment procedures for new Board members and senior executives; succession planning; annual Board and committee evaluations; induction program for Board members; environmental, social and governance (ESG) matters; recommendations to the Board regarding the following matters: annual assessments of the directors' independence, designations of Chairman, Vice Chairman, Lead Independent Director, confirmation of the appointment of committee members and chairpersons, determination of "audit committee financial experts, and confirmation of executive officers and Section 16 officers; nominations for director elections; review of corporate governance documents and policies; and the nominating and corporate governance committee charter; Elastic's proxy statement for an annual General Meeting held on October 21, 2020; and Elastic's Dutch statutory annual accounts and board report for the fiscal year ended April 30, 2020.

Diversity

In September 2018, the Board adopted a diversity policy (subsequently amended in August 2021) with respect to Board composition, considering characteristics such as nationality, age, gender, race, ethnicity, education and professional background, among others.

In recommending candidates to the board of directors, the nominating and corporate governance committee takes into consideration the board of directors' criteria for selecting new directors, including, but not limited to, integrity, past achievements, judgment, intelligence, relevant experience and the ability of the candidate to devote adequate time to duties of the board of directors. The nominating and corporate governance committee does not assign specific weights to particular criteria, and no particular criterion is a prerequisite for any candidate. We do however consider diversity in reviewing director candidates and do not discriminate on the basis of race, religion, sexual orientation, sex or national origin.

It is reflected in our diversity policy that it is our objective to increase the gender diversity within the Board such that the Board shall consist of at least 30% female directors. The Board considers diversity in reviewing director candidates and does not discriminate on the basis of race, religion, sexual orientation, sex or national origin. However, in order for the Board to fulfill its responsibilities, our nominating and corporate governance committee believes that the Board should first of all include directors that possess a blend of experience, knowledge and ability, regardless of other characteristics. Mses. Gleeson and Marooney were nominated for appointment to the Board based on their experience, knowledge and ability. Their appointments have also improved the gender diversity within the Board. The Board has nominated Ms. Shelley Leibowitz for appointment as director at our 2021 annual General Meeting. Following her appointment, the Board will be composed in accordance with our diversity policy. The Board takes into account Elastic's diversity policy when selecting and instructing a search firm to assist in our search for new directors.

REMUNERATION REPORT

Pursuant to Section 2:135(1) DCC, our General Meeting has adopted a remuneration policy for our Board members (the “Remuneration Policy”).

In this Remuneration Report, an overview is provided of the Remuneration Policy for the Board and the application thereof in fiscal 2021. For details regarding the remuneration of the Board in fiscal 2021, see Consolidated Financial Statements - Notes to the Consolidated Financial Statements - *Note 26 Related parties*.

Remuneration policy

The Remuneration Policy supports the long-term development of the Company in a highly dynamic environment, while aiming to fulfill all stakeholders’ requirements and keeping an acceptable risk profile.

The purpose of the Remuneration Policy is to define a competitive remuneration package, designed to attract, retain, and motivate directors who possess the necessary leadership qualities and the requisite skills and experience in the various aspects of the Company’s business. The policy acknowledges the internal and external context as well as our business needs and long-term strategy. The policy is designed to encourage behavior that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The policy is aimed at motivating for outstanding achievements, using a combination of non-financial and financial performance measures.

The policy aims to ensure that directors’ interests are closely aligned to those of the Company’s stakeholders, including the shareholders, and to incentivize directors to achieve short-term and long-term objectives of substantially increasing the Company’s equity value. When determining director remuneration, the compensation committee and the Board take into consideration the Company’s strategy and core values, which are focused on long-term direction and continuity, and address the interests of all of the Company’s stakeholders.

The Board is currently not contemplating to propose any change to the Remuneration Policy or the implementation thereof in the upcoming fiscal years.

Remuneration of executive director

The remuneration package for the executive director is determined by the non-executive directors on the Board, without any involvement of executive director, in accordance with the Remuneration Policy and the compensation committee charter.

Executive director remuneration includes a fixed base salary and a variable component comprised of short-term and long-term variable incentives. An executive director also receives certain minimal perquisites and retirement and health benefits, as well as severance payment or change of control protections.

- **Fixed component: base salary:** The base salary of the executive director is set at a competitive level, taking into account the skills, competencies, experience, scope of duties and performance of the executive director.
- **Variable remuneration:** The executive director is granted variable compensation in the form of short-term and long-term incentives. The objective of the performance-related variable remuneration payment is to incentivize and reward strong short-term and long-term financial and personal performance and the implementation of strategic imperatives.
 - **Short-term incentive:** A short-term incentive generally consists of an annual performance-based cash bonus. The performance test includes criteria reflecting the Company’s financial performance and may also include quantitative or qualitative criteria related to the Company’s non-financial performance or to individual performance, or both, as set out in the Company’s executive incentive compensation plan (the “Bonus Plan”), or any successor plan or arrangement adopted and implemented by the Company. The non-executive directors on the Board may also award cash bonuses to an executive director for specific transactions that the non-executive directors on the Board, in its discretion, deems exceptional in terms of strategic importance and effect on the Company’s results.

- *Long-term incentive – equity compensation:* Long-term incentives are granted under the Company’s then-current stock option plan, which upon adoption of this policy is the “Option Plan” setting out the appropriate terms and conditions under which incentives can be awarded. In determining the long-term incentive component of an executive director’s remuneration, the compensation committee and/or the non-executive directors on the Board consider any factors that they deem relevant. The Company uses equity awards to incentivize and reward the executive officer for long-term corporate performance based on the value of the Company’s ordinary shares and, thereby, to align the executive director’s interests with the interests of our shareholders. The realized value of these equity awards bears a direct relationship to the Company’s share price, and, therefore, these awards are an incentive for the executive director to create value for our shareholders. Equity awards also help the Company retain our senior officers in a highly competitive market and as such contribute to the long-term value creation for all of the Company’s stakeholders
- *Executive Incentive Compensation Plan:* The Company has a Bonus Plan that allows the compensation committee and/or the non-executive directors on the Board to provide cash incentive awards to executive directors and selected employees, based upon performance goals established by the compensation committee. The Bonus Plan enables the compensation committee to provide cash incentive awards to selected employees, including our Named Executive Officers (other than the Chief Executive Officer), based upon the Company’s actual achievement as measured against performance metrics established by the compensation committee. In the case of the Chief Executive Officer, the performance metrics for his cash incentive awards and the actual payment of the awards are established by the non-executive directors serving on the Board, upon the recommendation from the compensation committee.

Under the Bonus Plan, the compensation committee will determine the performance goals applicable to any award, which goals may include, without limitation: (i) attainment of research and development milestones, (ii) bookings, (iii) business divestitures and acquisitions, (iv) calculated billings, (v) cash flow, (vi) cash position, (vii) contract awards or backlog, (viii) customer renewals, (ix) customer retention rates from an acquired company, subsidiary, business unit or division, (x) earnings (which may include earnings before interest and taxes, earnings before taxes, and net taxes), (xi) earnings per share, (xii) expenses, (xiii) gross margin, (xiv) growth in stockholder value relative to the moving average of the S&P 500 Index or another index, (xv) internal rate of return, (xvi) market share, (xvii) net income, (xviii) net profit, (xix) net sales, (xx) new product development, (xxi) new product invention or innovation, (xxii) number of customers, (xxiii) operating cash flow, (xxiv) operating expenses, (xxv) operating income, (xxvi) operating margin, (xxvii) overhead or other expense reduction, (xxviii) product defect measures, (xxix) product release timelines, (xxx) productivity, (xxxi) profit, (xxxii) retained earnings, (xxxiii) return on assets, (xxxiv) return on capital, (xxxv) return on equity, (xxxvi) return on investment, (xxxvii) return on sales, (xxxviii) revenue, (xxxix) revenue growth, (xl) sales results, (xli) sales growth, (xlii) stock price, (xliii) time to market, (xliv) total stockholder return, (xlv) working capital, and (xlvi) individual objectives such as peer reviews or other subjective or objective criteria.

The compensation committee believes that the financial performance measures used in the Bonus Plan contribute to driving the creation of long-term stakeholder value, including shareholder value, and play an important role in influencing the performance of the executive director and other officers of the Company that participate in the plan, who are most directly responsible for our overall success.

Performance goals that include the Company’s financial results may be determined in accordance with U.S. generally accepted accounting principles (“GAAP”) or such financial results may consist of non-GAAP financial measures and any actual results may be adjusted by the compensation committee for one-time items or unbudgeted or unexpected items when determining whether the performance goals have been met. The goals may be

on the basis of any factors the compensation committee determines relevant, and may be adjusted on an individual, divisional, business unit or company wide basis. The performance goals may differ from participant to participant and from award to award.

The compensation committee may, in its sole discretion and at any time, increase, reduce or eliminate a participant's actual award, and/or increase, reduce or eliminate the amount allocated to the bonus pool for a particular performance period. The actual award may be below, at or above a participant's target award, in the compensation committee's discretion. The compensation committee may determine the amount of any reduction on the basis of such factors as it deems relevant, and it is not required to establish any allocation or weighting with respect to the factors it considers.

Actual awards will be paid in cash only after they are earned, which, unless otherwise determined by the compensation committee, requires continued employment through the date a bonus is paid. The compensation committee will have the authority to amend, alter, suspend or terminate the Bonus Plan provided such action does not impair the existing rights of any participant with respect to any earned bonus.

- **401(k) and Other Plans:** The Company maintains a 401(k) plan for executive directors that are employees based in the U.S. The 401(k) plan is intended to qualify under Section 401(k) of the United States Internal Revenue Code, (the "Internal Revenue Code") so that contributions to the 401(k) plan by employees or by the Company, and the investment earnings thereon, are not taxable to the employees until withdrawn, and so that contributions made by the Company, if any, will be deductible by the Company when made. The Company does not offer any retirement benefits to our current executive director located in Israel, except to the extent certain social benefits are required pursuant to Israeli labor laws or are common practice in Israel, and such social benefits are applicable to all Israeli employees. Specifically, based on Israeli labor laws, an Israeli employee is entitled to severance pay upon termination of employment for any reason, including retirement, equal to the most recent monthly salary of such employee multiplied by the number of years of employment of such employee. The Company makes a payment of 8.333% of each employee's monthly base salary to an insurance or pension fund to pay for this future liability payable to its employees upon termination of their employment. In addition, the Company makes a payment of up to 7.5% of each employee's monthly base salary to another insurance or pension fund, and this accrued amount may be withdrawn by the employee only upon retirement (to the extent either the statutory severance or retirement amounts become payable to the executive director, they will offset amounts otherwise payable to the executive director under his employment agreement. The Company generally provides all of its Israeli employees with a fixed travel allowance for commuting costs, except that it provides the executive director with reimbursements for such costs, up to a maximum amount of ILS 550 per month. Also, as is customary in Israel applicable to all Israeli employees, the Company provides its Israeli employees with a certain amount of monthly contributions (7.5% of their base salary) to a savings fund designed for employee's study and training purposes.
- **Benefits:** An executive director may be entitled to allowances and/or benefits in kind. These allowances and benefits may be comprised of elements consistent with market practice (such as, but not limited to contribution to health care costs, fixed annual cost allowances or otherwise) or relate to specific international circumstances (such as, but not limited to, grossed-up costs relating to relocation, accidental and health insurance, housing, school and travel).
- **Severance payment:** Executive directors may be eligible for a severance payment on termination of office. This severance payment may be included in an employment agreement to provide for compensation for loss of income resulting from non-voluntary termination. Our CEO's employment agreement also provides that he may be eligible to receive certain severance payments and benefits in connection with certain terminations of employment with the Company, including a termination of employment in connection with a change in control of the Company. A summary of the current terms of the employment agreement entered into with executive directors can be found in the Company's proxy statement filed with the SEC, which is available on the Company's website.

Scenario analyses

For the purpose of this policy, non-executive directors have analyzed possible outcomes of the remuneration components and how these affect the remuneration of directors.

Adjustment to variable Remuneration

In accordance with Dutch law, the variable remuneration of directors may be:

- i. adjusted to an appropriate level if payment of the variable remuneration were to be unacceptable according to principles of reasonableness and fairness; or
- ii. partly or fully clawed back, to the extent it was paid on the basis of incorrect information (i) underlying the targets to be achieved, or (ii) regarding the circumstances on which the bonus was made conditional.

No adjustments to the variable remuneration were made during fiscal 2021.

CEO Pay Ratio

Presented below is the ratio of annual total compensation of our median compensated employee to that of Shay Banon, our Chief Executive Officer, in fiscal 2021.

The ratio presented below is a reasonable estimate calculated in a manner consistent with SEC rules and applicable guidelines. The SEC's rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. The pay ratio reported by other companies may not be comparable to the pay ratio reported below, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios. As a result, and as explained by the SEC when it adopted these rules, in considering the pay ratio disclosure, shareholders should keep in mind that the rule was not designed to facilitate comparisons of pay ratios among different companies, even companies within the same industry, but rather to allow shareholders to better understand and assess each particular company's compensation practices and pay ratio disclosures.

For each member of the applicable employee population, we summed his or her target cash compensation and equity awards received during fiscal 2021. For employees paid other than in U.S. dollars, we converted their compensation to U.S. dollars using our anticipated exchange rate for fiscal 2021. With respect to equity awards, we determined the grant date fair value of restricted stock units and options awarded during fiscal 2021 computed in accordance with FASB ASC Topic 718 using the closing price of our common stock on the date of grant for restricted stock units and the Black-Scholes option-pricing model for stock options.

In determining our employee population, we considered the individuals other than our CEO who were employed by us on March 1, 2021, whether employed in a full-time, part-time or temporary capacity. We did not include any contractors, agency workers or other nonemployees.

After identifying the median employee, we then calculated the total fiscal year 2021 compensation for this individual using the same methodology we use to calculate the fiscal year 2021 amount for our Chief Executive Officer.

The fiscal year 2021 annual total compensation as determined under Item 402 of Regulation S-K for our CEO was \$10,565,233. The fiscal year 2021 annual total for our median employee was \$231,150. Thus, the ratio of our CEO's total fiscal year 2021 compensation to our median employee's total fiscal year 2021 compensation was 46:1.

Neither the Compensation Committee nor our management used this pay ratio in making compensation decisions.

Remuneration of non-executive directors

Each non-executive director is eligible to receive compensation for his or her service consisting of annual cash retainers and equity awards. The Board has the discretion to revise non-executive director compensation as it deems necessary or appropriate, in accordance with our remuneration policy as adopted by the General Meeting.

The non-executive director remuneration package is reviewed periodically in accordance with the charter of the compensation committee and the Company's internal policies.

The remuneration package in place for non-executive directors is set to ensure that the arrangements for non-executive directors are competitive, taking into account the skills, competencies, experience, scope of duties and performance of, and time spent by, the non-executive director. As a consequence of the periodic review, additional remuneration may be granted where appropriate.

Cash Compensation. In Fiscal 2021, all non-executive directors were eligible to receive the following cash compensation for their services:

- \$30,000 per year for service as a board member;
- \$10,000 per year additionally for service as lead independent director;
- \$20,000 per year additionally for service as chairperson of the audit committee;
- \$8,500 per year additionally for service as an audit committee member;
- \$12,000 per year additionally for service as chairperson of the compensation committee;
- \$5,000 per year additionally for service as a compensation committee member;
- \$7,500 per year additionally for service as chairperson of the nominating and corporate governance committee; and
- \$4,000 per year additionally for service as a nominating and corporate governance committee member.

All cash payments to non-executive directors, or the retainer cash payments, are paid quarterly in arrears on a prorated basis.

Equity Compensation. In Fiscal 2021, our non-executive directors were eligible for nondiscretionary, automatic grants of restricted stock units, except for any non-employee director who either (i) beneficially owns more than 2% of the outstanding and issued share capital of the Company, or (ii) is a partner or a member of any venture capital firm that owns securities of the Company representing more than 2% of the outstanding and issued share capital of the Company.

- *Initial award.* Any person who would have first become an eligible non-executive would have been granted an award of restricted stock units covering a number of shares having a grant date fair value equal to \$170,000 pro-rated for the amount of time that remains in the 12-month period prior to the next scheduled annual General Meeting (and if the date of such General Meeting is not known, the one-year anniversary of the most recent Annual Award granted to non-executive directors), rounded down to the nearest whole share. The shares underlying the Initial Award will settle on the earlier of (i) the one-year anniversary of the date the Initial Award is granted or (ii) the day prior to the date of the annual General Meeting next following the date the Initial Award is granted, subject to continued service through the applicable vesting date.
- *Annual award.* For Fiscal 2021, on the date of each General Meeting of the Company's shareholders, each eligible non-executive director was eligible to be granted an award of restricted stock units covering a number of shares having a grant date fair value equal to \$170,000 (the "Annual Award"). The shares underlying the Annual Award will settle on the earlier of (i) the one-year anniversary of the date the Annual Award is granted or (ii) the day prior to the date of the annual General Meeting next following the date the Annual Award is granted, subject to continued service through the applicable vesting date.

The grant date fair value is computed in accordance with GAAP.

Any award of restricted stock units granted under our non-executive director compensation policy will fully vest and become exercisable in the event of a change in control, as defined in our Option Plan, provided that the director remains a director through such change in control. Further, our Option Plan provides that in the event of a merger or change in control, as defined in our Option Plan, each outstanding equity award granted under our Option Plan that is held by a non-executive director will fully vest, all restrictions on the shares subject to such award will lapse, and with respect to awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at 100% of target levels, and all of the shares subject to such award will become fully exercisable, if applicable, provided such director remains a director through such merger or change in control.

Re-imbursement of expenses: The Company reimburses directors for reasonable expenses incurred to attend meetings of the Board and its committees. The Company makes the reimbursement in line with the Company's expense policy after it receives an invoice, including receipts (originals or copies) for the expenses paid.

RELATED PARTY DISCLOSURES

For information on related party transactions, see Consolidated Financial Statements - Notes to the Consolidated Financial Statements - *Note 26 Related parties*. Where applicable, best practice provisions 2.7.3, 2.7.4 and 2.7.5 of the DCGC, have been observed.

PROTECTIVE MEASURES

Under Dutch law, protective measures against takeovers are possible and permissible, within the boundaries set by Dutch law and Dutch case law.

Provisions of our articles of association and resolutions our board of directors have adopted may have the effect of making a takeover of our Company more difficult or less attractive, including as described below:

- Our board of directors has been designated to issue preference shares and grant rights to subscribe for preference shares up to 100% of our issued share capital at the time of the issue for a period of five years from October 10, 2018, the date of the completion of our initial public offering. The purpose of this designation is to protect the Company from influences that do not serve our best interests and threaten to undermine our continuity, independence and identity. The preference shares (or right to subscribe for preference shares) will be issued to a separate, newly-incorporated foundation which will be structured to operate independently from us. The foundation's objectives will provide that it will promote the interests of the Company and the businesses maintained by the Company and group companies. The foundation tries to realize these objectives, including by acquiring and holding preference shares and exercising the rights attached to those preference shares, at the sole discretion of the board of the foundation. The foundation can be granted a call option for, in principle, an indefinite period. On each exercise of the call option the foundation would be entitled to acquire up to a maximum of preference shares corresponding to 100% of the issued ordinary shares at the time of exercise of the call option that are held by parties other than the foundation, the Company or any of the Company's subsidiaries minus the number of preference shares held by the foundation (if any). The foundation may exercise the call option repeatedly, each time up to the aforementioned maximum. The call option can, *inter alia*, be used by the foundation to (i) prevent, delay or otherwise complicate an unsolicited takeover bid for an unsolicited acquisition of ordinary shares by means of an acquisition at the stock market or otherwise, (ii) prevent and counteract concentration of voting rights in the General Meeting, and/or (iii) resist unwanted influence by and pressure from shareholders to amend the strategy of the management board. If the foundation exercises the call option the Company shall issue such number of preference shares for which the option is exercised. The preference shares shall be issued for their nominal value, of which at least 25% should be paid up upon issuance, possibly at the expense of the Company's reserve. These preference shares will have both a liquidation and dividend preference over our ordinary shares and will accrue cash dividends at a fixed rate.
- Our board of directors has been designated to issue ordinary shares and grant rights to subscribe for ordinary shares up to the amount of our authorized share capital for ordinary shares and to limit or exclude pre-emptive rights on ordinary shares, in each case for a period of five years from October 10, 2018.
- Our articles of association include provisions that may make it more difficult for a third party to acquire control over us or effect a change in our board of directors. These provisions include: a provision that directors can only be appointed upon nomination by our board of directors; a provision that directors may only be removed by a General Meeting by a two-thirds majority of votes cast representing more than half of our outstanding share capital (unless the removal was proposed by the board of directors); and a requirement that certain resolutions, including an amendment of our articles of association, may only be adopted by our General Meeting if they are proposed by our board of directors.

The financial statements were approved by the board of directors and authorized for issue on August 27, 2021 and signed by:

Shay Banon (appointed July 20, 2012)
Executive Director & Chief Executive Officer
and Chairman
August 27, 2021

Jonathan Chadwick (appointed August 14, 2018)
Non-executive Director
August 27, 2021

Peter Fenton (appointed September 26, 2012)
Non-executive Director
August 27, 2021

Alison Gleeson (appointed January 10, 2020)
Non-executive Director
August 27, 2021

Caryn Marooney (appointed April 25, 2019)
Non-executive Director
August 27, 2021

Chetan Puttagunta (appointed January 10, 2017)
Non-executive Director
August 27, 2021

Steven Schuurman (appointed July 20, 2012)
Non-executive Director
August 27, 2021

Michelangelo Volpi (appointed January 25, 2013)
Non-executive Director
August 27, 2021

Elastic N.V.
Keizersgracht 281, 1016 ED, Amsterdam.
The Netherlands

FINANCIAL STATEMENTS

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Elastic N.V.
Consolidated Statements of Financial Position
April 30, 2021 and 2020
(in thousands U.S. dollars)

		As of April 30,	
		2021	2020
	Notes		
Assets			
Non-current assets			
Property and equipment	5	\$ 8,881	\$ 7,760
Right-of-use assets	6	29,375	37,582
Intangible assets	20	237,973	251,169
Deferred contract acquisition costs	3	50,263	24,012
Deferred tax assets		3,697	3,164
Prepayments	8	10,169	3,749
Deposits		2,348	3,873
Total non-current assets		342,706	331,309
Current assets			
Deferred contract acquisition costs	3	36,089	19,537
Prepayments	8	24,046	24,808
Trade and other receivables	7	173,043	136,872
Restricted cash		2,894	2,308
Cash and cash equivalents		400,814	297,081
Total current assets		636,886	480,606
Total assets		\$ 979,592	\$ 811,915
Shareholders' equity and liabilities			
Shareholders' equity			
Share capital		\$ 948	\$ 856
Share premium		811,802	734,636
Translation reserves		(8,105)	(1,377)
Other reserves		305,123	170,814
Accumulated losses		(657,609)	(487,514)
Total shareholders' equity	9	452,159	417,415
Liabilities			
Non-current liabilities			
Trade and other payables	11	5,271	13,562
Lease liabilities	6	19,647	27,827
Deferred tax liabilities		6,614	3,653
Deferred income	10	44,895	16,378
Total non-current liabilities		76,427	61,420
Current liabilities			
Trade and other payables	11	87,100	81,364
Current tax liabilities		2,575	753
Lease liabilities	6	8,526	7,639
Deferred income	10	352,805	243,324
Total current liabilities		451,006	333,080
Total liabilities		527,433	394,500
Total shareholders' equity and liabilities		\$ 979,592	\$ 811,915

The accompanying notes are an integral part of these consolidated financial statements

Elastic N.V.
Consolidated Statements of Comprehensive Loss
Years Ended April 30, 2021 and 2020
(in thousands U.S. dollars, except share and per share data)

		Year Ended April 30,	
		2021	2020
	Notes		
Revenue			
Subscriptions		\$ 567,339	\$ 392,170
Professional services		41,150	35,450
Total revenue	12	<u>608,489</u>	<u>427,620</u>
Cost of revenue			
Subscriptions		125,327	87,574
Professional services		40,698	38,513
Total cost of revenue	25	<u>166,025</u>	<u>126,087</u>
Gross profit		<u>442,464</u>	<u>301,533</u>
Research and development		212,511	173,487
Sales and marketing		284,543	228,390
General and administrative		114,045	96,186
Other income	14	(236)	(2,761)
Total operating costs	25	<u>610,863</u>	<u>495,302</u>
Operating loss		<u>(168,399)</u>	<u>(193,769)</u>
Finance costs	15	1,925	4,087
Finance income	15	(7,949)	(4,139)
Loss before income tax		<u>(162,375)</u>	<u>(193,717)</u>
Income tax (expense)/benefit	16	(7,720)	1,968
Loss for the year		<u>\$ (170,095)</u>	<u>\$ (191,749)</u>
Net loss per share attributable to ordinary shareholders, basic and diluted	21	\$ (1.95)	(2.43)
Other comprehensive loss			
Loss for the year		\$ (170,095)	\$ (191,749)
Items that may be subsequently reclassified to profit and loss			
Foreign currency translation differences for foreign operations		(6,728)	54
Total comprehensive loss for the year, net of tax		<u>\$ (176,823)</u>	<u>\$ (191,695)</u>

The loss for the year is wholly attributable to the owners of the Company.

The accompanying notes are an integral part of these consolidated financial statements

Elastic N.V.
Consolidated Statements of Changes in Equity
Years Ended April 30, 2021 and 2020
(in thousands U.S. dollars)

	Share capital	Share premium	Translation reserve	Other reserve	Accumulated losses	Total equity
Balances at April 30, 2019	\$ 754	\$ 471,232	\$ (1,431)	\$ 89,416	\$ (295,765)	\$ 264,206
Total comprehensive loss for the year:						
Loss for the year	-	-	-	-	-	-
Other comprehensive loss	-	-	-	-	(191,749)	(191,749)
Foreign currency translation differences	-	-	54	-	-	54
Total comprehensive loss for the year	\$ 754	\$ 471,232	\$ (1,377)	\$ 89,416	\$ (487,514)	\$ 72,511
Contributions by owners						
Stock issued for Ordinary shares related to exercise of stock options	77	61,386	-	-	-	61,463
Issuance of ordinary shares upon subscription of restricted stock awards	2	-	-	-	-	2
Issuance of Ordinary shares in connection with the acquisition of Endgame	20	160,296	-	-	-	160,316
Issuance of Ordinary shares issued in connection with the acquisition of Endgame (held in escrow)	2	19,825	-	-	-	19,827
Issuance of Ordinary shares to extinguish convertible debt acquired from Endgame	1	7,462	-	-	-	7,463
Assumption of stock option plan as consideration for acquisition of Endgame	-	11,705	-	-	-	11,705
Vesting of ordinary shares subject to repurchase	-	2,730	-	-	-	2,730
Stock compensation expense	-	-	-	81,398	-	81,398
Balances at April 30, 2020	\$ 856	\$ 734,636	\$ (1,377)	\$ 170,814	\$ (487,514)	\$ 417,415
Total comprehensive loss for the year:						
Loss for the year	-	-	-	-	(170,095)	(170,095)
Other comprehensive loss	-	-	-	-	-	-
Foreign currency translation differences	-	-	(6,728)	-	-	(6,728)
Total comprehensive loss for the year	\$ 856	\$ 734,636	\$ (8,105)	\$ 170,814	\$ (657,609)	\$ 240,592
Contributions by owners						
Issuance of ordinary shares upon exercise of stock options	83	77,175	-	-	-	77,258
Issuance of ordinary shares upon release of restricted stock units	9	(9)	-	-	-	-
Reclassification of liability-classified awards	-	-	-	2,703	-	2,703
Stock compensation expense	-	-	-	131,606	-	131,606
Balances at April 30, 2021	\$ 948	\$ 811,802	\$ (8,105)	\$ 305,123	\$ (657,609)	\$ 452,159

The accompanying notes are an integral part of these consolidated financial statements

Elastic N.V.
Consolidated Statements of Cash Flows
Years Ended April 30, 2021 and 2020
(in thousands U.S. dollars)

		2021	2020
	Notes		
Cash flows from operating activities		\$ (170,095)	\$ (191,749)
Loss for the year			
Adjustment for			
Depreciation	5	3,070	2,791
Amortization and impairment	20	14,167	10,068
Amortization of ROU asset	6	9,694	8,884
Short-term and variable lease payments	6	2,846	4,994
Loss on disposal of fixed assets		66	652
Stock compensation	13,25	132,276	85,089
Amortization of deferred contract acquisition costs	3	40,991	28,314
Non-cash acquisition expense settled with shares		-	8,833
Foreign currency transaction gain		(9,507)	-
Other		2,050	(2,523)
Changes in operating assets and liabilities, net of impact of business acquisitions:			
Change in deferred tax		2,994	(1,687)
Change in trade and other receivables		(31,561)	(43,179)
Change in deposits		1,525	860
Change in prepayments		(2,576)	(753)
Change in deferred contract acquisitions costs		(81,137)	(46,216)
Change in lease liabilities		(58)	1,912
Change in trade and other payables		(1,610)	14,098
Change in income tax liability		2,245	3,810
Change in deferred income		115,937	85,673
Cash provided by (used in) operating activities		\$ 31,317	\$ (30,129)
Cash paid for income taxes		\$ (423)	\$ (3,497)
Net cash provided by (used in) operating activities		\$ 30,894	\$ (33,626)
Cash flows from investing activities			
Business acquisitions, net of cash acquired	19	-	2,261
Acquisition of property and equipment	5	(3,912)	(5,064)
Restricted cash		(586)	(28)
Interest received		276	4,099
Other		2,711	248
Net cash provided by (used in) investing activities		\$ (1,511)	\$ 1,516
Cash flows from financing activities			
Ordinary shares in connection with exercise of stock options	9	77,258	61,463
Repayment of Endgame Inc.'s debt		-	(20,390)
Payment of withholding taxes related to acquisition expense settled in shares		-	(2,834)
Payment of lease liabilities	6	(7,298)	(5,368)
Repayment of loans		-	(90)
Cash paid for interest	6	(1,644)	(1,912)
Net cash provided by financing activities		\$ 68,316	\$ 30,869
Net increase/(decrease) in cash and cash equivalent		\$ 97,699	\$ (1,241)
Cash and cash equivalents at beginning of year		297,081	298,000
Effect of exchange losses on cash held		6,034	322
Cash and cash equivalents at end of year		\$ 400,814	\$ 297,081
Supplemental disclosures of non-cash investing and financing information			
Purchases of property and equipment included in accounts payable		\$ 92	\$ 101
Right-of-use assets for new lease obligations		\$ 2,054	\$ 12,011
Vesting of shares subject to repurchase		\$ -	\$ 2,730
Issuance of ordinary shares for business acquisition		\$ -	\$ 180,143
Issuance of ordinary shares for settlement of Endgame inc.'s convertible debt		\$ -	\$ 7,463
Assumption of stock option plan as consideration for business combination		\$ -	\$ 11,706

The accompanying notes are an integral part of these consolidated financial statements.

Elastic N.V.

Notes to Consolidated Financial Statements

April 30, 2021 and 2020

(All amounts in thousands U.S. dollars unless otherwise stated)

1. Reporting Entity

Elastic N.V. (formerly Elastic B.V.) (the “Company” or “Elastic”) was founded in 2012 and has its corporate seat in Amsterdam, the Netherlands and is registered at the Amsterdam Chamber of Commerce under number 54655870. Immediately prior to the completion of initial public offering (“IPO”) on October 10, 2018, the Company converted into a public company with limited liability (*naamloze vennootschap*) under Dutch law and changed its name to Elastic N.V.

The address of the Company’s registered office is Keizersgracht 281, 1016 ED, Amsterdam. The consolidated financial statements (the “Consolidated Financial Statements”) of the Company as at April 30, 2021 and 2020 and for the years ended April 30, 2021 and 2020 comprise the Company and its subsidiaries (together referred to as the “Group” and individually as “Group entities”). Elastic is a search company. It created the Elastic Stack, a powerful set of software products that ingest and store data from any source and in any format, and perform search, analysis, and visualization in milliseconds or less. Developers build on top of the Elastic Stack to apply the power of search to their data and solve business problems. The Company also offers software solutions built on the Elastic Stack: Enterprise Search, Observability, and Security. The Elastic Stack and the Company’s solutions are designed to run in public or private clouds, in hybrid environments, or in traditional on-premises environments.

The financial statements were approved by the board and authorized for issue on August 27, 2021.

Going Concern

Based on the Consolidated Financial Statements the Group incurred a net loss of \$170.1 million and \$191.7 million during the years ended April 30, 2021 and 2020, respectively.

The board of directors of the Company (the “board of directors”) has carefully assessed the Group’s ability to continue as a going concern. The board of directors has considered the Group’s cash flow projections and believes that the Group’s cash position will be sufficient to meet operating and capital requirements until at least twelve months from the date of these financial statements, even if the Group does not raise additional financing. Accordingly, the directors are satisfied that the Group will be able to meet its cash requirements through the normal course of operations.

Under International Accounting Standards (“IAS”) 1, an entity shall prepare financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. Having considered the above, the board of directors determined it was appropriate for these Consolidated Financial Statements to be prepared on a going concern basis. Accordingly, the accompanying Consolidated Financial Statements have been prepared assuming the Group will continue as a going concern. The Consolidated Financial Statements do not include any adjustments relating to the recoverability and classification of recorded assets or to amounts and classification of liabilities that may be necessary if the Group is unable to continue as a going concern.

2. Basis of Preparation

Statement of Compliance

The Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, in conjunction with Part 9 of Book 2 of the Dutch Civil Code. The same accounting principles may be applied in the Company’s financial statements (the “Financial Statements”) and Consolidated Financial Statements. If the accounting principles of the Company’s Financial Statements differ from the accounting principles applied in the Consolidated Financial Statements, this is disclosed.

Basis of Measurement

The IFRS financial information has been prepared using the historical cost convention.

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Reclassifications and Revisions

In connection with the preparation of the Company's consolidated financial statements for the year ended April 30, 2021, the Company identified an immaterial misclassification in the prior year balance sheet, which understated current deferred income and overstated non-current deferred income by \$11.6 million as of April 30, 2020. The Company has corrected for this immaterial misclassification in the accompanying consolidated balance sheet by revising the April 30, 2020 deferred income balances. The change in deferred income classification had no effect on previously reported cash flows in the consolidated statement of cash flows and had no effect on previously reported consolidated statements of comprehensive loss for any period. In addition, the Company identified certain immaterial errors that impacted the financial statement footnotes for the year ended April 30, 2020, which for comparability, have been corrected.

Use of Estimates and Judgments

The preparation of the Consolidated Financial Statements in conformity with IFRSs requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Such estimates include, but are not limited to, allocation of revenue between recognized and deferred amounts, deferred contract acquisition costs, valuation of stock-based compensation, fair value of ordinary shares in periods prior to the Company's initial public offering, fair value of acquired intangible assets and goodwill, useful lives of acquired intangible assets and property and equipment, and valuation allowance for deferred income taxes. The Company bases these estimates on historical and anticipated results, trends and various other assumptions that it believes are reasonable under the circumstances, including assumptions as to future events. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties are included in the following notes:

- Note 3 and 13 – Share-based payment
- Note 3 and 16 – Utilization of tax losses
- Note 3 and 12 – Revenue recognition
- Note 3 – Deferred contract acquisition costs
- Note 3 and 19 – Business combinations

In March 2020, the World Health Organization declared the 2019 novel Coronavirus Disease ("COVID-19") a pandemic. The pandemic is expected to result in a global slowdown of economic activity that is likely to decrease demand for a broad variety of goods and services, including from the Group's customers, while also disrupting sales channels and marketing activities for an unknown period of time. The full extent to which COVID-19 may impact the Group's financial condition or results of operations is uncertain.

Estimates and assumptions about future events and their effects cannot be determined with certainty and therefore require the exercise of judgment. As of the date of issuance of these financial statements, the Group is not aware of any specific event or circumstance that would require the Group to update its estimates, judgments or revise the carrying value of the Group's assets or liabilities. These estimates may change, as new events occur and additional information is obtained, and are recognized in the Consolidated Financial Statements as soon as they become known. Actual results could differ from those estimates and any such differences may be material to the Group's financial statements.

Cash Flow Statement

The cash flow statement has been prepared using the indirect method. The cash items disclosed in the cash flow statement are comprised of cash and bank deposits. Exchange differences affecting cash

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items are shown separately in the cash flow statement. Interest paid is reflected as a financing activity and interest received as an investment activity.

Off Balance Sheet Arrangements

The Group has no off-balance sheet arrangements.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”). The Group’s Chief Executive Officer is its CODM. The Group’s CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources and evaluating financial performance. As such, the Group has determined that it operates in one operating and one reportable segment. Financial information about the Group’s operating segment and its geographical areas is presented in *Note 12 - Revenue* to the Consolidated Financial Statements.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these Consolidated Financial Statements. The accounting policies have been applied consistently by Group entities.

Interpretations and amendments to published standards effective for annual periods beginning on or after May 1, 2020:

The following amendments and interpretations were adopted during the year ended April 30, 2021.

- Definition of Material – Amendments to IAS 1 and IAS 8
- Definition of a Business – Amendments to IFRS 3
- Revised Conceptual Framework for Financial Reporting, and
- Interest Rate Benchmark Reform – Amendments to IFRS 9, IAS 39 and IFRS 7

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

Standards, interpretations and amendments to published standards that are not yet effective:

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group’s financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

Amendment to IFRS 16, ‘Leases’, Covid 19 - Related rent concessions

As a result of the COVID-19 pandemic, rent concessions have been granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. In May 2020, the IASB made an amendment to IFRS 16 *Leases* which provides lessees with an option to treat qualifying rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concessions as variable lease payments in the period in which they are granted.

Entities applying the practical expedients must disclose this fact, whether the expedient has been applied to all qualifying rent concessions or, if not, information about the nature of the contracts to which the expedient has been applied, as well as the amount recognized in profit or loss arising from the rent concessions. The amendment is effective for financial years commencing on or after June 1, 2020.

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There are no other IFRSs or International Financials Reporting Interpretations Committee (“IFRIC”) interpretations that are not yet effective that would be expected to have a material impact on the Group.

Basis of Consolidation

Subsidiaries

The Consolidated Financial Statements comprise the financial statements of Elastic N.V. and its subsidiaries as at April 30 each year. The financial statements of the subsidiaries are prepared using consistent accounting policies. Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date of the acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

Details of the scope of consolidation are provided in *Note 27 – Group Entities*. All consolidated companies prepared their accounts during the years ended April 30, 2021 and 2020 in accordance with the accounting policies adopted by the Group.

The Group has no interest in associates or jointly controlled entities and the Group does not control any special purpose entities that have not been consolidated.

Elasticsearch GmbH, a wholly-owned subsidiary of Elastic N.V., is consolidated in these Consolidated Financial Statements and met all criteria of the exemption contained in article § 264 subsection 3 of German Commercial Code (Handelsgesetzbuch, HGB) and therefore does not issue audited financial statements.

Transactions Eliminated on Consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the Consolidated Financial Statements.

Foreign Currency

Functional and Presentation Currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The Company periodically re-assesses its operations to determine if previous conclusions are still valid. Changes in functional currencies are applied prospectively if the operations encounter a significant and permanent change. The Consolidated Financial Statements are presented in US Dollars (USD), which is the Group’s presentation currency.

Foreign Currency Transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within ‘finance income or costs’.

Nonmonetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency translation differences arising on retranslation are recognized in profit or

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loss. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Translation from Functional to Presentational Currency

For the financial statements of all the Group's entities for which the functional currency is different from the presentation currency of the Group, the following methods are applied:

- The assets and liabilities are translated into USD at the rate effective at the end of the period.
- The revenues and costs are translated into USD at the average exchange rate of the period as long as they represent a reasonable approximation of the exchange rates at the dates of the relevant transactions.

Foreign currency differences on translation from functional to presentational currency are recognized in Translation Reserves.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income in the Translation Reserve.

Revenue Recognition

The Group generates revenue primarily from the sale of self-managed subscriptions (which include licenses for proprietary features, support, and maintenance) and SaaS subscriptions. The Group also generates revenue from professional services, which consist of consulting and training.

The Group accounts for revenue in accordance with IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”). Under IFRS 15, the Group recognizes revenue when its customer obtains control of promised products or services in an amount that reflects the consideration that the Group expects to receive in exchange for those goods or services. Our contracts include varying terms and conditions, and identifying and evaluating the impact of these terms and conditions on revenue recognition requires significant judgment. In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements, the Group performs the following steps:

- i) *identification of the contract with a customer;*

The Group contracts with its customers through order forms, which in some cases are governed by master sales agreements. The Group determines that it has a contract with a customer when the order form has been approved, each party's rights regarding the products or services to be transferred can be identified, the payment terms for the services can be identified, the Group has determined the customer has the ability and intent to pay and the contract has commercial substance. The Group applies judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's historical payment experience or, in the case of a new customer, credit, reputation and financial or other information pertaining to the customer. At contract inception the Group evaluates whether two or more contracts should be combined and accounted for as a single contract and whether the combined or single contract includes more than one performance obligation. The Group has concluded that its contracts with customers do not contain warranties that give rise to a separate performance obligation.

- ii) *identification of the performance obligations in the contract;*

Performance obligations promised in a contract are identified based on the products and services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the products or services either on their own or together with other resources that are readily available from third parties or from the Group, and are distinct in the context of the contract,

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whereby the transfer of the products and services is separately identifiable from other promises in the contract.

The Company's self-managed subscriptions include both license providing the right to use proprietary features in its software, as well as an obligation to provide support (on both open source and proprietary features) and maintenance. The Group's SaaS products provide access to hosted software as well as support, which the Group considers to be a single performance obligation.

Services-related performance obligations relate to the provision of consulting and training services. These services are distinct from subscriptions and do not result in significant customization of the software.

iii) *determination of the transaction price;*

The transaction price is the total amount of consideration we expect to be entitled to in exchange for the subscriptions and services in a contract. Variable consideration is included in the transaction price if, in our judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of our contracts contain a significant financing component.

iv) *allocation of the transaction price to the performance obligations;*

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. For contracts that contain multiple performance obligations, the Group allocates the transaction price to each performance obligation based on a relative standalone selling price ("SSP"). The SSP is determined based on the prices at which the Group separately sells these products, assuming the majority of these fall within a pricing range. In instances where SSP is not directly observable, such as when the Group does not sell the software license separately, the Group determines the SSP using information that may include market conditions and other observable and unobservable inputs which can require significant judgment. There is typically more than one SSP for individual products and services due to the stratification of those products and services by quantity, term of the subscription, sales channel and other circumstances. If one of the performance obligations is outside of the SSP range, the Group allocates the transaction price considering the midpoint of the range. The Group also considers if there are any additional material rights inherent in a contract, and if so, the Group allocates a portion of the transaction price to such rights based on a relative SSP.

v) *recognition of revenue when the Group satisfies each performance obligation;*

Revenue is recognized at the time the related performance obligation is satisfied by transferring the promised product or service to the customer. The Group's self-managed subscriptions include both upfront revenue recognition when the license is delivered as well as revenue recognized ratably over the contract period for support and maintenance based on the stand-ready nature of these subscription elements. Revenue on the Group's SaaS products is recognized ratably over the contract period when the Group satisfies the performance obligation.

Professional services comprise consulting services as well as public and private training. Consulting services are generally time-based arrangements. Revenue from professional services is recognized as these services are performed.

The Group generates sales directly through its sales team and through its channel partners. Sales to channel partners are made at a discount and revenues are recorded at this discounted price once all the revenue recognition criteria above are met. To the extent that the Group offers rebates, incentives or joint marketing funds to such channel partners, recorded revenues are reduced by this amount. Channel partners generally receive an order from an end-customer prior to placing an order with the Group. Payment from channel partners is not contingent on the partner's collection from end-customers.

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Contract Balances

The timing of revenue recognition may differ from the timing of invoicing to customers. For annual contracts, the Group typically invoices customers at the time of entering into the contract. For multi-year agreements, the Group generally invoices customers on an annual basis prior to each anniversary of the contract start date. The Group records unbilled accounts receivable related to revenue recognized in excess of amounts invoiced as the Group has an unconditional right to invoice and receive payment in the future related to those fulfilled obligations. Contract liabilities consist of deferred income which is recognized over the contractual period. Classification of deferred income is based on the contractual term over which underlying performance obligations are delivered, if more than twelve months, the balance is classified as non-current.

The following table provides information about unbilled accounts receivable, deferred contract acquisition costs, and deferred income from contracts with customers:

	As of April 30,	
	2021	2020
Unbilled accounts receivable, included in Trade and other receivables	\$ 5,204	\$ 2,622
Deferred contract acquisition costs	\$ 86,352	\$ 43,549
Deferred income	\$ 397,700	\$ 259,702

Deferred Contract Acquisition Costs

Deferred contract acquisition costs represent costs that are incremental to the acquisition of customer contracts, which consist mainly of sales commissions and associated payroll taxes. The Company determines whether costs should be deferred based on sales compensation plans, if the commissions are in fact incremental and would not have occurred absent the customer contract.

During the year ended April 30, 2020, the Company updated its sales commissions plan by incorporating different commission rates for contracts with new customers and incremental sales to existing customers, and for subsequent subscription renewals. Subsequent to this change, sales commissions for renewal of a subscription contract are not considered commensurate with the commissions paid for contracts with new customers and incremental sales to existing customers given the substantive difference in commission rates in proportion to their respective contract values. Effective May 1, 2019, commissions paid for contracts with new customers and incremental sales to existing customers are amortized over an estimated period of benefit of five years while commissions paid for renewal contracts are amortized based on the pattern of the associated revenue recognition over the related contractual renewal period for the pool of renewal contracts. The Company determines the period of benefit for commissions paid for contracts with new customers and incremental sales to existing customers by taking into consideration its initial estimated customer life and the technological life of its software and related significant features. Commissions paid on professional services are typically amortized in accordance with the associated revenue as the commissions paid on new and renewal professional services are commensurate with each other. Amortization of deferred contract acquisition costs is recognized in sales and marketing expense in the consolidated statement of operations.

The Company periodically reviews the carrying amount of deferred contract acquisition costs to determine whether events or changes in circumstances have occurred that could impact the period of benefit of these deferred costs. We did not recognize any impairment of deferred contract acquisition costs during the years ended April 30, 2021 and 2020.

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The following table summarizes the activity of the deferred contract acquisition costs:

	Year Ended April 30,	
	2021	2020
Beginning balance	\$ 43,549	\$ 26,150
Capitalization of contract acquisition costs	83,794	45,713
Amortization of deferred contract acquisition costs	(40,991)	(28,314)
Ending balance	<u>\$ 86,352</u>	<u>\$ 43,549</u>
Deferred contract acquisition costs, current	\$ 36,089	\$ 19,537
Deferred contract acquisition costs, non-current	50,263	24,012
Total deferred contract acquisition costs	<u>\$ 86,352</u>	<u>\$ 43,549</u>

Financial Instruments

Non-derivative Financial Assets

The Group has the following non-derivative financial assets: deposits, trade and other receivables, and cash and cash equivalents.

Receivables

Receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Receivables comprise deposits, trade and other receivables, and other current assets (*Note 7*).

After initial recognition at fair value, trade receivables are subsequently measured at amortized cost after provision for bad and doubtful debts. Provisions for bad and doubtful debts are based on the expected credit loss model. The 'simplified approach' is used with the expected loss allowance measured at an amount equal to the lifetime expected credit losses.

Cash and Cash Equivalents

Cash and cash equivalents comprise bank accounts balances and call deposits with original maturities of three months or less. Deposits with financial institutions for a duration greater than three months are excluded from cash and cash equivalents and classified separately in these financial statements. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Non-derivative Financial Liabilities

The Group initially recognizes financial liabilities which include long term and short term loans and borrowings, trade and other accounts payables and other noncurrent liabilities on the date that they are originated. All other financial liabilities are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

The Group has the following non-derivative financial liabilities: trade and other accounts payables and other noncurrent liabilities.

Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to the initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

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Share Capital

Ordinary Shares

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of ordinary shares or share options are shown in equity as a deduction, net of tax, from proceeds.

The Company's ordinary shares began trading on the New York Stock Exchange ("NYSE") under the symbol "ESTC" on October 5, 2018. Prior to that date, there was no public trading market for our ordinary shares.

Preference Share Capital

Preference share capital is classified as equity if it is nonredeemable, and any dividends are discretionary. Dividends thereon are recognized as distributions within equity upon approval by the Company's shareholders. Preference share capital is classified as a liability if it is redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Dividends thereon are recognized as interest expense in profit or loss as accrued. The Group does not have any preference shares outstanding as of April 30, 2021.

Property and Equipment

Recognition and Measurement

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for intended use. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. The carrying value of an asset is written down to its recoverable amount if the carrying value of the asset is greater than its estimated recoverable amount.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for intended use.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment, and are recognized net within other income in profit or loss.

Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative periods are as follows:

- Leasehold improvements: Remainder of expected use of lease term.
- Computer equipment: 3 years.
- Fixtures and fittings: 3 to 5 years.

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Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Business Combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired and the liabilities assumed. The determination of fair values often requires significant judgements and the use of estimates, including the selection of valuation methodologies, estimates of future revenue and cash flows, discount rates and selection of comparable companies. Acquisition-related costs are expenses as incurred in the operating expenses line of the income statement. Any contingent consideration is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

When the Group issues stock-based or cash awards to an acquired company's shareholders, the Group evaluates whether the awards are consideration or compensation for post-acquisition services. The evaluation includes, among other things, whether the vesting of the awards is contingent on the continued employment of the acquired company's shareholders beyond the acquisition date. If continued employment is required for vesting, the awards are treated as compensation for post-acquisition services and recognized as expense over the requisite service period.

Intangible Assets

Goodwill

Goodwill represents the excess of the cost of a business combination over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in "Intangible assets". Goodwill is tested at least annually for impairment and carried at cost less accumulated impairment losses. An impairment loss is recognized to the extent that the carrying value of goodwill exceeds the recoverable amount. The recoverable amount is higher of fair value less costs of disposal and value in use. If there are no indicators that goodwill may be impaired then no quantitative analysis is performed. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Refer to *Note 20- Intangible Assets* for more details.

Trademarks and Customer Related Intangible Assets

Separately acquired trademarks and customer related intangible assets are shown at historical cost. Trademarks, software and customer-related intangible assets acquired in a business combination are recognized at fair value at the acquisition date. Trademarks, licenses and customer-related intangible assets have a finite useful life and are carried at cost less accumulated amortization and any accumulated impairment losses. Amortization is calculated using the straight-line method to allocate the cost of trademarks, software and customer related intangible assets over their estimated useful lives, as follows:

- Developed technology 4-5 years
- Customer relationships 4 years
- Trade name 4 years

Impairment

Financial Assets (Including Receivables)

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all receivables.

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To measure the expected credit losses, trade receivables have been grouped based on the days past due. The expected loss rates are based on the payment profiles of sales over a period of twelve month before April 30, 2021 or April 30, 2020, as applicable and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The following table summarizes the movement in loss allowance on trade and other receivables:

	<u>Year Ended April 30,</u>	
	<u>2021</u>	<u>2020</u>
Beginning balance	\$ 879	\$ 761
Increase in loss allowance recognized in profit and loss during the year	5,096	475
Receivables written off during the year as uncollectible	<u>(3,631)</u>	<u>(357)</u>
Ending balance	<u>\$ 2,344</u>	<u>\$ 879</u>

Employee Benefits

Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in profit or loss in the periods during which services are rendered by employees. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available. Contributions to a defined contribution plan that are due more than 12 months after the end of the period in which the employees render the service are discounted to their present value.

The Group has a defined-contribution plan in the United States intended to qualify under Section 401 of the Internal Revenue Code (the “401(k) Plan”). The Group has contracted with a third-party provider to act as a custodian and trustee, and to process and maintain the records of participant data. Substantially all the expenses incurred for administering the 401(k) Plan are paid by the Group. This 401(k) Plan covers substantially all employees who meet minimum age and service requirements and allows participants to defer a portion of their annual compensation on a pre-tax basis. The Group makes contributions to the 401 (k) Plan up to 6% of the participating employee’s W-2 earnings and wages. The Group recorded \$11.4 million and \$8.3 million of expense related to 401(k) Plan during the years ended April 30, 2021 and 2020, respectively.

The Group also has defined-contribution plans in certain other countries (Netherlands and the United Kingdom) for which the Group recorded \$5.1 million and \$3.6 million of expense during the years ended April 30, 2021 and 2020, respectively.

The Group’s obligation under these plans is recorded in “Trade and other payables”.

Defined Benefit Plans

The Group operates no defined benefit plans.

Termination Benefits

Termination benefits are recognized as an expense when the Group is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Group has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting period, then they are discounted to their present value.

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Short-Term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Share-Based Payment Transactions

The Group issues equity-settled share-based payments to certain employees. The benefits given to the employees regarding the grant of the stock options consists of an additional compensation to these employees estimated at the grant date by reference to the fair value of the equity instruments granted.

Compensation expense related to stock awards issued to employees, including stock options, restricted stock awards ("RSAs"), and restricted stock units ("RSUs") is measured at the fair value on the date of the grant and recognized over the requisite service period. The fair value of stock options is estimated on the date of the grant using the Black-Scholes option-pricing model. The fair value of RSAs and RSUs is estimated on the date of the grant based on the fair value of the Company's underlying ordinary shares.

Compensation expense for stock options, RSAs and RSUs is recognized on an accelerated attribution method over the requisite service period. Compensation expense for RSAs is amortized over the requisite service period as long as the underlying performance condition is probable to occur. RSAs issued to date included a performance condition in the form of a specified liquidity event. The liquidity event condition was satisfied upon the effectiveness of the Company's IPO registration statement on October 4, 2018. On that date, the Company recorded a cumulative stock-based compensation expense of \$1.7 million using the accelerated attribution method for all RSAs, for which the service condition had been fully satisfied as of October 4, 2018. The remaining unrecognized stock-based compensation expense related to the RSAs will be recorded over their remaining requisite service periods. The Company recognizes forfeitures as they occur.

Compensation expense for stock options, RSAs and RSUs is recognized in the profit or loss over the vesting period, with a corresponding adjustment to "other reserves" for equity settled awards.

Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Leases

The Group assesses whether a contract is or contains a lease at the inception of the contract. A contract is, or contains a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group recognizes a right-of-use asset and a lease liability at the lease commencement date with respect to all lease arrangements except for short-term leases (leases with a lease term of 12 months or less). For these leases, the lease payments are recognized as an operating expense on a straight-line basis over the term of the lease.

The right-of-use (ROU) asset is initially measured at cost, comprising the initial amount of the lease liability plus any initial direct costs incurred and an estimate of costs to restore the underlying asset, less any lease incentives received. The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term. The Group applies IAS 36 to determine whether an ROU asset is impaired. The lease

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liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate or a change in the Group's assessment of whether it will exercise an extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the ROU asset.

Management uses judgement to determine the lease term where extension and termination options are available within the lease.

Payments associated with short-term leases and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

The lease liability is initially measured as the present value of the remaining lease payments over the lease term. The discount rate used to determine the present value is the Company's incremental borrowing rate unless the interest rate implicit in the lease is readily determinable. The Company estimates its incremental borrowing rate based on the information available at lease commencement date for borrowings with a similar term. The right-of-use asset is initially measured as the present value of the lease payments, adjusted for initial direct costs, prepaid lease payments to lessors and lease incentives.

The Group cannot readily determine the interest rate implicit in the lease contracts for its offices. Therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the ROU asset in a similar economic environment. The IBR therefore reflects what the Group "would have to paid", which requires estimation when no observable rates are available. The IBR applied to the lease liabilities was between 1.33% and 5.86%.

The Group does not have any finance leases.

Finance Income and Finance Costs

Interest income is recognized as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on borrowings that are recognized in profit or loss.

Income Tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in the income statement, except when it relates to items charged or credited directly to equity or other comprehensive income, in which case the tax is also recognized in equity or other comprehensive income, respectively. Current income tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

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Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the estimates in relation to the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes tax provisions when it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are based on management's best judgement of the application of tax legislation and best estimates of future settlement amounts.

The Group has assessed its income tax positions and recorded tax benefits for all years subject to examination, based upon the Group's evaluation of the facts, circumstances and information available at each period end. The Group assesses uncertainty over a tax treatment in accordance with International Financial Reporting Interpretations Committee ("IFRIC") 23. For those tax positions where the Group has determined that it is probable that the taxation authority will accept an uncertain tax treatment, the Group has recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is determined that it is not probable that the taxation authority will accept an uncertain tax treatment, no tax benefit has been recognized.

Although the Group believes that it has adequately reserved for its uncertain tax positions, the Group cannot provide absolute assurance that the final tax outcome of these matters will not be materially different. As the Group expands internationally, it will face increased complexity, and the Group's unrecognized tax benefits may increase in the future. The Group makes adjustments to its reserves when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made.

Customer Deposits

Certain of the Company's contracts, acquired via the Endgame, Inc. ("Endgame") acquisition, allow for termination at the customer's convenience, or the Company may receive prepayments on master sales agreements. In these cases, the Company does not consider a contract to exist past the term in which enforceable rights and obligations exist. Amounts received related to these agreements are classified outside of deferred revenue in the consolidated balance sheet, and these amounts do not represent contract balances. As of April 30, 2021, the Company had \$3.2 million of customer deposits included in trade and other liabilities. As of April 30, 2020, the Company had \$2.6 million of customer deposits

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included in trade and other payables, current and \$8.5 million of non-refundable customer deposits included in trade and other payables, non-current on the consolidated balance sheet.

Sales and Marketing

Sales and marketing expense primarily consists of personnel costs, commissions, allocated overhead costs and costs related to marketing programs and user events. Marketing programs consist of advertising, events, brand-building and customer acquisition and retention activities. We capitalize sales commissions and associated payroll taxes paid to internal sales personnel that are related to the acquisition of customer contracts. Sales commissions costs are amortized over the expected benefit period

Research and Development

Research and development expense primarily consists of personnel costs and allocated overhead costs for employees and contractors.

Research and development costs are charged to operations as incurred. An intangible asset resulting from the development of an individual project is only capitalized when it cumulatively meets the criteria for recognition as per the requirements of IAS 38. Software development costs for software to be sold, leased, or otherwise marketed are expensed as incurred until the establishment of technological feasibility, at which time those costs are capitalized until the product is available for general release to customers and amortized over the estimated life of the product. Technological feasibility is established upon the completion of a working prototype that has been certified as having no critical bugs and is a release candidate. To date, costs to develop software that is marketed externally have not been capitalized as the current software development process is essentially completed concurrently with the establishment of technological feasibility. As such, all related software development costs are expensed as incurred and included in research and development expense in the consolidated statement of operations.

General and Administrative

General and administrative expense primarily consists of personnel costs for our management, finance, legal, human resources, and other administrative employees. Our general and administrative expense also includes professional fees, accounting fees, audit fees, tax services and legal fees, as well as insurance, allocated overhead costs, and other corporate expenses.

Fiscal Unity Tax Accounting Policy

The Company is head of the fiscal unity of for Dutch tax purposes and is, as such, jointly liable for the liabilities of the fiscal unity as a whole. The Company holds the tax liability and is responsible for the remittance to the tax authorities on behalf of its subsidiary elasticsearch B.V. The tax charge of each individual unity member is calculated and shown in their respective accounts. Settlements within the fiscal unity are made via intercompany accounts.

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4. Financial Risk Management

All potential areas of financial risk are regularly monitored and reviewed by the board of directors and management. Any preventative or corrective measures are taken as necessary.

The Group uses various financial instruments. These primarily include cash and cash equivalents, and trade receivables that arise directly from its operations.

The Group has exposure to the following risks from its use of financial instruments:

- Capital Management.
- Market Risk.
- Credit risk.
- Liquidity risk.
- Currency risk.

Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. For the purpose of the Group's capital management, capital includes issued capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the parent.

Market Risk

Company is exposed to various kinds of market risks in the ordinary course of business. These risks include:

- Foreign currency exchange rate risks: Refer to currency risk below.
- Interest rate risks: Interest rate risk is the risk that the value of a financial instrument will be affected by changes in the market rate of interest. During the years ended April 30, 2021 and 2020, the Group did not have debt or loans from banks and hence the interest rate risk is deemed low. The Group had cash, cash equivalents of \$400.8 million, and restricted cash of \$2.9 million as of April 30, 2021. The Group's restricted cash constitutes cash deposits with financial institutions in support of letters of credit in favor of landlords for non-cancelable lease agreements. Cash, cash equivalents, and restricted cash are held in cash deposits and money market funds. The primary objectives of Group's investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash and investments. The Group does not enter into investments for trading or speculative purposes. Due to the short-term nature of these instruments, the Group does not believe that an immediate 10% increase or decrease in interest rates would have a material effect on the fair market value of its investment portfolio. Declines in interest rates, however, would reduce our future interest income.

The Group has developed policies to deal with these risks. In principle, no derivative instruments are used to hedge against either of these risks. The Company seeks to match and manage intercompany and external foreign currency exposures reported by the various business operations and Group Companies.

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers. The Group deals with counterparties after having considered their credit rating. In certain circumstances the Group may seek additional security.

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The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, risk associated with the industry and country in which customers operate may also influence credit risk. The credit quality of customers is assessed by taking into account financial position, past experience and other relevant factors. A default on a trade receivable is when the counterparty fails to make contractual payments within the stated payment terms. Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. The carrying amounts of financial assets, trade receivables and contract assets represent the maximum credit exposure. Trade receivables and contract assets are subject to impairment using the expected credit loss model. The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. See *Note 7- Trade and other receivables* for further details about trade receivables and contract assets including movement in provision for bad and doubtful debts.

As of April 30, 2021 and April 30, 2020, no customer represented 10% or more of net accounts receivable. No customer accounted for more than 10% of the Company's revenue for the years ended April 30, 2021 and 2020.

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was as follows:

	<u>Year Ended April 30,</u>	
	<u>2021</u>	<u>2020</u>
United States	\$ 76,375	\$ 71,921
Europe	57,585	35,552
Other	21,251	18,594
Total	<u>\$ 155,211</u>	<u>\$ 126,067</u>

See *Note 12 – Revenue* for revenue by geographic area.

The Company does not typically offer any right of refund in its contracts. The Group does not consider that any of its clients, business sectors or geographic areas present a significant risk of non-collection that could materially impact the financial position of the Group as a whole.

On that basis, the loss allowance as at April 30, 2021 and April 30, 2020 was determined for accounts receivables:

<u>April 30, 2021</u>	<u>Current</u>	<u>More than 30 days past due</u>	<u>More than 60 days past due</u>	<u>More than 90 days past due</u>	<u>Total</u>
Expected loss rate (%)	0.9	2.61	7.75	20.21	1.51
Gross carrying amount-Trade receivables	\$ 144,469	\$ 3,408	\$ 3,973	\$ 3,171	\$ 155,021
Loss allowance	\$ 1,306	\$ 89	\$ 308	\$ 641	\$ 2,344
<u>April 30, 2020</u>	<u>Current</u>	<u>More than 30 days past due</u>	<u>More than 60 days past due</u>	<u>More than 90 days past due</u>	<u>Total</u>
Expected loss rate (%)	0.50	0.95	1.76	6.32	0.71
Gross carrying amount-Trade receivables	\$ 112,666	\$ 4,672	\$ 3,810	\$ 3,292	\$ 124,440
Loss allowance	\$ 559	\$ 44	\$ 67	\$ 208	\$ 879

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Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its cash flow requirements on a regular basis with the board of directors to ensure that within a three-month time frame it has sufficient cash to its expected operational expenses that can be reasonably predicted.

The tables below summarizes the group's financial liabilities into relevant maturity groupings for all non-derivative financial liabilities:

	Less than 1 year	Between 1 and 5 years	More than 5 years	Total	Carrying amount
Trade and other payables	\$ 87,100	\$ 5,271	\$ -	\$ 92,371	\$ 92,371
Lease liabilities	8,981	22,043	-	31,024	28,173
Total	<u>\$ 96,081</u>	<u>\$ 27,314</u>	<u>\$ -</u>	<u>\$ 123,395</u>	<u>\$ 120,544</u>

Currency Risk

The Group operates in a variety of countries throughout the world and is exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities. The currencies in which these transactions primarily are denominated are USD, Euro, Norwegian Kroner and GBP.

The Group's revenue and expenses are primarily denominated in USD. For fiscal 2021, the Group recorded a loss of \$7.7 million and for fiscal 2020 the Group recorded a gain of \$2.2 million on foreign exchange transactions. To date, the Group has not had a formal hedging program with respect to foreign currency, but may do so in the future if our exposure to foreign currency should become more significant. For business conducted outside of the United States, the Group may have both revenue and costs incurred in the local currency of the subsidiary, creating a partial natural hedge. Changes to exchange rates therefore have not had a significant impact on the business to date; however, the Group will continue to reassess its foreign exchange exposure as it continues to grow its business globally. A 10% increase or decrease in current exchange rates could have a \$2.7 million net impact on the Group's consolidated statement of operations.

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5. Property and Equipment

	Leasehold improvement	Computer Equipment	Furniture and Fixtures	Construction in Progress	Total
Cost					
Balance at April 30, 2019	\$ 6,176	\$ 5,393	\$ 3,094	\$ 1,243	\$ 15,906
Additions	295	30	175	5,337	5,837
Disposals	-	(12)	(178)	(698)	(888)
Transfers	1,805	289	2,071	(4,165)	-
Effect of movement in exchange rates	130	(14)	(90)	(56)	(30)
Balance at April 30, 2020	\$ 8,406	\$ 5,686	\$ 5,072	\$ 1,661	\$ 20,825
Additions	-	-	-	3,912	3,912
Disposals	(1,393)	(4,155)	(646)	-	(6,194)
Transfers	3,106	576	1,354	(5,036)	-
Effect of movement in exchange rates	223	211	191	169	794
Balance at April 30, 2021	\$ 10,342	\$ 2,318	\$ 5,971	\$ 706	\$ 19,337
Depreciation					
Balance at April 30, 2019	\$ 4,440	\$ 3,990	\$ 2,028	\$ -	\$ 10,458
Charge for year	985	968	838	-	2,791
Disposals	-	-	(63)	-	(63)
Effect of movement in exchange rates	(64)	(54)	(3)	-	(121)
Balance at April 30, 2020	\$ 5,361	\$ 4,904	\$ 2,800	\$ -	\$ 13,065
Charge for year	1,178	653	1,239	-	3,070
Disposals	(1,392)	(4,155)	(580)	-	(6,127)
Effect of movement in exchange rates	128	171	149	-	448
Balance at April 30, 2021	\$ 5,275	\$ 1,573	\$ 3,608	\$ -	\$ 10,456
Carrying amounts					
At April 30, 2020	\$ 3,045	\$ 782	\$ 2,271	\$ 1,661	\$ 7,760
At April 30, 2021	\$ 5,067	\$ 745	\$ 2,363	\$ 706	\$ 8,881

Depreciation expense related to property and equipment was \$3.1 million and \$2.8 million for the years ended April 30, 2021 and April 30, 2020, respectively.

During fiscal 2021 the Group incurred a loss of \$ 0.1 million related to disposal of assets.

6. Leases

The tables below summarize the carrying amounts of ROU assets and lease liabilities and movement during the year:

	ROU Assets (Office space)	Lease Liabilities
As at May 1, 2020	\$ 37,582	35,466
Additions	2,054	1,116
Cancellations	(2,107)	(1,944)
Amortization	(8,953)	-
Payments	-	(8,942)
Interest expense	-	1,644
Effect of movement in exchange rates	799	833
As at April 30, 2021	\$ 29,375	\$ 28,173

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	As of April 30,	
	2021	2020
Right-of-use assets		
Office rent	\$ 29,375	\$ 37,582
Lease liabilities		
Current	\$ 8,526	\$ 7,639
Non- current	19,647	27,827
Total lease liabilities	\$ 28,173	\$ 35,466

Amounts recognized in the income statement are as follows:

	Year Ended April 30,	
	2021	2020
Depreciation of ROU assets (office space)	\$ 8,953	\$ 8,884
Interest expense on lease liabilities (included in finance costs)	1,644	1,912
Expense relating to short-term leases (included in administrative expenses)	2,319	3,111
Expense relating to variable lease payments not included in lease liabilities (included in administrative expenses)	527	1,883
Total amount recognized in profit or loss	\$ 13,443	\$ 15,790

7. Trade and Other Receivables

	As of April 30,	
	2021	2020
Trade receivable	\$ 155,211	\$ 126,436
Unbilled receivable	5,204	2,622
VAT receivable	9,408	5,167
Deposits	2,410	1,857
Other	810	790
Total Trade and other receivables	\$ 173,043	\$ 136,872
Current	\$ 173,043	\$ 136,872
Non- current	-	-
Total Trade and other receivables	\$ 173,043	\$ 136,872

Significant changes in the unbilled accounts receivable were as follows:

	Unbilled Accounts Receivable	
	Year Ended April 30,	
	2021	2020
Beginning balance	\$ 2,622	\$ 1,710
Amounts transferred to Trade receivable from unbilled receivable presented at the beginning of the period	(2,622)	(1,710)
Revenue recognized during the period in excess of invoices issued	5,204	2,622
Ending balance	\$ 5,204	\$ 2,622

8. Prepayments

	As of April 30,	
	2021	2020
Prepaid hosting costs	\$ 19,066	\$ 12,227
Prepaid software subscriptions	7,326	2,590
Prepaid taxes	893	3,612
Other	6,930	10,128
Total Prepayments	\$ 34,215	\$ 28,557
Current	\$ 24,046	\$ 24,808
Non- current	10,169	3,749
Total Prepayments	\$ 34,215	\$ 28,557

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9. Capital and Reserves

	Ordinary Shares
Balance at April 30, 2019	73,675,083
Ordinary shares issued upon exercise of stock options	6,815,098
Ordinary shares issued upon release of RSUs	152,688
Ordinary shares issued in connection the acquisition of Endgame Inc.	1,900,197
Ordinary shares issued in connection the acquisition of Endgame Inc.- held in escrow	235,031
Ordinary shares issued to extinguish convertible debt acquired from Endgame Inc.	83,466
Repurchase of unvested RSAs	(4,585)
Balance at April 30, 2020	82,856,978
Ordinary shares issued upon exercise of stock options	6,989,222
Ordinary shares issued upon release of RSUs	687,785
Balance at April 30, 2021	90,533,985

Issuance of Shares

During fiscal 2021, 6,989,222 ordinary shares were issued upon exercise of stock options and 687,785 ordinary shares issued upon release of RSUs-

During fiscal 2020, 6,815,098 ordinary shares were issued upon exercise of stock options, 152,688 ordinary shares issued upon release of RSUs and 2,218,694 ordinary shares were issued for a business combination.

Ordinary Shares and Preference Shares

At April 30, 2021 there were 165,000,000 ordinary shares authorized par value €0.01 per share; 90,533,985 shares issued and outstanding as of April 30, 2021 and 82,856,978 shares issued and outstanding as of April 30, 2020.

The Company's board of directors has the authority, for a period of five years from October 10, 2018, without further action by the Company's shareholders, to issue up to 165 million shares of undesignated convertible preference shares with rights and preferences, including voting rights, designated from time to time by the board of directors. As of April 30, 2021, there were no convertible preference shares issued or outstanding.

Each holder of ordinary shares has the right to one vote per ordinary share. The holders of ordinary shares are also entitled to receive dividends whenever funds are legally available and when declared by the board of directors, subject to the prior rights of holders of all classes of shares outstanding having priority rights to dividends. No dividends have been declared by the board of directors from inception through the year ended April 30, 2021.

Translation Reserve

Translation reserve comprises the translation of participations from a foreign currency to the functional currency. Exchange differences arising on translation of the foreign controlled entities are recognized in other comprehensive loss, as described in Note 3, and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

Other Reserves

Other reserves comprise compensation expense for stock options, RSAs and RSUs for equity settled awards. There is no distribution restriction on other reserves.

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10. Deferred Income

Significant changes in the deferred income balances were as follows:

	Year Ended April 30,	
	2021	2020
Beginning balance	\$ 259,702	\$ 170,666
Additions through acquisition	-	6,192
Increases due to invoices issued, excluding amounts recognized as revenue during the period	364,093	242,136
Amounts transferred to deferred from accrued expenses and other liabilities upon entering into contracts with customers, net of revenue recognized during the period	5,424	-
Revenue recognized that was included in deferred income balance at beginning of period	(231,519)	(159,292)
Ending balance	<u>\$ 397,700</u>	<u>\$ 259,702</u>

Remaining Performance Obligations

As of April 30, 2021, the Group had \$796.4 million of remaining performance obligations, which is comprised of product and services revenue not yet delivered. As of April 30, 2021, the Company expects to recognize approximately 85% of its remaining performance obligations as revenue over the next 24 months and the remainder thereafter.

11. Trade and Other Payables

	As of April 30,	
	2021	2020
Trade payables	\$ 7,248	\$ 11,485
Payroll and social charges liabilities	52,525	48,409
Other taxes payable	9,704	7,286
Other liabilities	22,894	27,746
Total Trade and other payables	<u>\$ 92,371</u>	<u>\$ 94,926</u>
Current	\$ 87,100	\$ 81,364
Non-current	5,271	13,562
Total Trade and other payables	<u>\$ 92,371</u>	<u>\$ 94,926</u>

12. Revenue

	Year Ended April 30,	
	2021	2020
License	\$ 67,994	\$ 53,536
Self-managed subscription	333,026	246,344
SaaS	166,319	92,290
Total subscription	567,339	392,170
Professional services	41,150	35,450
Total revenue	<u>\$ 608,489</u>	<u>\$ 427,620</u>

The following table summarizes the Company's total revenue by geographic area based on the billing address of the customers (in thousands):

	Year Ended April 30,	
	2021	2020
Netherlands	\$ 19,952	\$ 11,406
United States	331,769	241,648
Rest of the world	256,768	174,566
Total revenue	<u>\$ 608,489</u>	<u>\$ 427,620</u>

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Other than the United States, no other individual country exceeded 10% or more of total revenue during the periods presented.

13. Share-Based Payment

Share Option Program (Equity-Settled)

Information with respect to stock awards available and outstanding is as follows:

	Outstanding Stock Options	Weighted- Average Exercise Price	Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance as at April 30, 2019	22,866,438	\$ 11.90	7.98	\$ 1,684,106
Stock options granted	172,031	\$ 81.39		
Stock options assumed in acquisition	245,390	\$ 48.99		
Stock options exercised	(6,815,098)	\$ 9.01		
Stock options cancelled	(1,181,482)	\$ 15.81		
Stock options assumed in acquisition cancelled	(26,773)	\$ 71.35		
Balance as of April 30, 2020	15,260,506	\$ 14.17	7.27	\$ 767,795
Stock options granted	232,075	\$ 139.68		
Stock options exercised	(6,989,222)	\$ 11.08		
Stock options cancelled	(890,561)	\$ 18.15		
Stock options assumed in acquisition cancelled	(1,782)	\$ 72.75		
Balance as at April 30, 2021	7,611,016	\$ 20.34	6.66	\$ 768,517
Exercisable as of April 30, 2021	4,593,744	\$ 14.51	6.32	\$ 487,788

Options exercisable include 125,598 options that were unvested as of April 30, 2021.

In September 2012, the board of directors adopted, and the Company's shareholders approved the Stock Option Plan, which was amended and restated in September 2018 (the "2012 Plan"). Under the 2012 Plan, the board of directors and the compensation committee, as administrator of the 2012 Plan, and a duly authorized committee may grant stock options and other equity-based awards, such as RSAs and RSUs to eligible employees, directors, and consultants to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to employees, directors and consultants, and promote the success of the business. The board of directors, compensation committee or duly authorized committee determines the vesting schedule for all equity-based awards. Stock options granted to new employees under the 2012 Plan generally vest over four years with 25% of the option shares vesting one year from the vesting commencement date and then ratably over the following 36 months subject to the employees continued service to the Company. Refresh grants to existing employees generally vest monthly over four years subject to the employees continued service to the Company. RSUs granted to new employees generally vest over a period of four years with 25% vesting on the one-year anniversary of the vesting start date and the remainder vesting semi-annually over the next three years, subject to the grantee's continued service to the Company. RSUs granted to existing employees generally vest semi-annually over a period of four years, subject to the grantee's continued service to the Company. The Company's compensation committee may explicitly deviate from the general vesting schedules in its approval of an equity-based award, as it may deem appropriate. Options expire ten years after the date of grant. During the year ended April 30, 2018, the Company started issuing RSAs and RSUs under the 2012 Plan. Stock options, RSAs and RSUs that are canceled under certain conditions shall become available for future grant or sale under the 2012 Plan unless the 2012 Plan is terminated.

The residual weighted average remaining life (in years) of the outstanding options at April 30, 2021 and April 30, 2020 was 6.66 years and 7.27 years, respectively.

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Range of Exercise Prices				Options Outstanding	Options Exercisable
\$	1.08	-	\$ 5.46	412,065	385,840
\$	7.25	-	\$ 9.30	933,519	850,190
\$	10.15	-	\$ 13.07	3,483,776	1,992,161
\$	16.67	-	\$ 18.61	1,111,508	633,128
\$	19.87	-	\$ 27.5	1,038,153	585,542
\$	36.00	-	\$ 86.82	399,920	134,057
\$	99.78	-	\$ 166.43	232,075	12,826
				7,611,016	4,593,744

The fair value of the stock is estimated at the date of issuance using the Black Scholes option pricing model with the following assumptions:

	Year Ended April 30,	
	2021	2020
Expected term (in years)	4	2-4
Expected stock price volatility	55%	50%
Risk-free interest rate	0.23% - 0.60%	0.56%-2.43%
Dividend yield	0%	0%

Determination of Fair Value

The determination of the fair value of stock-based options on the date of grant using an option pricing model is affected by the fair value of the Company's ordinary shares, as well as assumptions regarding a number of complex and subjective variables. The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options, which requires the use of assumptions including actual and projected employee stock option exercise behaviors, expected price volatility of the Company's ordinary shares, the risk-free interest rate and expected dividends. Each of these inputs is subjective and generally requires significant judgment to determine.

Fair Value of Ordinary Shares: Prior to the IPO, the fair value of ordinary shares underlying the stock awards had historically been determined by the board of directors, with input from the Company's management. The board of directors previously determined the fair value of the ordinary shares at the time of grant of the awards by considering a number of objective and subjective factors, including valuations of comparable companies, sales of redeemable convertible preference shares, sales of ordinary shares to unrelated third parties, operating and financial performance, the lack of liquidity of the Company's ordinary shares, and general and industry-specific economic outlook. Subsequent to the IPO, the fair value of the underlying ordinary shares is determined by the closing price, on the date of the grant, of the Company's ordinary shares, which are traded publicly on the New York Stock Exchange.

Expected Term: The expected term represents the period that options are expected to be outstanding.

Expected Volatility: Since the Company has limited trading history of its ordinary shares, the expected volatility is derived from the average historical stock volatilities of several unrelated public companies within the Company's industry that the Company considers to be comparable to its own business over a period equivalent to the option's expected term.

Risk-Free Interest Rate: The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for zero-coupon U.S. Treasury notes with maturities approximately equal to the option's expected term.

Dividend Yield: The expected dividend is assumed to be zero as the Company has never paid dividends and has no current plans to do so.

The Company's expected volatility and expected term involve management's best estimates, both of which impact the fair value of the option calculated under the Black-Scholes option pricing model and, ultimately, the expense that will be recognized over the life of the option.

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Early Exercised Options

Certain ordinary share option holders have the right to exercise unvested options, subject to a repurchase right held by the Company at the original exercise price, in the event of voluntary or involuntary termination of employment. The proceeds related to unvested ordinary shares are recorded as liabilities until the shares vest, at which point they are transferred to additional paid-in capital. Shares issued for the early exercise of options are included in issued and outstanding shares as they are legally issued and outstanding.

As of April 30, 2021 and April 30, 2020, there were no shares of unvested ordinary shares that had been early exercised and were subject to repurchase.

Restricted Stock Units (RSUs)

During the year ended April 30, 2021, the Company granted 1,965,644 RSUs at a weighted-average grant date fair value of \$123.48 per unit.

During the year ended April 30, 2021, the Company cancelled 80,839 cash settled RSUs and contemporaneously granted 80,839 equity settled RSUs. The modification of the awards and related change in the classification of awards from liability-classified to equity-classified was accounted for under the provisions of IFRS 2 Share-based payment. Prior to the conversion, the Company performed a final measurement of its stock-based compensation liability under the fair value method, which resulted in a non-cash stock-based compensation expense of \$2.5 million. Additionally, upon modification of the awards, the Company reclassified \$2.7 million stock-based compensation liability to Other reserves.

A summary of RSUs outstanding and unvested under the 2012 Plan for the year ended April 30, 2021 was as follows:

	Number of Awards	Weighted-Average Grant Date Fair Value
Outstanding and unvested at April 30, 2019	740,467	\$ 62.48
RSUs granted	2,101,271	\$ 68.25
RSUs released	(153,438)	\$ 72.55
RSUs cancelled	<u>(216,208)</u>	\$ 62.25
Outstanding and unvested at April 30, 2020	<u>2,472,092</u>	\$ 66.78
RSUs granted	1,965,644	\$ 123.48
RSUs released	(696,175)	\$ 71.18
RSUs cancelled	<u>(440,278)</u>	\$ 73.31
Outstanding and unvested at April 30, 2021	<u>3,301,283</u>	\$ 98.74

Impact on the Financial Statements

Compensation cost for employee stock-based awards is based on the grant-date fair value estimated in accordance with the provisions of IFRS 2 and is recognized over the vesting period of the applicable award on an accelerated basis, typically four to five years. For the years ended April 30, 2021 and 2020, the Group recorded stock based compensation expense related to issuance of stock options of \$8.9 million and \$22.9 million, respectively. The residual amount to be amortized between 2022 and 2025 with respect to the active option grants is \$15.1 million.

Stock-based compensation expense related to RSUs for the year ended April 30, 2021 was \$122.7 million. As of April 30, 2021, the Company had unrecognized stock-based compensation expense of \$195.3 million related to equity settled RSUs that the Company expects to recognize over a weighted-average period of 3.04 years.

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Total share-based compensation expense recognized in the consolidated statements of comprehensive loss was as follows:

	Year Ended April 30,	
	2021	2020
Subscription & Support	\$ 9,919	\$ 5,953
Professional services	6,980	4,570
Total cost of revenue	<u>\$ 16,899</u>	<u>\$ 10,523</u>
Research & Development	48,574	31,738
Sales & Marketing	42,161	27,339
General & Administrative	24,642	15,489
Total operating costs	<u>\$ 115,377</u>	<u>\$ 74,566</u>
Total share-based compensation expense	<u>\$ 132,276</u>	<u>\$ 85,089</u>

14. Other income

	Year Ended April 30,	
	2021	2020
Proceeds from user conference	\$ 86	\$ 1,345
Sublease income	31	401
Gain on operating leasing	119	1,015
Total other income	<u>\$ 236</u>	<u>\$ 2,761</u>

Sublease income relates to income from real estate that the Group has subleased as it was surplus to the Company's needs. Income generated from sponsorship and registration fees for the Group's annual user conference is classified as other income.

15. Finance Income and Costs

	Year Ended April 30,	
	2021	2020
Interest income on bank deposits	\$ (276)	\$ (4,139)
Net foreign exchange loss	(7,673)	-
Total Finance income	<u>\$ (7,949)</u>	<u>\$ (4,139)</u>
Interest expense	\$ 1,925	\$ 1,912
Net foreign exchange gain	-	2,175
Total Finance expense	<u>\$ 1,925</u>	<u>\$ 4,087</u>
Net finance costs	<u>\$ (6,024)</u>	<u>\$ (52)</u>

16. Income Tax Expense

	Year Ended April 30, 2021	
Expected tax recovery on net loss before income tax	\$ (40,594)	25.00%
Difference in tax rates between foreign jurisdictions and the Netherlands	389	(0.24%)
R&D credits	(11,020)	6.79%
Shared based compensation	(97,996)	60.35%
Deferred tax assets not recognized	152,926	(94.18%)
Deferred tax assets revaluation	(256)	0.16%
Miscellaneous other	4,271	(2.63%)
Effective taxation rate	<u>\$ 7,720</u>	<u>(4.75)%</u>

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	<u>Year Ended April 30, 2020</u>	
Expected tax recovery on net loss before income tax	\$ (48,429)	25.00%
Difference in tax rates between foreign jurisdictions and the Netherlands	1,085	(0.56%)
Shared based compensation	(48,281)	24.92%
Deferred tax assets not recognized	93,282	(48.15%)
Miscellaneous other	375	(0.19%)
Effective taxation rate	<u>\$ (1,968)</u>	<u>1.02%</u>

As of April 30, 2021, the Company has a tax loss carry forward (TLCF) of approximately \$589.8 million (April 30, 2020 – approximately \$396.2 million) related to the Dutch fiscal unity, approximately \$1,578.1 million (April 30, 2020 - \$86.6 million) related the US (federal and states), and approximately \$56 million (April 30, 2020 – approximately \$18.6 million) related to the United Kingdom.

Trading losses will reverse against future taxable profits in the Company. The asset has not been recognized due to uncertainties over the timing and nature of such future trading profits in accordance with IAS 12. The majority of the TLCFs are in the US and the Netherlands. Losses in the US and the Netherlands have not been recognized in the balance sheet and have expiry dates between 2027 and 2039, and 2022 and 2028, respectively.

Deferred tax assets are recognized for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. Management assesses whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management makes estimates and judgements about future taxable income based on assumptions that are consistent with the Group's plans and estimates. Based on current management estimates substantially all of the deferred tax assets and liabilities are expected to be realized or settled after more than twelve months.

Significant components of the Group's deferred tax assets are summarized as follows (in thousands):

	<u>As of April 30,</u>	
	<u>2021</u>	<u>2020</u>
Deferred tax assets:		
Accrued compensation	\$ 325	\$ 327
NOL carryforwards	225	294
Deferred Income	737	558
Credits	504	191
Lease liability	266	-
Other	295	269
Total deferred tax assets	<u>\$ 2,352</u>	<u>\$ 1,639</u>
Deferred tax liabilities:		
Deferred contract acquisition costs	\$ (5,002)	\$ (1,910)
Right of use asset	(267)	-
Other	-	(218)
Total deferred tax liabilities	<u>\$ (5,269)</u>	<u>\$ (2,128)</u>
Net deferred tax assets (liabilities)	<u>\$ (2,917)</u>	<u>\$ (489)</u>

Dutch income taxes and non-Dutch withholding taxes associated with the repatriation of earnings or for temporary differences related to investments in non-Dutch subsidiaries, excluding the U.S subsidiaries, have not been provided for, as the Company intends to reinvest the earnings of such subsidiaries indefinitely or the Company has concluded that no additional tax liability would arise on the distribution of such earnings. Earnings from the Company's U.S. subsidiaries are being treated as being currently repatriated back to the Netherlands though no Dutch income taxes nor U.S. withholding taxes in regard to such repatriations are being recorded due to the Dutch participation exemption provisions and exemption from withholding taxes under the income tax treaty between the Netherlands and the United States.

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17. Average Number of People Employed

	Average		As of April 30,	
	2021	2020	2021	2020
Number of employees	2,058	1,691	2,179	1,936
Average Netherlands	96	86	98	93
Average outside	1,962	1,605	2,081	1,843

The average number of employees employed outside of the Netherlands averaged 1,962 and 1,605 for the years ended April 30, 2021 and 2020, respectively. As of April 30, 2021 and April 30, 2020, the number of employees employed outside of the Netherlands was 2,081 and 1,843, respectively.

18. Leases and Other Commitments

Leases

The Group has entered into non-cancelable leases, primarily related to rental of office space, expiring through 2025. The Group may receive renewal or expansion options, leasehold improvement allowances or other incentives on certain lease agreements. The table below consists of future non-cancelable minimum rental payments under leases for our offices, excluding rent payments from our sub-tenants and variable operating expenses.

In addition to the contractual obligations set forth above, as of April 30, 2021, we had \$2.1 million in letters of credit outstanding in favor of certain landlords for office space. These letters of credit renew annually and expire on various dates through 2023.

Hosting Infrastructure Commitments

In December 2018, the Company entered into an amendment to a non-cancellable cloud hosting capacity agreement, effective January 2019, for a total purchase commitment of \$60.0 million payable over the three years following the date of the agreement. In December 2019, the Company entered into an amendment to a non-cancellable cloud hosting capacity agreement with a different vendor for a total purchase commitment of \$100.0 million payable over the four years following the effective date of the agreement. In April 2020, the Group entered into a non-cancellable cloud hosting capacity agreement with a new vendor, effective April 2020, for a total purchase commitment of \$4.2 million payable over the three years following the date of the agreement. In April 2021, the Company entered into an amendment to a non-cancellable cloud hosting capacity agreement, effective April 1, 2021, for a total purchase commitment of \$260.0 million payable over the five years following the date of the agreement. Actual timing may vary depending on services used and total payments under these capacity commitments may be higher than the total minimum depending on services used. The table below reflects these commitments on an annualized basis, however, the timing for payments may vary depending on services used. Furthermore, actual payments under these capacity commitments may be higher than the total minimum depending on services used.

Future minimum lease payments under non-cancelable office leases and hosting infrastructure commitments as of April 30, 2021 were as follows:

	Minimum Lease Payments	Hosting Infrastructure Commitments	Total
Less than one year	\$ 8,981	\$ 56,346	\$ 65,327
Between one and five years	22,043	292,132	314,175
More than five years	-	-	-
Total	\$ 31,024	\$ 348,478	\$ 379,502

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Future minimum lease payments under non-cancelable office leases and hosting infrastructure commitments as of April 30, 2020 were as follows:

	Minimum Lease Payments	Hosting Infrastructure Commitments	Total
Less than one year	\$ 8,636	\$ 33,403	\$ 42,039
Between one and five years	29,155	100,499	129,654
More than five years	2,803	-	2,803
Total	<u>\$ 40,594</u>	<u>\$ 133,902</u>	<u>\$ 174,496</u>

19. Business Combinations

Fiscal 2020 Acquisition

Endgame, Inc.

On October 8, 2019, the Company acquired control of Endgame Inc. (“Endgame”), a security company offering endpoint protection technology, for a total purchase consideration of \$183.0 million that included issuance of 2,036,404 ordinary shares and assumption of 245,390 stock options.

Approximately 11% of the ordinary shares issued, or 235,031 shares, were held in an indemnity escrow fund for 18 months after the acquisition close date and were released in April 2021.

The following payments were excluded from the purchase consideration - (i) the issuance of 182,290 ordinary shares for convertible debt and non-cash acquisition expense, (ii) the cash repayment of Endgame’s outstanding indebtedness of \$20.4 million, (iii) a \$0.4 million cash deposit to an expense fund for the fees and expenses of the representative and agent of Endgame securityholders, (iv) the cash payment of Endgame’s transaction expenses of \$5.9 million, and (vi) the cash payment of withholding taxes related to acquisition expense settled in shares of \$2.8 million.

The fair value of the shares transferred as consideration was \$84.12 per share and was determined on the basis of the closing market price of the Company’s ordinary shares on the date of acquisition. The fair value of the assumed stock options was determined by using a Black-Scholes option pricing model with the applicable assumptions as of the acquisition date.

The stock options assumed on the acquisition date will continue to vest as the Endgame employees provide services in the post-acquisition period. The fair value of these awards will be recorded as share-based compensation expense over the respective vesting period of each stock option.

The acquisition was accounted for as a business combination and the total purchase consideration was allocated to the net tangible and intangible assets and liabilities based on their respective fair values on the acquisition date and the excess was recorded as goodwill.

The following table summarizes the components of the Endgame purchase price and the preliminary allocation of the purchase price at fair value (in thousands):

Ordinary shares	\$ 171,309
Assumption of stock option plan	11,706
Total purchase consideration	<u>\$ 183,015</u>

The above purchase price consideration does not include ordinary shares of Elastic issued as part of acceleration of equity awards and participation in the retention pool.

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The following table summarizes the preliminary estimated fair values of assets acquired and liabilities assumed (in thousands):

Cash and cash equivalents	\$	2,220
Restricted cash		40
Trade receivables		2,661
Prepayments and other current assets		549
Operating lease right-of-use assets		4,363
Property and equipment		503
Intangible assets		53,800
Other assets		58
Goodwill		181,601
Convertible debt		(7,461)
Debt		(20,390)
Trade and other payables		(15,433)
Lease liabilities		(981)
Deferred income, current		(3,532)
Deferred income, non-current		(2,661)
Lease liabilities, non-current		(3,551)
Other liabilities, non-current		(8,771)
Total purchase consideration	\$	183,015

Recognized goodwill of \$181.6 million is not deductible for tax purposes and is primarily attributed to planned growth in new markets, synergies arising from the acquisition and the value of the acquired workforce.

Identifiable intangible assets include (in thousands):

	Total	Useful life (in years)
Developed technology	\$ 32,700	5
Customer relationships	19,200	4
Trademarks	1,900	4
Total intangible assets	\$ 53,800	

Developed technology consists of software products and security platform developed by Endgame. Customer relationships consists of contracts with platform users that purchase Endgame's products and services that carry distinct value. Trade names represent the Company's right to the Endgame trade names and associated design, as it exists as of the acquisition closing date.

The fair value assigned to developed technology was determined primarily using the multi-period excess earnings model, which estimates the revenue and cash flows derived from the asset and then deducts portions of the cash flow that can be attributed to supporting assets otherwise recognized. Management applied significant judgment in estimating the fair value of the developed technology intangible asset, which involved the use of significant estimates related to the revenue growth rate assumption for both existing and any future product offerings. The fair value of the Company's customer relationships was determined using the income approach, which discounts expected future cash flows to present value using estimates and assumptions related to revenue and customer growth rate as determined by management. The fair value assigned to trade name was determined using the relief from royalty method, where the owner of the asset realizes a benefit from owning the intangible asset rather than paying a rental or royalty rate for use of the asset. The acquired intangible assets are being amortized on a straight-line basis over their respective useful lives, which approximates the pattern in which these assets are utilized.

Net tangible assets and liabilities assumed were valued at their respective carrying amounts as of the acquisition date, as the Company believes that these amounts approximate their current fair values.

Endgame has been included in the Company's consolidated results of operations since the acquisition date. Endgame's results were immaterial to the Company's consolidated results for the years ended April 30, 2021 and 2020.

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In reaching its decision to approve the acquisition, the board of directors consulted with Elastic's management, as well as Elastic's legal advisors, and considered a number of factors which it viewed as supporting its decision to approve the acquisition. The primary reasons for the acquisition were 1) commonality and harmony between go-to-market models and strategies and product roadmaps between the two companies and related factors ii) commonality and harmony between go-to-market models and strategies and product roadmaps between the two companies and related factors; and iii) potential benefits of combining the workforces of the two companies.

The following unaudited pro forma condensed consolidated financial information gives effect to the acquisition of Endgame as if it were consummated on May 1, 2018 (the beginning of the comparable prior reporting period), including pro forma adjustments related to the valuation and allocation of the purchase price, primarily amortization of acquired intangible assets and deferred revenue fair value adjustments; share-based compensation expense; alignment of accounting policies; the impact of applying IFRS 15, to Endgame's historical financial statements; and direct transaction costs reflected in the historical financial statements. This data is presented for informational purposes only and is not intended to represent or be indicative of the results of operations that would have been reported had the acquisition occurred on May 1, 2018. It should not be taken as representative of future results of operations of the combined company (in thousands).

	Year Ended April 30,	
	2020	2019
Pro forma Revenue	\$ 435,234	\$ 285,917
Pro forma Net Loss	\$ (199,398)	\$ (177,188)

Non-recurring acquisition costs incurred by the Company of \$23.8 million, including a non-cash expense settled in the Company's ordinary shares for \$8.8 million and a related cash payment of withholding taxes of \$2.8 million, were charged to general and administrative expenses in the consolidated statement of operations for the year ended April 30, 2020, and are reflected in the pro forma net loss presented above for the year ended April 30, 2019. Non-recurring acquisition costs incurred by Endgame of \$1.5 million are also reflected in the pro forma net loss presented above for the year ended April 30, 2019.

20. Intangible Assets

	Goodwill	Developed Technology	Customer Relationships	Trade Name	Total
Non-current assets					
Cost:					
Balances at April 30, 2019	\$ 19,905	\$ 12,130	\$ 398	\$ 972	\$ 33,406
Acquisition of Endgame Inc.	181,601	32,700	19,200	1,900	235,401
Balances at April 30, 2020	\$ 201,506	\$ 44,830	\$ 19,598	\$ 2,872	\$ 268,807
Balances at April 30, 2021	\$ 201,506	\$ 44,830	\$ 19,598	\$ 2,872	\$ 268,807
Accumulated amortization:					
Balances at April 30, 2019	\$ -	\$ 5,646	\$ 268	\$ 863	\$ 6,777
Amortization and impairment	-	6,766	2,942	360	10,068
Balances at April 30, 2020	\$ -	\$ 12,412	\$ 3,210	\$ 1,223	\$ 16,845
Amortization and impairment	-	8,438	5,172	557	14,167
Balances at April 30, 2021	\$ -	\$ 20,850	\$ 8,382	\$ 1,780	\$ 31,012
Foreign currency translation					
Balance at April 30, 2020	(792)	(1)	-	-	(793)
Balance at April 30, 2021	182	(4)	-	-	178
Carrying amounts:					
April 30, 2020	\$ 200,714	\$ 32,417	\$ 16,388	\$ 1,649	\$ 251,169
April 30, 2021	\$ 201,688	\$ 23,976	\$ 11,216	\$ 1,092	\$ 237,973

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The Group amortizes intangible assets with a limited useful life using the straight-line method over the following periods:

- Developed technology 4-5 years
- Customer relationships 4 years
- Trade name 4 years

Goodwill is allocated to cash-generating units (CGUs) (or Groups of CGUs) and evaluated for impairment at the CGU level, which is defined as an operating segment or one level below an operating segment. Goodwill is tested at least annually for impairment. Other than goodwill there are no intangible assets with indefinite lives.

Goodwill has been generated through the acquisition of various companies. Acquired technologies have been embedded into the Elastic stack and therefore form part of the software that is used by the Group's user base and included within the Group's subscription offerings leading to one revenue stream associated with the sales of Elastic products. The Group, has therefore, determined that it has one CGU.

The recoverable amount of the CGU is based on fair value less costs of disposal.

At April 30, 2021, the recoverable amount of the CGU exceeded its carrying value and therefore no impairment was recorded in fiscal 2021. The fair value of the CGU, based on quoted market prices at the end of the reporting period, was \$11 billion. The quoted market price used for impairment test held by the Group was the current bid price of \$120.62 as of April 30, 2021.

21. Earnings per share

Basic

Basic earnings per share is calculated by dividing the profit/loss attributable to equity shareholders of the Company by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the company and held as treasury shares.

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares to take account of all dilutive potential ordinary shares and adjusting the profit/loss attributable, if applicable, to account for any tax consequences that might arise from conversion of those shares.

	<u>Year Ended April 30,</u>	
	<u>2021</u>	<u>2020</u>
Numerator		
Net Loss	\$ (170,095)	\$ (191,749)
Denominator		
Weighted-average shares used in computing net loss per share attributable to ordinary shareholders, basic and diluted	87,207,094	78,799,732
Net loss per share attributable to ordinary shareholders, basic and diluted	\$ (1.95)	\$ (2.43)

The following outstanding potentially dilutive ordinary shares were excluded from the computation of diluted net loss per share attributable to ordinary shareholders for the periods presented because the impact of including them would have been antidilutive:

	<u>Year Ended April 30,</u>	
	<u>2021</u>	<u>2020</u>
Stock options	7,611,016	15,260,506
RSUs	3,301,283	2,368,740
Issued shares held in escrow	-	235,031
Total	<u>10,912,299</u>	<u>17,864,277</u>

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22. Audit Fees and non-Audit Fees

The following audit fees were expensed in the income statement in the reporting period:

	PricewaterhouseCoopers Accountants N.V.	Other PwC Network firms	Total
Year ended April 30, 2021			
Audit of the financial statements	\$ 132	\$ 3,004	\$ 3,136
Tax services	1	-	1
Other non-audit services	-	5	5
Total	<u>\$ 133</u>	<u>\$ 3,009</u>	<u>\$ 3,142</u>
Year ended April 30, 2020			
Audit of the financial statements	\$ 157	\$ 3,165	\$ 3,322
Tax services	15	1	16
Other non-audit services	-	508	508
Total	<u>\$ 172</u>	<u>\$ 3,674</u>	<u>\$ 3,846</u>

The fees listed above relate to the procedures applied to the Company and its consolidated group entities by accounting firms and external auditors as referred to in Section 1, subsection 1 of the Audit Firms Supervision Act ('Wet toezicht accountantsorganisaties - Wta') as well as by Dutch and foreign-based accounting firms, including their tax services and advisory groups.

These fees relate to the audit of the fiscal 2021 and fiscal 2020 financial statements, regardless of whether the work was performed during the financial year.

23. Capital Commitments

During the years ended April 30, 2021 and 2020 the Group did not make any capital commitments.

24. Contingencies

Legal Matters

From time to time, the Group has become involved in claims and other legal matters arising in the ordinary course of business. The Group investigates these claims as they arise. Although claims are inherently unpredictable, the Group is currently not aware of any matters that, if determined adversely to the Group, would individually or taken together have a material adverse effect on its business, results of operations, financial position or cash flows.

The Group accrues estimates for resolution of legal and other contingencies when losses are probable and estimable.

Although the results of litigation and claims are inherently unpredictable, the Company does not believe that there were any matters under litigation or claims with a reasonable possibility of the Company incurring a material loss as of April 30, 2021.

Indemnification

The Group enters into indemnification provisions under its agreements with other companies in the ordinary course of business, including business partners, landlords, contractors, and parties performing its research and development. Pursuant to these arrangements, the Group agrees to indemnify, hold harmless, and reimburse the indemnified party for certain losses suffered or incurred by the indemnified party as a result of the Group's activities. The maximum potential amount of future payments the Group could be required to make under these agreements is not determinable. The Group has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Group believes the fair value of these agreements is not material. The Group maintains commercial general liability insurance and product liability insurance to offset certain of the Group's potential liabilities under these indemnification provisions.

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In addition, the Group indemnifies its officers, directors, and certain key employees while they are serving in good faith in their respective capacities. To date, there have been no claims under any indemnification provisions.

25. Expense by Nature

By nature the costs can be analyzed as follows:

	Year Ended April 30,	
	2021	2020
Employee benefits expense	\$ 434,038	\$ 361,287
Share-based compensation	132,276	85,089
Equipment and systems charges	101,429	68,284
Travel expenses	1,826	29,314
Marketing expenses	26,177	19,924
Depreciation and amortization	17,237	12,859
Legal and professional	27,888	16,683
Office rent and related charges	11,827	13,143
Miscellaneous other expense	24,426	17,567
Other income	(236)	(2,761)
	\$ 776,888	\$ 621,389

The above costs are shown in the income statement as follows:

	Year Ended April 30,	
	2021	2020
Cost of revenue	\$ 166,025	\$ 126,087
Expenses and other income	610,863	495,302
	\$ 776,888	\$ 621,389

Cost of revenue and Expenses and other income include amortization expense of \$8.4 million and \$5.7 million, respectively.

26. Related Parties

Ultimate Controlling Party

The Group does not have an ultimate controlling party.

Key Management Personnel Compensation

In addition to their salaries, the Group also provides noncash benefits to directors and executive officers, in the case of our Chief Financial Officer, contributes to a defined contribution plan on their behalf. Executive officers also participate in the Group's equity award program (See Note 13 – Share Based Payments).

Key Management Personnel Compensation Comprised:

Name and Principal Position	Fiscal Year	Short-term employee benefits		Share-Based Payment (\$)(2)	Post-employment benefits	Total (\$)
		Salary (\$)	Non-Equity Incentive Plan Compensation (\$)(1)		All Other Compensation (\$)	
Shay Banon Chief Executive Officer	2021	387,720(4)	291,827	8,428,039	65,864(3)(4)	9,173,450
	2020	375,000	196,886	-	-	571,886
Janesh Moorjani Chief Financial Officer	2021	365,000	275,825	3,371,074	17,100(5)	4,028,999
	2020	365,000	191,636	2,754,730	16,298	3,327,664

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- Except as otherwise stated, the amounts reported represent the amounts earned based upon achievement of certain performance goals under our Executive Incentive Compensation Plan. Messrs. Banon and Moorjani participated in our Executive Incentive Compensation Plan during fiscal 2021 and 2020. Payments under our Executive Incentive Compensation Plan were payable semi-annually based on achievement of certain company financial targets. For fiscal 2021 and 2020, the performance metrics were based on calculated billings and non-GAAP operating margin targets. See Remuneration Report.
- The amounts shown represent the aggregate share-based awards in fiscal 2021 and 2020 for financial reporting purposes pursuant to the provisions of IFRS 2. Such amounts do not represent amounts paid to or realized by the non-executive director. See Note 13, "Share-Based Payments" regarding assumptions underlying valuation of equity awards.
- A portion of each listed amount was paid in ILS in connection with Mr. Banon's transfer of employment to Israel in March 2021 and has been reported on an as-converted basis from ILS to U.S. dollars ("USD") based on a spot currency exchange rate of 1 ILS=USD\$0.3081 as of our fiscal year end, April 30, 2021. With respect to Salary, \$50,220 was paid in ILS. With respect to Non-Equity Incentive Plan Compensation, \$149,285 was paid in ILS. With respect to All Other Compensation, \$8,174 was paid in ILS (see also footnote (4) below).
- The listed amount is the sum of the following amounts: (i) Cash payout of \$57,690 in USD to Mr. Banon for earned and unused paid time off in accordance with applicable laws upon his relocation from the United States to Israel, (ii) contributions by Elastic of \$4,183 in ILS to a severance fund under a Section 14 Arrangement pursuant to Israeli Severance Pay Law, (iii) contributions by Elastic of \$3,264 in ILS to a pension and manager's insurance fund pursuant to Israeli labor laws, and (iv) contributions by Elastic of \$726 in ILS to an education savings fund.
- The amount disclosed represents Elastic's contributions made under our Section 401(k) plan.

The following table sets forth information regarding outstanding equity awards held by key management personnel as of April 30, 2021:

Name	Grant date	Option Awards				Share Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares That Have Not Vested (#)	Market Value of Shares That Have Not Vested (\$)	
Shay Banon	December 8, 2020	5,201	(2)	57,220	\$ 145.83	December 7, 2030		
	April 2, 2018	8,334	(3)	100,000	13.07	April 2, 2028		
	September 7, 2017	18,007	(4) -		10.15	September 6, 2027		
	December 8, 2020						31,507 (8)	3,800,374
Janesh Moorjani	December 8, 2020	2,080	(2)	22,888	\$145.83	December 7, 2030		
	June 8, 2019	-	(5)	57,285	81.39	June 7, 2029		
	April 2, 2018	-	(6)	31,250	13.07	April 1, 2028		
	September 7, 2017	73,664	(7)		10.15	September 6, 2027		
	December 8, 2020						12,602 (8)	1,520,053
	June 8, 2019						10,607 (9)	1,279,416

- The market value of unvested RSUs is calculated by multiplying the number of unvested RSUs held by the applicable named executive officer by the closing market price of our ordinary shares on April 30, 2021, which was \$120.62.
- The ordinary shares subject to the option vest in 48 equal monthly installments beginning on January 8, 2021, subject to continued service to us through the applicable vesting date.
- The ordinary shares subject to the option vest in 48 equal monthly installments beginning on May 2, 2018, subject to continued service to us through the applicable vesting date.
- The ordinary shares subject to the option vested in 48 equal monthly installments beginning on May 1, 2017, subject to continued service to us through the applicable vesting date. The option became fully vested on April 1, 2021.
- The ordinary shares subject to the option vest in 48 equal monthly installments beginning on January 8, 2022, subject to continued service to us through the applicable vesting date.
- The ordinary shares subject to the option vest in 48 equal monthly installments beginning on November 1, 2019, subject to continued service to us through the applicable vesting date.
- The option is subject to an early option exercise provision and is immediately exercisable. One-fourth of the ordinary shares subject to the option vested on August 28, 2018, and 1/48th of ordinary shares subject to the option vest monthly thereafter, subject to continued service to us through the applicable vesting date.
- The ordinary shares subject to an award of RSUs vest in eight equal semiannual installments beginning on June 8, 2021, subject to continued service to us through the applicable vesting date.
- The ordinary shares subject to an award of RSUs vest in eight equal semiannual installments beginning on June 8, 2022, subject to continued service to us through the applicable vesting date.

The following table sets forth information regarding outstanding equity awards held by key management personnel as of April 30, 2020:

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Name	Grant date	Option Awards				Share Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares That Have Not Vested (#)	Market Value of Shares That Have Not Vested (\$) (1)	
Shay Banon	April 2, 2018	8,337	(2)	200,000	13.07	April 2, 2028	-	-
	September 7, 2017	374,198	(3)	216,080	10.15	September 8, 2027	-	-
	April 19, 2016	605,250	(4)	-	5.46	April 18, 2026	-	-
Janesh Moorjani	June 8, 2019	-	(5)	57,285	81.39	June 7, 2029	-	-
	April 2, 2018	6,250	(6)	43,750	13.07	April 1, 2028	-	-
	September 7, 2017	357,317	(7)	-	10.15	September 6, 2027	-	-
	June 8, 2019	-	-	-	-	-	10,807	(8) \$ 680,333

- (1) The market value of unvested RSUs is calculated by multiplying the number of unvested RSUs held by the applicable named executive officer by the closing market price of our ordinary shares on April 30, 2020, which was \$64.14.
- (2) The ordinary shares subject to the option vest in 48 equal monthly installments beginning on May 2, 2018, subject to continued service to us through the applicable vesting date.
- (3) The ordinary shares subject to the option vest in 48 equal monthly installments beginning on May 1, 2017, subject to continued service to us through the applicable vesting date.
- (4) The ordinary shares subject to the option vested in 48 equal monthly installments beginning on January 1, 2016. The option became fully vested on December 1, 2019.
- (5) The ordinary shares subject to the option vest in 48 equal monthly installments beginning on January 8, 2022, subject to continued service to us through the applicable vesting date.
- (6) The ordinary shares subject to the option vest in 48 equal monthly installments beginning on November 1, 2019, subject to continued service to us through the applicable vesting date.
- (7) The option is subject to an early option exercise provision and is immediately exercisable. One-fourth of the ordinary shares subject to the option vested on August 28, 2018, and 1/48th of ordinary shares subject to the option vest monthly thereafter, subject to continued service to us through the applicable vesting date.
- (8) The ordinary shares subject to an award of RSUs vest in eight equal semiannual installments beginning on June 8, 2022, subject to continued service to us through the applicable vesting date.

Key Management Personnel Transactions

Other than compensation disclosed above there were no other transactions with key management personnel and directors in the years ended April 30, 2021 and 2020.

Non-executive directors' compensation

The table below shows the total compensation awarded to our non-executive directors during fiscal 2021 *(Amount in \$)*:

	Fees earned or paid in cash	Share-based payment (1)	Total
Jonathan Chadwick (2)	\$ 55,000	\$ 169,890	\$ 224,890
Peter Fenton (3)	46,000	169,890	215,890
Alison Gleeson (3)	35,000	169,890	204,890
Caryn Marooney (3)	34,000	169,890	203,890
Chetan Puttagunta(3)	56,000	169,890	225,890
Steven Schuurman(4)	30,000	-	30,000
Michelangelo Volpi (5)	-	-	-
	\$ 256,000	\$ 849,450	\$ 1,105,450

- (1) The amounts shown represent the share-based payment awards in fiscal 2021 pursuant to the provisions of IFRS 2. Such amounts do not represent amounts paid to or realized by the non-executive director. See Note 13, "Share-Based Payments" regarding assumptions underlying valuation of equity awards. Additional information regarding the RSUs and/or stock options awarded to or held by each non-executive director on the last day of fiscal 2021 is set forth in the footnotes below.
- (2) As of April 30, 2021, Mr. Chadwick held 1,487 RSUs and 162,500 options to purchase ordinary shares.
- (3) As of April 30, 2021, the non-executive director held 1,487 RSUs and no options to purchase ordinary shares.
- (4) The non-executive director did not receive any grants of RSUs or options to purchase ordinary shares in fiscal 2021. In accordance with our non-executive director compensation policy, which provides that non-employee directors who, at the time of appointment or the date of the annual general meeting, either (i) beneficially owned more than 2% of the outstanding and issued share capital of the Company, or (ii) was a partner or a member of any venture capital firm that owns securities of the Company representing more than 2% of the outstanding and issued share capital of the Company, are not eligible to receive equity awards. As of April 30, 2021, the director held no RSUs and no options to purchase ordinary shares.
- (5) Mr. Volpi has waived his right to receive payments of director fees and the annual equity grant to directors. He would have been eligible to receive \$38,500 in fees and an RSU award with a grant date fair value of \$169,890 calculated in accordance with IFRS 2 for his service as a director in fiscal year 2021.

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The table below shows the total compensation awarded to our non-executive directors during fiscal 2020 (Amount in \$):

	Fees earned or paid in cash	Share-based payment (1)	Total
Jonathan Chadwick (2)	\$ 55,000	\$ 634,603	\$ 689,603
Peter Fenton (3)	46,000	-	46,000
Alison Gleeson (4)	10,747	132,695	143,442
Caryn Marooney (5)	34,000	169,952	203,952
Chetan Puttagunta(3)	56,000	-	56,000
Steven Schuurman(3)	30,000	-	30,000
Michelangelo Volpi (3)(6)	-	-	-
	\$ 231,747	\$ 937,250	\$ 1,168,997

- (1) The amounts shown represent the share-based payment expense in fiscal 2020 pursuant to the provisions of IFRS 2. Such amounts do not represent amounts paid to or realized by the non-executive director. See Note 13, "Share-Based Payments" regarding assumptions underlying valuation of equity awards. Additional information regarding the RSUs and/or stock options awarded to or held by each non-executive director on the last day of fiscal 2020 is set forth in the footnotes below.
- (2) As of April 30, 2021, Mr. Chadwick held 2,292 RSUs and 187,500 options to purchase ordinary shares.
- (3) As of April 30, 2021, the director held no RSUs and no options to purchase ordinary shares. In accordance with our non-executive director compensation policy, which provides that non-employee directors who, at the time of appointment or the date of the annual general meeting, either (i) beneficially owned more than 2% of the outstanding and issued share capital of the Company, or (ii) was a partner or a member of any venture capital firm that owns securities of the Company representing more than 2% of the outstanding and issued share capital of the Company, are not eligible to receive equity awards.
- (4) As of April 30, 2021, Ms. Gleeson held 1,917 RSUs and no options to purchase ordinary shares.
- (5) As of April 30, 2021, Ms. Marooney held 2,292 RSUs and no options to purchase ordinary shares.
- (6) Mr. Volpi has waived his right to receive payments of director fees. He would have been eligible to receive \$41,962 in fees.

No loans, advance payments and guarantees granted to or on behalf of executive and non-executive directors in fiscal 2021 or 2020.

27. Group Entities

Details of the Group's wholly owned subsidiaries at the end of the reporting period is listed below. All of these subsidiaries are 100% owned and fully consolidated. There are no partially consolidated subsidiaries or non-participating interests owned by the Company.

Name	Statutory seat	Registered office	Incorporation date
elasticsearch B.V.	Amsterdam, the Netherlands	Keizersgracht 281, 1016 ED Amsterdam, The Netherlands	February 9, 2012
Elasticsearch Inc.	Delaware, USA	251 Little Falls Drive, Wilmington, Delaware 19808-1674 New Castle County, Delaware, USA	August 7, 2012
Elasticsearch Limited	London, UK	5 Southampton Street London WC2E 7HA United Kingdom	January 16, 2013
Elasticsearch GmbH	Berlin, Germany	Maximilianstrasse 54, 80538 Munich, Germany	January 16, 2013
Elasticsearch Federal Inc.	Delaware, USA	251 Little Falls Drive, Wilmington, Delaware 19808-1674 New Castle County, Delaware, USA	May 29, 2013
Elasticsearch SARL	Paris, France	42 rue Monge, 75005 Paris, France	November 18, 2013
Elasticsearch Pty Ltd.	New South Wales, Australia	C/- Intertrust Australia Pty Ltd, Suite 2 Level 25, 100 Miller Street, North Sydney NSW 2060 Sydney NSW 2000	September 3, 2014
Elasticsearch BC Ltd.	Canada	1600 - 925 West Georgia Street, Vancouver BC V6C 3L2 Canada	November 5, 2014
Elasticsearch KK	Japan	Unit # 1-5 26th Floor, Kyobashi Edogrand 2-2-1 Kyobashi, Chuoku, Tokyo 104 0031 Japan	September 12, 2014
Elasticsearch AB	Sweden	7A Posthuset, Vasagatan 28, 111 20 Stockholm, Sweden	November 5, 2012
Elasticsearch AS	Norway	TMF Norway AS Hageløkkveien 26, 1383 Asker Norway	September 1, 2009
Elasticsearch HK Ltd.	Hong Kong	5/F, Heng Shan Centre, 145 Queen's Road East, Wanchai, Hong Kong	June 29, 2015
Elasticsearch Pte Ltd.	Republic of Singapore	10 Collyer Quay#10-01 Ocean Financial Centre Singapore 049315	June 8, 2015
Elasticsearch Korea Limited	Seoul, Korea	Gongpyeong-dong, Jongno Tower) 20F, 51 Jong-ro, Jongno-gu, Seoul 03161	October 19, 2015
Elasticsearch (CH) AG	Zug, Switzerland	c/o Lenzlinger Advokatur Alpenstrasse 12 6302 Zug, Switzerland	October 30, 2015
Elasticsearch Finance B.V.	Amsterdam, the Netherlands	Keizersgracht 281, 1016 ED Amsterdam, The Netherlands	June 6, 2014
Elasticsearch Government, Inc.	Delaware, USA	251 Little Falls Drive, Wilmington, Delaware 19808-1674 New Castle County, Delaware, USA	June 13, 2017
Elasticsearch S.L.U.	Spain	c/o Vistra Madrid RB Catalunya, Num. 53-55 Alico Barcelona 08007	September 16, 2016
Elasticsearch (Beijing) Information Technology Co., Ltd.	Beijing, China	Room 304-10, 3F, Building 3 of Tower B, Pacific Century Center, 2A North Worker Stadium Road, Chaoyang District, Beijing	September 5, 2018
Elastic International B.V.	Amsterdam, the Netherlands	Keizersgracht 281, 1016 ED Amsterdam, The Netherlands	May 6, 2021
Elastic Technologies (Israel) Ltd.	Tel Aviv, Israel	Amot BDO House, 48 Menachem Begin Road, Tel Aviv 66180, Israel	February 23, 2020
Elastic Technologies (India) Private Limited	India	G305, Third Floor, Cedar Block, BM Magnolia Park, NG Halli, Bangalore - 560066, Karnataka, India	March 19, 2021
Endgame, Inc.	Delaware, USA	251 Little Falls Drive, Wilmington, Delaware, 19808-1674 New Castle County, Delaware, USA	October 7, 2010
Endgame Systems, LLC	Delaware, USA	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808	June 17, 2008
Preler, Inc.	Delaware, USA	251 Little Falls Drive, Wilmington, Delaware 19808-1674 New Castle County, Delaware, USA	September 8, 2016
Opbeat Aps	Denmark	Narre Farimagsgade 11, 2. tv. 1364 København K Denmark	May 1, 2012
Opbeat, LLC	Delaware, USA	251 Little Falls Drive, Wilmington, Delaware 19808-1674 New Castle County, Delaware, USA	May 19, 2017
Swifttype Inc.	Delaware, USA	251 Little Falls Drive, Wilmington, Delaware 19808-1674 New Castle County, Delaware, USA	September 25, 2017

28. Subsequent events

On June 30, 2021, the Company entered into a purchase agreement (the "Purchase Agreement") with J.P. Morgan Securities LLC, as representative of the several initial purchasers (the "Initial Purchasers"), relating to the sale by the Company of \$575.0 million aggregate principal amount of its 4.125% Senior Notes due 2029 (the "Notes") in a private placement to "qualified institutional buyers" pursuant to Rule 144A under the United States Securities Act of 1933, as amended (the "Securities Act"), and

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outside the United States pursuant to Regulation S under the United States Securities Act. The Company received net proceeds from the offering of the Notes of approximately \$565 million after deducting the Initial Purchasers' discount and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the offering of the Notes for general corporate purposes, which may include capital expenditures, investments and working capital. In addition, from time to time in the past the Company has considered, and it continues to consider, acquisitions and strategic transactions, and the Company also may use the net proceeds of this offering for such purposes. The Purchase Agreement contains customary representations, warranties, and covenants by the Company together with customary closing conditions. Under the terms of the Purchase Agreement, the Company has agreed to indemnify the Initial Purchasers against certain liabilities. The Notes mature on July 15, 2029 and bear interest at a rate of 4.125% per annum. Interest on the Notes is payable semi-annually in arrears on January 15 and July 15 of each year, commencing on January 15, 2022.

On July 6, 2021, the Company entered into an indenture relating to the issuance of the Notes (the "Indenture"), by and between the Company and U.S. Bank National Association, as trustee of the Notes. The Notes will be guaranteed in the future, under the circumstances and subject to the exceptions described in the Indenture, by each of the Company's existing U.S. subsidiaries (other than Endgame Systems, LLC) that are not immaterial subsidiaries. Initially, none of the Company's subsidiaries will guarantee the Notes.

On August 19, 2021, the Group entered into a stock purchase agreement to acquire 100% of the share capital of Build Security Ltd. ("build.security") for a total consideration of \$45.0 million in the form of cash and assumed stock options. A privately held company headquartered in Israel, build.security develops an authorization policy management platform that offers developers a single control plane to quickly and easily implement authorization policy as code.

On August 24, 2021, the Group entered into a stock purchase agreement to acquire 100% of the share capital of CmdWatch Security Inc. ("Cmd") for a total consideration of \$85.0 million in the form of cash and assumed stock options. CMD is a privately held company incorporated under the laws of British Columbia, Canada that provides Linux-first, cloud-native security solutions to its customers.

There were no other reportable subsequent events to be disclosed.

Company Financial Statements

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Company Balance Sheets
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After appropriation of results

		As of April 30,	
		2021	2020
	Notes		
Assets			
Non-current assets			
Financial fixed assets	1	\$ 445,531	\$ 410,987
Deposits		500	1,874
Total non-current assets		446,031	412,861
Current assets			
Prepayments		700	1,777
Cash and cash equivalents		7,113	3,790
Total current assets		7,813	5,567
Total assets		\$ 453,844	\$ 418,428
Shareholders' equity and liabilities			
Shareholders' equity			
Share capital		\$ 948	\$ 856
Share premium		811,802	734,636
Legal reserves			
Translation reserves		(8,105)	(1,377)
Other reserves		305,123	170,814
Accumulated losses		(657,609)	(487,514)
Total shareholders' equity	2	452,159	417,415
Liabilities			
Current liabilities			
Trade and other payables		1,685	1,013
Total current liabilities		1,685	1,013
Total liabilities		1,685	1,013
Total shareholders' equity and liabilities		\$ 453,844	\$ 418,428

The accompanying notes are an integral part of these financial statements

Elastic N.V.
Company Profit and Loss Accounts
For the Year Ended April 30, 2021 and 2020
(All amounts in thousands US dollars unless otherwise stated)

	Year Ended April 30,	
	2021	2020
Share of results of investments, after tax	\$ (148,949)	\$ (182,190)
Other income and expense, after tax	(21,146)	(9,559)
Loss for the year	\$ (170,095)	\$ (191,749)

The accompanying notes are an integral part of these financial statements

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Notes to the Company Financial Statements
April 30, 2021 and April 30, 2020
(All amounts in thousands US dollars unless otherwise stated)

1. Accounting Information and Policies

Basis of Preparation

The Company financial statements of Elastic N.V. have been prepared in accordance with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code. The Company uses the option of Article 362.8 of Part 9, Book 2 of the Dutch Civil Code to prepare the Company's Financial Statements, using the same accounting policies as the consolidated financial statements (the "Consolidated Financial Statements"). The Company presents a condensed income statement, using the facility of Article 402, Book 2, of the Dutch Civil Code. Elastic N.V.'s investments in Group companies are stated using the 'net asset value method' (*'netto vermogens waarde methode'*) as further outlined in Note 2.

For the principles of valuation of assets and liabilities and for the determination of results reference is made to the notes to the consolidated statement of financial position and comprehensive income. Following the adoption of IFRS 9 by the Group and based on interpretation of the Dutch Accounting Standard 100.107A, the company shall, upon identification of a credit loss on an intercompany loan and/or receivable, eliminate the carrying amount of the intercompany loan and/or receivable for the value of the identified credit loss.

All amounts are presented in thousands USD, unless stated otherwise.

The Company prepared its Consolidated Financial statements in accordance with the International Financial Reporting Standards ('IFRS') as adopted by the European Union.

Financial Fixed Assets

Investments in Consolidated Subsidiaries

Investments in consolidated subsidiaries are entities (including intermediate subsidiaries and special purpose entities) over which the Company has control, i.e., the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. Subsidiaries are recognized from the date on which control is transferred to the company or its intermediate holding entities, they are derecognized from the date that control ceases.

The Company applies the acquisition method to account for acquiring subsidiaries, consistent with the approach identified in the Consolidated Financial Statements. The consideration transferred for the acquisition of a subsidiary is the fair value of assets transferred, liabilities incurred to the former owners of the acquiree, and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in an acquisition are measured initially at their fair values at the acquisition date and are subsumed in the net asset value of the investment in consolidated subsidiaries. Acquisition-related costs are expensed as incurred.

Investments in consolidated subsidiaries are measured at net asset value. Net asset value is based on the measurement of assets, provisions and liabilities and determination of profit based on the principles applied in the Consolidated Financial Statements.

Investments; Recognition of Losses

When the Company's share of losses in an investment equals or exceeds its interest in the investment, (including separately presented goodwill or any other unsecured noncurrent receivables, being part of the net investment), the Company does not recognize any further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the investment, in such case the company will recognize a provision.

Investments; Unrealized Gains and Losses

Unrealized gains on transactions between the company and its investments in consolidated subsidiaries are eliminated in full, based on the consolidation principles, unrealized gains on transactions between the company and its investments in associates are eliminated to the extent of the company's stake in these investments.

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Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the assets transferred.

Financial Fixed Assets

Movements in financial fixed assets are as follows:

	Investments in Consolidated Subsidiaries	Loans to Investments in Consolidated Subsidiaries	Total
At April 30, 2019			
Net book value	\$ -	\$ 259,335	\$ 259,335
Movements in book value			
Investments	\$ 199,286	\$ 52,331	\$ 251,617
Capital contributions	82,171	-	82,171
Share of results of investments	(182,190)	-	(182,190)
Translation results	4,913	(4,859)	54
Reclassification of accumulated provision	(104,180)	104,180	-
	-	151,652	151,652
April 30, 2020			
Net book value	\$ -	\$ 410,987	\$ 410,987
Movements in book value			
Investments	\$ 2,241	\$ 56,375	\$ 58,616
Capital contributions	131,605	-	131,605
Share of results of investments	(148,949)	-	(148,949)
Translation results	(12,614)	5,886	(6,728)
Reclassification of accumulated provision	27,717	(27,717)	-
	-	34,544	35,544
April 30, 2021			
Net book value	\$ -	\$ 445,531	\$ 445,531

Amounts Due from Investments

Amounts due from investments are stated initially at fair value and subsequently at amortized cost. Amortized cost is determined using the effective interest rate. The participants are included in Note 28.

Loans to Investments in Consolidated Subsidiaries

As at April 30, 2021, the loans primarily relate to \$396 million of loans to Company's subsidiaries, issued in fiscal years 2014-2021. The loans are identified as an increase in the net investments in consolidated subsidiaries. No securities, guarantees or repayment arrangements have been agreed. Interest on loans issued prior to fiscal 2019 is based on short-term Applicable Federal Rate (AFR), as provided under Internal Revenue Code Section 1274(d). During fiscal 2019, the Company issued a loan to Elasticsearch Finance B.V. for an amount of \$269.5 million. Interest rate on this loan is the amount of income Elasticsearch Finance B.V. receives from its short-term investments with external third-party banks minus the handling fees.

Elastic N.V.
Notes to the Company Financial Statements
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(All amounts in thousands US dollars unless otherwise stated)

2. Movements in Company Equity

	Share capital	Share premium	Translation reserve	Other reserve	Accumulated losses	Total equity
Balances at April 30, 2019	\$ 754	\$ 471,232	\$ (1,431)	\$ 89,416	\$ (295,765)	\$ 264,206
Change in par value upon conversion from B.V. to N.V.	-	-	-	-	-	-
Total loss for the period	-	-	-	-	-	-
Loss for the period	-	-	-	-	(191,749)	(191,749)
Foreign currency translation differences	-	-	54	-	-	54
Total loss for the period	-	-	(1,377)	-	(191,749)	(193,126)
Contributions by owners	754	471,232	(1,377)	89,416	(487,514)	72,511
Issuance of ordinary shares upon initial public offering, net of underwriting discounts and issuance costs	-	-	-	-	-	-
Stock issued for Ordinary shares related to exercise of stock options	77	61,386	-	-	-	61,463
Issuance of ordinary shares upon subscription of restricted stock awards	2	-	-	-	-	2
Issuance of Ordinary shares in connection with the acquisition of Endgame	20	160,296	-	-	-	160,316
Issuance of Ordinary shares issued in connection with the acquisition of Endgame (held in escrow)	2	19,825	-	-	-	19,827
Issuance of Ordinary shares to extinguish convertible debt acquired from Endgame	1	7,462	-	-	-	7,463
Assumption of stock option plan as consideration for acquisition of Endgame	-	11,705	-	-	-	11,705
Repurchase of unvested RSAs	-	-	-	-	-	-
Vesting of early exercised stock options	-	-	-	-	-	-
Vesting of ordinary shares subject to repurchase	-	2,730	-	-	-	2,730
Stock compensation expense	-	-	-	81,398	-	81,398
Balances at April 30, 2020	\$ 856	\$ 734,636	\$ (1,377)	\$ 170,814	\$ (487,514)	\$ 417,415
Total loss for the period	-	-	-	-	(170,095)	(170,095)
Loss for the period	-	-	-	-	(170,095)	(170,095)
Foreign currency translation differences	-	-	(6,728)	-	-	(6,728)
Total loss for the period	-	-	(8,105)	-	(170,095)	(178,200)
Contributions by owners	856	734,636	(8,105)	170,814	(657,609)	240,592
Issuance of ordinary shares upon exercise of stock options	83	77,175	-	-	-	77,258
Issuance of ordinary shares upon release of restricted stock units	9	(9)	-	-	-	-
Reclassification of liability-classified awards	-	-	-	2,703	-	2,703
Stock compensation expense	-	-	-	131,606	-	131,606
Balances at April 30, 2021	\$ 948	\$ 811,802	\$ (8,105)	\$ 305,123	\$ (657,609)	\$ 452,159

Issuance of Shares

During fiscal 2021, 6,989,222 ordinary shares were issued upon exercise of stock options and 687,785 ordinary shares issued upon release of RSUs.

During fiscal 2020, 6,815,098 ordinary shares were issued upon exercise of stock options, 152,688 ordinary shares issued upon release of RSUs and 2,218,694 ordinary shares were issued for a business combination.

Ordinary Shares and Preference Shares

At April 30, 2021 there were 165,000,000 ordinary shares authorized par value €0.01 per share; 90,533,985 shares issued and outstanding as of April 30, 2021, and 82,856,978 shares issued and outstanding as of April 30, 2020.

The Company's board of directors has the authority, for a period of five years from October 10, 2018, without further action by the Company's shareholders, to issue up to 165 million shares of undesignated convertible preference shares with rights and preferences, including voting rights, designated from time to time by the board of directors. As of April 30, 2021, there were no convertible preference shares issued or outstanding.

Each holder of ordinary shares has the right to one vote per ordinary share. The holders of ordinary shares are also entitled to receive dividends whenever funds are legally available and when declared by the board of directors, subject to the prior rights of holders of all classes of shares outstanding having priority rights to dividends. No dividends have been declared by the board of directors from inception through the year ended April 30, 2021.

As of April 30, 2021, no preference shares were issued or outstanding.

Translation Reserve

This amount comprises the translation of participations from a foreign currency to the functional currency.

Appropriation of Results

In accordance with Article 10.1.4 of the Company's Articles of Association, the board of directors of the Company has determined that the net loss for the fiscal year 2021 be added to the Other reserve-accumulated losses.

Elastic N.V.
Notes to the Company Financial Statements
April 30, 2021 and April 30, 2020
(All amounts in thousands US dollars unless otherwise stated)

3. Employees

During fiscal 2021, the average number of employees, based on full time equivalents, was 0.

4. Directors' Remuneration

Non-executive directors' compensation

The table below shows the total compensation awarded to our non-executive directors during fiscal 2021
(Amount in \$):

	Fees earned or paid in cash	Share-based payment (1)	Total
Jonathan Chadwick (2)	\$ 55,000	\$ 169,890	\$ 224,890
Peter Fenton (3)	46,000	169,890	215,890
Alison Gleeson (3)	35,000	169,890	204,890
Caryn Marooney (3)	34,000	169,890	203,890
Chetan Puttagunta(3)	56,000	169,890	225,890
Steven Schuurman(4)	30,000	-	30,000
Michelangelo Volpi (5)	-	-	-
	\$ 256,000	\$ 849,450	\$ 1,105,450

- (1) The amounts shown represent the share-based payment awards in fiscal 2021 pursuant to the provisions of IFRS 2. Such amounts do not represent amounts paid to or realized by the non-executive director. See Note 13, "Share-Based Payments" regarding assumptions underlying valuation of equity awards. Additional information regarding the RSUs and/or stock options awarded to or held by each non-executive director on the last day of fiscal 2021 is set forth in the footnotes below.
- (2) As of April 30, 2021, Mr. Chadwick held 1,487 RSUs and 162,500 options to purchase ordinary shares.
- (3) As of April 30, 2021, the non-executive director held 1,487 RSUs and no options to purchase ordinary shares
- (4) The non-executive director did not receive any grants of RSUs or options to purchase ordinary shares in fiscal 2021. In accordance with our non-executive director compensation policy, which provides that non-employee directors who, at the time of appointment or the date of the annual general meeting, either (i) beneficially owned more than 2% of the outstanding and issued share capital of the Company, or (ii) was a partner or a member of any venture capital firm that owns securities of the Company representing more than 2% of the outstanding and issued share capital of the Company, are not eligible to receive equity awards. As of April 30, 2021, the director held no RSUs and no options to purchase ordinary shares.
- (5) Mr. Volpi has waived his right to receive payments of director fees and the annual equity grant to directors. He would have been eligible to receive \$38,500 in fees and an RSU award with a grant date fair value of \$169,890 calculated in accordance with IFRS 2 for his service as a director in fiscal year 2021.

The table below shows the total compensation awarded to our non-executive directors during fiscal 2020
(Amount in \$):

	Fees earned or paid in cash	Share-based payment (1)	Total
Jonathan Chadwick (2)	\$ 55,000	\$ 634,603	\$ 689,603
Peter Fenton (3)	46,000	-	46,000
Alison Gleeson (4)	10,747	132,695	143,442
Caryn Marooney (5)	34,000	169,952	203,952
Chetan Puttagunta(3)	56,000	-	56,000
Steven Schuurman(3)	30,000	-	30,000
Michelangelo Volpi (3)(6)	-	-	-
	\$ 231,747	\$ 937,250	\$ 1,168,997

- (1) The amounts shown represent the share-based payment expense in fiscal 2020 pursuant to the provisions of IFRS 2. Such amounts do not represent amounts paid to or realized by the non-executive director. See Note 13, "Share-Based Payments" regarding assumptions underlying valuation of equity awards. Additional information regarding the RSUs and/or stock options awarded to or held by each non-executive director on the last day of fiscal 2020 is set forth in the footnotes below.
- (2) As of April 30, 2021, Mr. Chadwick held 2,292 RSUs and 187,500 options to purchase ordinary shares.
- (3) As of April 30, 2021, the director held no RSUs and no options to purchase ordinary shares.
- (4) As of April 30, 2021, Ms. Gleeson held 1,917 RSUs and no options to purchase ordinary shares.
- (5) As of April 30, 2021, Ms. Marooney held 2,292 RSUs and no options to purchase ordinary shares.
- (6) Mr. Volpi has waived his right to receive payments of director fees. He would have been eligible to receive \$41,962 in fees.

Elastic N.V.

Notes to the Company Financial Statements

April 30, 2021 and April 30, 2020

(All amounts in thousands US dollars unless otherwise stated)

No loans, advance payments and guarantees granted to or on behalf of executive and non-executive directors in fiscal 2021 or 2020.

5. Subsequent Events

On June 30, 2021, the Company entered into a purchase agreement (the "Purchase Agreement") with J.P. Morgan Securities LLC, as representative of the several initial purchasers (the "Initial Purchasers"), relating to the sale by the Company of \$575.0 million aggregate principal amount of its 4.125% Senior Notes due 2029 (the "Notes") in a private placement to "qualified institutional buyers" pursuant to Rule 144A under the United States Securities Act of 1933, as amended (the "Securities Act"), and outside the United States pursuant to Regulation S under the United States Securities Act. The Company received net proceeds from the offering of the Notes of approximately \$565 million after deducting the Initial Purchasers' discount and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the offering of the Notes for general corporate purposes, which may include capital expenditures, investments and working capital. In addition, from time to time in the past the Company has considered, and it continues to consider, acquisitions and strategic transactions, and the Company also may use the net proceeds of this offering for such purposes. The Purchase Agreement contains customary representations, warranties, and covenants by the Company together with customary closing conditions. Under the terms of the Purchase Agreement, the Company has agreed to indemnify the Initial Purchasers against certain liabilities. The Notes mature on July 15, 2029 and bear interest at a rate of 4.125% per annum. Interest on the Notes is payable semi-annually in arrears on January 15 and July 15 of each year, commencing on January 15, 2022.

On July 6, 2021, the Company entered into an indenture relating to the issuance of the Notes (the "Indenture"), by and between the Company and U.S. Bank National Association, as trustee of the Notes. The Notes will be guaranteed in the future, under the circumstances and subject to the exceptions described in the Indenture, by each of the Company's existing U.S. subsidiaries (other than Endgame Systems, LLC) that are not immaterial subsidiaries. Initially, none of the Company's subsidiaries will guarantee the Notes.

On August 19, 2021, the Group entered into a stock purchase agreement to acquire 100% of the share capital of Build Security Ltd. ("build.security") for a total consideration of \$45.0 million in the form of cash and assumed stock options. A privately held company headquartered in Israel, build.security develops an authorization policy management platform that offers developers a single control plane to quickly and easily implement authorization policy as code.

On August 24, 2021, the Group entered into a stock purchase agreement to acquire 100% of the share capital of CmdWatch Security Inc. ("Cmd") for a total consideration of \$85.0 million in the form of cash and assumed stock options. Cmd is a privately held company incorporated under the laws of British Columbia, Canada that provides Linux-first, cloud-native security solutions to its customers.

There were no other reportable subsequent events to be disclosed.

Elastic N.V.
Notes to the Company Financial Statements
April 30, 2021 and April 30, 2020

(All amounts in thousands US dollars unless otherwise stated)

The financial statements were approved by the board and authorized for issue on August 27, 2021 and signed by:

Shay Banon (appointed July 20, 2012)
Executive Director & Chief Executive Officer
and Chairman,
August 27, 2021

Jonathan Chadwick (appointed August 14, 2018)
Non-executive Director
August 27, 2021

Peter Fenton (appointed September 26, 2012)
Non-executive Director
August 27, 2021

Alison Gleeson (appointed January 10, 2020)
Non-executive Director
August 27, 2021

Caryn Marooney (appointed April 25, 2019)
Non-executive Director
August 27, 2021

Chetan Puttagunta (appointed January 10, 2017)
Non-executive Director
August 27, 2021

Steven Schuurman (appointed July 20, 2012)
Non-executive Director
August 27, 2021

Michelangelo Volpi (appointed January 25, 2013)
Non-executive Director
August 27, 2021

Elastic N.V.
Keizersgracht 281, 1016 ED, Amsterdam.
The Netherlands

Other Information

Elastic N.V.
Other Information
April 30, 2021 and 2020

Appropriation of Result According to the Articles of Association

Article 10.1.4 of the Company's Articles of Association, authorizes the board of directors of the Company to allocate any amount remaining out of profits (after distribution of dividends) to reserves. The Company incurred a net loss during the year and had no distributable profits, accordingly, the board of directors of the Company has determined that the net loss for the fiscal year 2021 be added to the Other reserve-accumulated losses.

Independent Auditor's Report

The report of the independent auditor, PricewaterhouseCoopers Accountants N.V., is set forth on the following page.

Independent Auditor's Report



Independent auditor's report

To: the general meeting and board of directors of Elastic N.V.

Report on the financial statements 2020/2021

Our opinion

In our opinion:

- the consolidated financial statements of Elastic N.V. together with its subsidiaries ('the Group') give a true and fair view of the financial position of the Group as at April 30, 2021 and of its result and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union ('EU-IFRS') and with Part 9 of Book 2 of the Dutch Civil Code;
- the company financial statements of Elastic N.V. ('the Company') give a true and fair view of the financial position of the Company as at April 30, 2021 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

What we have audited

We have audited the accompanying financial statements 2020/2021 of Elastic N.V., Amsterdam. The financial statements include the consolidated financial statements of the Group and the company financial statements.

The consolidated financial statements comprise:

- the Consolidated Statement of Financial Position as at April 30, 2021;
- the following statements for the year ended April 30, 2021: the Consolidated Statement of Comprehensive Loss, Changes in Equity and Cash Flows; and
- the notes, comprising significant accounting policies and other explanatory information.

The company financial statements comprise:

- the Company Balance Sheet as at April 30, 2021;
- the Company Profit and Loss account for the year ended April 30, 2021;
- the notes, comprising the accounting policies applied and other explanatory information.

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'PwC' is the brand under which PricewaterhouseCoopers Accountants N.V. (Chamber of Commerce 34180285), PricewaterhouseCoopers Belastingadviseurs N.V. (Chamber of Commerce 34180284), PricewaterhouseCoopers Advisory N.V. (Chamber of Commerce 34180287), PricewaterhouseCoopers Compliance Services B.V. (Chamber of Commerce 51414406), PricewaterhouseCoopers Pensions, Actuarial & Insurance Services B.V. (Chamber of Commerce 54226368), PricewaterhouseCoopers B.V. (Chamber of Commerce 34180289) and other companies operate and provide services. These services are governed by General Terms and Conditions ('algemene voorwaarden'), which include provisions regarding our liability. Purchases by these companies are governed by General Terms and Conditions of Purchase ('algemene inkoopvoorwaarden'). At www.pwc.nl more detailed information on these companies is available, including these General Terms and Conditions and the General Terms and Conditions of Purchase, which have also been filed at the Amsterdam Chamber of Commerce.



The financial reporting framework applied in the preparation of the financial statements is EU-IFRS and the relevant provisions of Part 9 of Book 2 of the Dutch Civil Code for the consolidated financial statements and Part 9 of Book 2 of the Dutch Civil Code for the company financial statements.

The basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. We have further described our responsibilities under those standards in the section ‘Our responsibilities for the audit of the financial statements’ of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of Elastic N.V. in accordance with the ‘Wet toezicht accountantsorganisaties’ (Wta, Audit firms supervision act), the ‘Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten’ (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the ‘Verordening gedrags- en beroepsregels accountants’ (VGBA, Dutch Code of Ethics).

Our audit approach

Overview and context

Elastic N.V. was founded in 2012. The Company created a set of software products that ingest and store data to allow users to search, analyze, and visualize this data. In October 2018, the Company listed its shares on the New York Stock Exchange. Revenues for 2020/2021 amount to \$608.5 million, an increase of 42% compared to 2019/2020. The Company invests in its products and support, which resulted in a loss before income tax of \$162 million for the period 2020/2021 (as compared to a loss before income tax of \$194 million for the period 2019/2020). This resulted in a decrease in our materiality compared to prior year as outlined in the section ‘Materiality’. The Group is comprised of several components and therefore we considered our group audit scope and approach as set out in the section ‘The scope of our group audit’. We paid specific attention to the areas of focus driven by the operations of the Group, as set out below.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the board of directors made important judgments, for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. In note 2 of the financial statements the Company describes the areas of judgment in applying accounting policies and the key sources of estimation uncertainty. Given the significant estimation uncertainty and the related higher inherent risks of material misstatement in revenue recognition, we considered this matter a key audit matter as set out in the section ‘Key audit matters’ of this report.

As in all of our audits, we also addressed the risk of management override of controls, including evaluating whether there was evidence of bias by the board of directors that may represent a risk of material misstatement due to fraud. Other areas of focus, that were not considered as key audit matters, were the assessment of the utilisation of tax losses, share based payment calculations and accounting for deferred contract acquisition cost.



We ensured that the audit teams included the appropriate skills and competences which are needed for the audit. We therefore included experts and specialists in the areas of amongst others IT and income tax specialists in our team.

The outline of our audit approach was as follows:



Materiality

- Overall materiality: \$7,200,000.

Audit scope

We conducted our audit work in the United States and in the Netherlands. Audit coverage: 100% of consolidated revenue, 100% of consolidated total assets and 96% of consolidated loss before tax.

Key audit matter

- Revenue Recognition – Identification and Evaluation of Terms and Conditions in Contracts

Materiality

The scope of our audit is influenced by the application of materiality, which is further explained in the section ‘Our responsibilities for the audit of the financial statements’.

Based on our professional judgment we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and to evaluate the effect of identified misstatements, both individually and in aggregate, on the financial statements as a whole and on our opinion.

Overall group materiality	\$7,200,000 (2019/2020: \$8,000,000).
Basis for determining materiality	We used our professional judgement to determine overall materiality. As a basis for our judgment, we used 5% of the adjusted loss before income tax based on the accounting principles generally accepted in the United States of America (U.S. GAAP) consolidated financial statements as filed on Form 10-K.
Rationale for benchmark applied	We used adjusted loss before tax as the primary benchmark, a generally accepted auditing practice, based on our analysis of the common information needs of users of the financial statements. On this basis, we believe that adjusted loss before tax is an important metric for the financial performance of the Company.



The entity was expected to make considerable losses and such losses may be indicative of future contributions to fund the business.

The Company uses two accounting frameworks for calculating loss before income tax:

- International Financial Reporting Standards (IFRSs) as adopted by the European Union ('EU IFRS').
- U.S. GAAP applied for the quarterly and annual earnings releases and the financial statements filed with the United States Securities and Exchange Commission. This framework is the basis for and is applied in the operational accounting records and are predominately used by most of the stakeholders.

In our judgment, the users of financial information of the Company are primarily interested in the U.S. GAAP financial information. Any user of these financial statements (EU IFRS) would likely not review this information in isolation; if users did review this information it would be in supplement to the U.S. GAAP financial information. Therefore, we applied the benchmark of 5% on the adjusted loss before income tax based on U.S. GAAP for the audit of these financial statements. We also tested the appropriateness of the reconciling items from U.S. GAAP to EU IFRS.

**Component
materiality**

To each component in our audit scope, we, based on our judgment, allocate materiality that is less than our overall group materiality. The range of materiality allocated across components was between \$3,966,313 and \$7,199,999.

We also took misstatements and/or possible misstatements into account that, in our judgment, are material for qualitative reasons.

We agreed with the Audit Committee of the board of directors that we would report to them misstatements identified during our audit above \$600,000 (2019/2020: \$600,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

The scope of our group audit

Elastic N.V. is the parent company of a group of entities. The financial information of this Group is included in the consolidated financial statements of Elastic N.V.

We tailored the scope of our audit to ensure that we, in aggregate, provide sufficient coverage of the financial statements for us to be able to give an opinion on the financial statements as a whole, taking into account the management structure of the Group, the nature of operations of its components, the accounting processes and controls, and the markets in which the components of the Group operate.

As all accounting processes, with the exception of the payroll process, are centrally managed and accounted for, the group audit team was able to conduct the audit procedures centrally in the Netherlands and the United States. We performed all audit procedures on a consolidated level except for the audit of payroll related balances. For the audit of payroll related balances, we identified five components, to which we allocated a component materiality (see above). We did not make use of other auditors.

The group audit primarily focussed on the significant components: Elasticsearch, Inc., Elasticsearch Limited, elasticsearch B.V., Elasticsearch GmbH, and Elasticsearch SARL.



In total, in performing these procedures, we achieved the following coverage on the financial line items:

<i>Revenue</i>	100%
<i>Total assets</i>	100%
<i>Loss before tax</i>	96%

By performing the procedures above, we have been able to obtain sufficient and appropriate audit evidence on the Group’s financial information, as a whole, to provide a basis for our opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements.

We have communicated the key audit matters to the Audit Committee of the board of directors. The key audit matters are not a comprehensive reflection of all matters identified by our audit and that we discussed. In this section, we described the key audit matters and included a summary of the audit procedures we performed on those matters.

We addressed the key audit matters in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide separate opinions on these matters or on specific elements of the financial statements. Any comment or observation we made on the results of our procedures should be read in this context.

<i>Key audit matter</i>	<i>Our audit work and observations</i>
<p><i>Revenue Recognition – Identification and Evaluation of Terms and Conditions in Contracts</i></p> <p>As described in Note 3 to the consolidated financial statements, management applies the following steps in their determination of revenue to be recognized:</p> <ul style="list-style-type: none"> (i) identification of the contract with a customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when the Company satisfies each performance obligation. <p>The Group’s contracts include varying terms and conditions and identifying and evaluating the impact of these terms and conditions on revenue recognition requires significant judgment.</p>	<p>We tested the effectiveness of controls relating to the revenue recognition process, including controls related to the identification and evaluation of terms and conditions in contracts that impact revenue recognition. These procedures also included, among others:</p> <ul style="list-style-type: none"> (i) testing the completeness and accuracy of management’s identification and evaluation of the specific terms with customers by examining revenue contracts on a test basis and (ii) assessing the terms and conditions of the contract including their impact on revenue recognition. <p>Based on our procedures we did not identify material exceptions.</p> <p>We also evaluated management’s disclosures of significant judgments in relation to the Group’s revenue recognition (note 3). Based on our</p>



Key audit matter

For the fiscal year ended April 30, 2021, the Group's revenue was \$608.5 million.

The principal consideration for our determination that performing procedures relating to revenue recognition, specifically the identification and evaluation of terms and conditions in contracts, is a key audit matter was the significant judgment by management in identifying and evaluating terms and conditions in contracts that impact revenue recognition. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and in evaluating the audit evidence to determine whether terms and conditions in contracts were appropriately identified and evaluated by management.

Our audit work and observations

procedures we considered the disclosures made in these notes to be adequate.

Report on the other information included in the annual accounts

In addition to the financial statements and our auditor's report thereon, the annual accounts contain other information that consists of:

- the Dutch Statutory Board Report;
- the other information pursuant to Part 9 of Book 2 of the Dutch Civil Code.

Based on the procedures performed as set out below, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information that is required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained in our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing our procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of such procedures was substantially less than the scope of those performed in our audit of the financial statements.

The board of directors is responsible for the preparation of the other information, including the Dutch Statutory Board Report and the other information in accordance with Part 9 of Book 2 of the Dutch Civil Code.



Report on other legal and regulatory requirements

Our appointment

We were appointed as auditors of Elastic N.V. following the passing of a resolution by the shareholders at an extraordinary meeting of shareholders held on September 28, 2018. Our appointment as auditor of Elastic N.V. and its predecessor elasticsearch global B.V. has been renewed annually by shareholders representing a total period of uninterrupted engagement appointment of nine fiscal years.

Responsibilities for the financial statements and the audit

Responsibilities of the board of directors

The board of directors is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and with Part 9 of Book 2 of the Dutch Civil Code; and for
- such internal control as the board of directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting unless the board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The board of directors should disclose events and circumstances that may cast significant doubt on the Company's ability to continue as a going concern in the financial statements.

The Audit committee of the board of directors is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high but not absolute level of assurance, which makes it possible that we may not detect all material misstatements. Misstatements may arise due to fraud or error. They are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A more detailed description of our responsibilities is set out in the appendix to our report.



Amsterdam, August 27, 2021
PricewaterhouseCoopers Accountants N.V.

W. Voorthuijsen RA



Appendix to our auditor's report on the financial statements 2020/2021 of Elastic N.V.

In addition to what is included in our auditor's report, we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgment and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit consisted, among other things of the following:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Concluding on the appropriateness of the board of directors' use of the going concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Considering our ultimate responsibility for the opinion on the consolidated financial statements, we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the Group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the Group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the Group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

We communicate with the Audit Committee of the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We provide the Audit Committee of the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee of the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.