

PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with:

- (a) the initial public offering of the fully paid ordinary shares (**Shares**) in Nuix Limited ACN 117 140 235 (**Nuix** or **Company**) under a prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 18 November 2020 (**Offer**); and
- (b) the official quotation, initially on a conditional and deferred settlement basis, of the Shares in Nuix.

Capitalised terms in this pre-quotation disclosure have the same meaning given to them in the Prospectus unless explicitly stated below.

1. Conditions precedent to the Company being admitted to the official list of ASX Limited

1.1 Nuix confirms that:

- (a) the Offer under the Prospectus has closed;
- (b) Nuix and Nuix SaleCo Limited ACN 645 697 856 (**SaleCo**) have received and accepted applications of up to 179,479,144 Shares and intends on proceeding with issue and transfer of those Shares;
- (c) it has an appropriate spread of at least 300 non-affiliated Shareholders, each having a parcel of Shares with a value of at least \$2,000 which are not restricted securities or subject to voluntary escrow; and
- (d) the company has a free float of at least 20%.

2. Conditions precedent to the official quotation of 317,304,794 Shares and commencement of conditional and deferred settlement trading

2.1 The basis of allocation of Shares under the Prospectus and the procedures by which applicants can determine their precise allocations is as follows:

2.1.1 Institutional Offer

The allocation of Shares among applicants in the Institutional Offer was determined by agreement between Nuix, Nuix SaleCo Limited ACN 645 697 856 (**SaleCo**) and the Joint Lead Managers. Nuix, SaleCo and the Joint Lead Managers had absolute discretion regarding the basis of allocation of Shares among Institutional Investors. The Joint Lead Managers have advised successful applicants under the Institutional Offer of their precise allocations.

2.1.2 Broker Firm Offer

The allocation of Shares to the Broker Firm Offer, and the identity and level of participation of Brokers participating in the Broker Firm Offer was determined by agreement between Nuix, SaleCo and the Joint Lead Managers. Shares that are allocated to Brokers for allocation to their clients will be issued or transferred to the applicants nominated by these Brokers (subject to Nuix's right, the right of SaleCo and the right of the Joint Lead Managers to reject, aggregate or scale back applications). It was a matter for the Brokers as to how they allocated Shares amongst their retail clients. Applicants under the Broker Firm Offer can determine their allocation by contacting their Broker or by calling the Nuix Offer Information Line on 1300 912 776 (if calling within Australia) or +61 1300 912 776 (if calling from outside Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays).

Applicants are able to confirm their allocations by telephoning the Nuix Offer Information Line on 1300 912 776 (if calling within Australia) or +61 1300 912 776 (if calling from outside Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays).

It is the responsibility of each person who trades in Shares to confirm their own holding before trading in Shares. If you sell Shares before receiving a holding statement, you do so at your own risk, even if you received confirmation of allocation from the Offer Information Line, by a Broker or otherwise.

2.2 The conditions for the conditional market are that:

- (a) the Underwriting Agreement is not terminated and becomes unconditional; and
- (b) Nuix has issued new Shares, and SaleCo has transferred Shares, to successful applicants under the Offer.

2.3 The Company confirms that the Final Price under the Offer is \$5.31 per Share and the number of Shares to be allocated under each component of the Offer is:

Offer Component	Number of Shares
Institutional Offer	164,884,241
Broker Firm Offer	12,136,191
Applications by Nuix officers	2,458,712
Total number of Shares issued or transferred under the Offer	179,479,144

2.4 The intended date for the despatch of:

- (a) in relation to all holdings on the CHESSE sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refund money,

is Wednesday, 9 December 2020.

2.5 As disclosed in section 6.5 of the Prospectus, 120,409,782 Shares will be subject to voluntary escrow as summarised in the table below until 4:15pm on the date on which Nuix releases its preliminary financial report on the financial results for the 12 month period ending 30 June 2021 to the ASX.

Name	Escrowed Shares
Macquarie Corporate Holdings	95,654,262
Blackall	13,345,750
Armitage	8,969,891
Rod Vawdrey	1,580,509
Stephen Doyle	834,370
Jeffrey Bleich	25,000
Total escrowed Shares	120,409,782

2.6 On Completion, Nuix's capital structure will be as follows:

Securities	Number
Shares	317,304,794
Options ¹	2,049,700
Performance Rights	342,755

Note 1: Assumes the former CEO Proceeding is resolved in Nuix's favour and each of the former CEO's options are in respect of one Share. If the former CEO Proceeding were to be resolved adversely to Nuix, the former CEO's 453,273 options would be over 22,663,650 unissued Shares (rather than 453,273 unissued Shares as asserted by Nuix). Please refer to Section 6.3 of the Prospectus for further information.

2.7 An indicative statement of the 20 largest holders of Shares and an indicative distribution schedule of Shareholders will be provided separately.

3. ASX waivers

Nuix has been granted the following waiver by ASX in respect of share rights which may be granted to Rod Vawdrey:

3.1 Listing Rule 10.14 - a waiver to the extent necessary to permit Nuix to issue up to \$180,432.50 worth of share rights (calculate using the then current market price of Nuix's Shares) without shareholder approval.

4. Offer Information Line

4.1 The Company has arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The Nuix Offer Information Line on 1300 912 776 (if calling within Australia) or +61 1300 912 776 (if calling from outside Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays).



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 Mr Rodney Vawdrey
 Chief Executive Officer
 Nuix Limited

4 December 2020