

**MARKET RELEASE**

17 October 2022

**Notice of Annual General Meeting, Proxy Form and Online Guide**

**Sydney, Australia** – Global software company Nuix (‘the Company’, ASX: NXL) attaches a Notice of Annual General Meeting, Proxy Form, Question Form and Online Guide for the Annual General Meeting to be held at 10.00am (Sydney time) on 18 November 2022.

This document has been authorised for release by the Board of Nuix.

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**About Nuix**

Nuix Limited is a leading provider of investigative analytics and intelligence software, with the vision of “finding truth in a digital world”. Nuix helps customers to process, normalise, index, enrich and analyse data from a multitude of different sources, solving many of their complex data challenges. The Nuix platform supports a range of use cases, including criminal investigations, financial crime, litigation support, employee and insider investigations, legal eDiscovery, data protection and privacy, and data governance and regulatory compliance.

For further information, please visit [investors.nuix.com](https://investors.nuix.com)



Notice of Meeting  
2022





# Finding Truth In A Digital World

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### 2022 Annual General Meeting

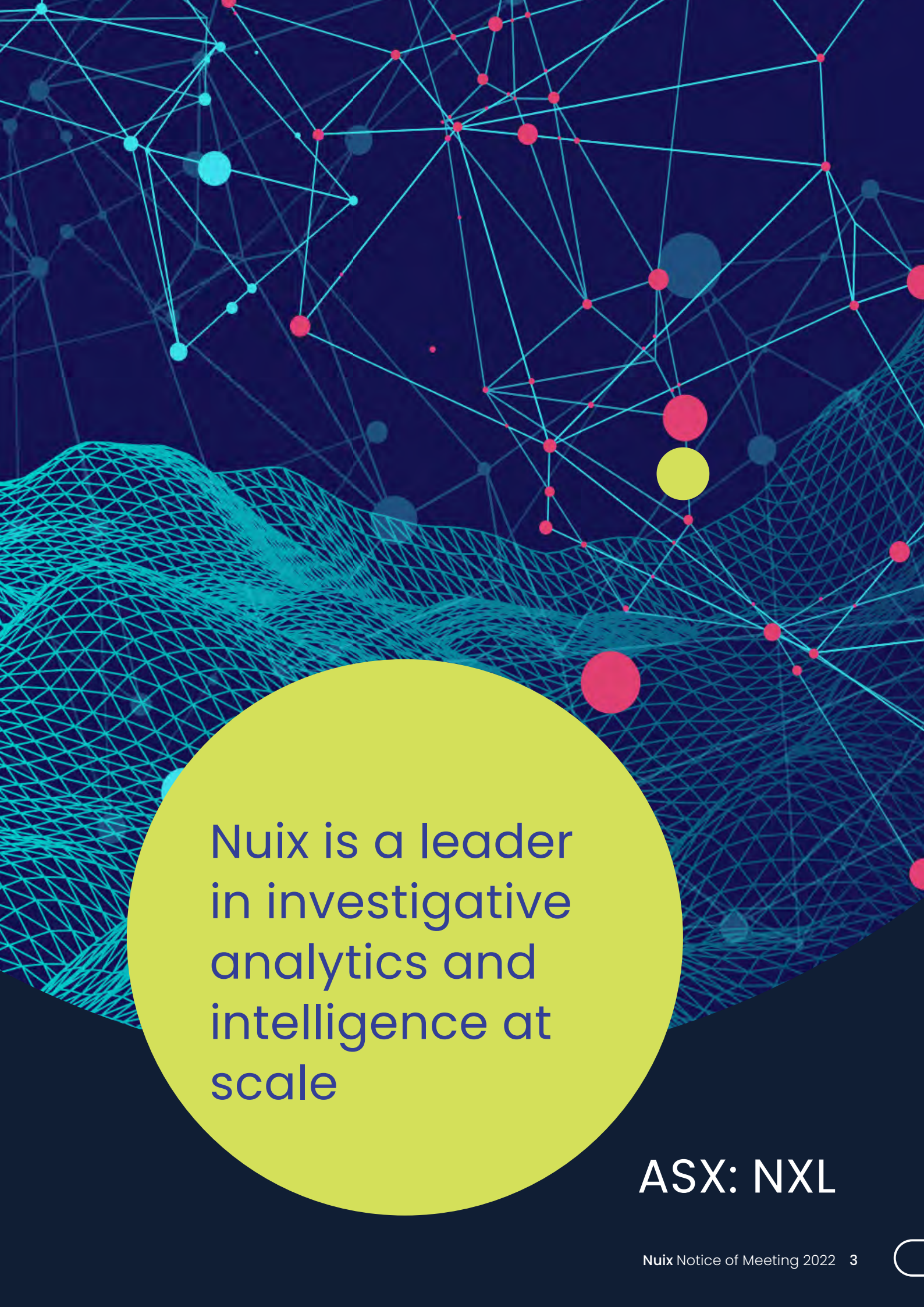
Friday, 18 November 2022  
10:00am (AEDT)

#### **In Person:**

The Gold Melting Room  
The Mint  
10 Macquarie Street  
Sydney NSW 2000

#### **Online:**

<https://meetings.linkgroup.com/NXL22>



Nuix is a leader  
in investigative  
analytics and  
intelligence at  
scale

**ASX: NXL**

# Chairman's Letter



Dear Shareholder

I enclose a Notice of Meeting for the Annual General Meeting of Nuix Limited (the **Company**) which is to be held at 10.00am (Sydney time) on 18 November 2022 (**Meeting**). The Meeting will be held online at <https://meetings.linkgroup.com/NXL22> and in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000.

The Meeting will include resolutions regarding the re-election of directors, the ratification of the appointment of the Company's auditor, resolutions regarding the remuneration of executives and the renewal of proportional takeover approval provisions in the Company's Constitution.

In addition, the Company's Chief Executive Officer, Jonathan Rubinsztein, and I will comment briefly on the activities and performance of the Company during the year to 30 June 2022. Detailed information is available in the Company's 2022 Annual Report, which is available on our website: [investors.nuix.com/Investor-Centre](https://investors.nuix.com/Investor-Centre).

Further information on the business of the Meeting, and how you can participate in the Meeting (including how to attend, vote and ask questions) is set out in the following pages and in the Online Platform Guide available at [investors.nuix.com/Investor-Centre](https://investors.nuix.com/Investor-Centre).

We hope you will join us to listen to our presentations, vote and ask questions on the items of business.

## Attending the Meeting via the online platform

Shareholders are encouraged to participate in the Meeting online, which will allow you to view a live webcast, ask questions and make comments orally and in writing, and vote during the Meeting.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- enter <https://meetings.linkgroup.com/NXL22> into a web browser on your computer or online device;
- shareholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting and the time at which the Chairman announces voting closure. More information about online participation in the Meetings is available in the Online Platform Guide at [investors.nuix.com/Investor-Centre](https://investors.nuix.com/Investor-Centre).

## Attending the Meeting in person

Alternatively, shareholders can attend the Meeting in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000.

Shareholders who wish to attend the Meeting in person should follow any government requirements and recommendations regarding COVID-19. At the Meeting, the Company will be following safety guidance from the relevant government and health authorities to safeguard the wellbeing of attendees. If you, or someone you have been in contact with, becomes unwell or experiences any cold or flu-like symptoms, please attend the Meeting via the online platform instead. If you would like to wear a mask, please feel comfortable to do so.

If changes in government guidance or regulations restrict the ability of shareholders to attend the Meeting in person, we will advise shareholders of alternate arrangements via an announcement to the ASX and at [investors.nuix.com/Investor-Centre](https://investors.nuix.com/Investor-Centre).

## Voting prior to the Meeting

Shareholders who are unable to join us at the Meeting are encouraged to cast a direct vote prior to the Meeting, or alternatively, to appoint a proxy to participate and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions.



Shareholders can cast their direct vote or appoint a proxy online at [linkmarketservices.com.au](http://linkmarketservices.com.au) or by following the instructions on the Proxy Form. These must be submitted by no later than 10.00am (Sydney time) on 16 November 2022 to be valid.

Even if you plan to attend the Meeting or participate online, you are still encouraged to cast a direct vote or submit a directed proxy in advance of the Meeting so that your votes can be counted if for any reason you cannot attend online or in person.

Further information about voting, and the appointment of proxies, corporate representatives and attorneys, is contained in the following pages.

### Meeting considerations and shareholder questions

A discussion will be held on all items to be considered at the Meeting.

All shareholders, whether attending online or in person, will have a reasonable opportunity to ask questions during the Meeting, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;

- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with the Notice of Meeting and is also available on the Company's website: [investors.nuix.com/Investor-Centre](http://investors.nuix.com/Investor-Centre).

We will attempt to address the more frequently asked questions in the Chairman's and CEO's presentations to the Meeting. Written questions must be received by the Company or Link Market Services Limited by 5.00pm on 16 November 2022, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

### All resolutions by poll

In accordance with the Company's Constitution, I intend to call a poll on each of the proposed resolutions.

We look forward to welcoming you to the Meeting.

**Hon. Jeffrey Bleich,**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the members of Nuix Limited (the “**Company**”) will be held via the online platform <https://meetings.linkgroup.com/NXL22> and in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000, at 10.00am (Sydney time) on 18 November 2022 (the “**Meeting**”).

## Business

### Item 1: Financial Statements and Reports

To receive and consider, in respect of the Company for the financial year ended 30 June 2022:

1. the annual Financial Report;
2. the Directors’ Report; and
3. the Auditor’s Report.

### Item 2: Ratification of Appointment of KPMG as Auditor

#### Resolution 1

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, KPMG, having been nominated by a shareholder and having consented in writing to act as auditors of the Company, be appointed as auditors of the Company.*

### Item 3: Adoption of Remuneration Report

#### Resolution 2

To consider and, if thought fit, to pass the following non-binding resolution as an ordinary resolution:

*That the Remuneration Report, included in the Directors’ Report provided to shareholders as part of the Annual Report of the Company for the year ended 30 June 2022, be adopted.*

Note: In accordance with section 250R of the Corporations Act 2001 (Cth) (**Corporations Act**) this resolution is advisory only and does not bind the Directors or the Company.

### Voting Exclusion Statement for Resolution 2

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report for the financial year ended 30 June 2022, or that KMP’s closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the Meeting, or that KMP’s closely related parties,

unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with their directions on how to vote as set out in the proxy appointment; or
- by the Chairman pursuant to an express authorisation to exercise the proxy as the Chairman decides.

### Item 4: Re-election of Directors

#### Resolution 3 – Re-election of Mr Jeffrey Bleich as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That Mr Jeffrey Bleich be re-elected as a Director of the Company.*

#### Resolution 4 – Re-election of Sir Iain Lobban as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That Sir Iain Lobban be re-elected as a Director of the Company.*

## **Item 5: Approval of Grant of Performance Rights to the CEO and Executive Director**

### **Resolution 5 – 110,230 FY22 STI Performance Rights**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for all purposes, including ASX Listing Rule 10.14, the grant to the CEO and Executive Director Mr Jonathan Rubinsztein of 110,230 performance rights under the Company's Short Term Incentive Plan for the 2022 financial year be approved.*

#### **Voting Exclusion Statement for Resolution 5**

The Company will disregard any votes cast on this resolution:

- by or on behalf of Mr Jonathan Rubinsztein or any of his associates;
- by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the incentive plan or any of their associates;
- as a proxy by a member of the KMP at the date of the Meeting, or that KMP's closely related parties,

unless the vote is cast in favour of the resolution for a person who is entitled to vote on this resolution by:

- a proxy or attorney in accordance with the person's directions on how to vote; or
- the Chairman in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to vote in that way.

### **Resolution 6 – 239,632 FY22 LTI Performance Rights**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for all purposes, including ASX Listing Rule 10.14, the grant to the CEO and Executive Director Mr Jonathan Rubinsztein of 239,632 performance rights under the Company's Long Term Incentive Plan for the 2022 financial year be approved.*

#### **Voting Exclusion Statement for Resolution 6**

The Company will disregard any votes cast on this resolution:

- by or on behalf of Mr Jonathan Rubinsztein or any of his associates;
- by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the incentive plan or any of their associates;
- as a proxy by a member of the KMP at the date of the Meeting, or that KMP's closely related parties,

unless the vote is cast in favour of the resolution for a person who is entitled to vote on this resolution by:

- a proxy or attorney in accordance with the person's directions on how to vote; or
- the Chairman in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to vote in that way.

### **Resolution 7 – 711,744 Sign-on Performance Rights**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for all purposes, including ASX Listing Rule 10.14, the grant to the CEO and Executive Director Mr Jonathan Rubinsztein of 711,744 performance rights in consideration of his agreement on 21 October 2021 to become the CEO and Executive Director of the Company be approved.*



# Notice of Annual General Meeting

## continued

### **Voting Exclusion Statement for Resolution 7**

The Company will disregard any votes cast on this resolution:

- by or on behalf of Mr Jonathan Rubinsztein or any of his associates;
- by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the incentive plan or any of their associates;
- as a proxy by a member of the KMP at the date of the Meeting, or that KMP's closely related parties,

unless the vote is cast in favour of the resolution for a person who is entitled to vote on this resolution by:

- a proxy or attorney in accordance with the person's directions on how to vote; or
- by the Chairman in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to vote in that way.

### **Resolution 8 – 1,286,764 FY23 LTI Performance Rights**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for all purposes, including ASX Listing Rule 10.14, the grant to the CEO and Executive Director Mr Jonathan Rubinsztein of 1,286,764 performance rights under the Company's Long Term Incentive Plan for the 2023 financial year be approved.*

### **Voting Exclusion Statement for Resolution 8**

The Company will disregard any votes cast on this resolution:

- by or on behalf of Mr Jonathan Rubinsztein or any of his associates;
- by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the incentive plan or any of their associates;

- as a proxy by a member of the KMP at the date of the Meeting, or that KMP's closely related parties,

unless the vote is cast in favour of the resolution for a person who is entitled to vote on this resolution by:

- a proxy or attorney in accordance with the person's directions on how to vote; or
- by the Chairman in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to vote in that way.

### **Item 6: Renewal of Proportional Takeover Approval Requirements**

#### **Resolution 9**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*That the proportional takeover provisions contained in clauses 80 and 81 of the Company's Constitution be renewed for a period of three years from the date of this Meeting.*

#### **Explanatory Statement**

Further information about each item of business is set out in the Explanatory Statement accompanying and forming part of this Notice of Meeting.

#### **Entitlement To Vote**

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 Act* (Cth) that those persons who are registered as holding shares in the Company at 7.00pm (Sydney time) on 16 November 2022 will be entitled to vote at the Meeting on 18 November 2022. Any share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Voting Online – Before the Meeting

Shareholders can cast their direct vote online at [linkmarketservices.com.au](http://linkmarketservices.com.au).

If you cast a direct vote prior to the Meeting, you may still participate in the Meeting. If you participate in the Meeting, the Chairman has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting or complete and submit a poll voting card on the day.

## Voting Online – During the Meeting

Online attendees will be able to vote in real-time during the Meeting when invited by the Chairman. Shareholders will be able to vote for, against or abstain on each item through the online platform.

## Voting in Person – During the Meeting

Eligible shareholders may attend the Meeting and vote in person.

You may still attend the Meeting and vote in person even if you have appointed a proxy prior to the Meeting. You will be provided with a poll voting card on the day. If you have previously voted online and you vote during the Meeting, your vote at the Meeting will cancel your direct vote. If you have appointed a proxy, the proxy appointment will be suspended while you are present at the Meeting.

## Proxies

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf. A shareholder may appoint not more than two proxies. If any shareholder is unable to attend the Meeting they are encouraged to appoint a proxy.
2. A proxy need not be a shareholder of the Company, and can be either an individual or body corporate. Where the appointment of a proxy does not identify the person who may exercise it, the appointment will be deemed to be in favour of the Chairman of the meeting to which it relates, or to another person as the Board determines.
3. Shareholders can appoint a proxy online at [linkmarketservices.com.au](http://linkmarketservices.com.au) or by following the instructions on the Proxy Form. These must be received by no later than 10.00am (Sydney time) on 16 November 2022 to be valid. Further information on how to lodge a Proxy Form is contained below.

4. A shareholder that is entitled to cast two or more votes may appoint up to two proxies. Where two proxies are appointed, the shareholder may specify the number or proportion of the votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half the votes.
5. Votes may be cast for or against, or you may abstain from voting on a resolution. To direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the Proxy Form or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100%. If you abstain from voting, your votes will not be counted in computing the required majority on a poll. If a Proxy Form directs the proxy how to vote on an item of business, the proxy may only vote on that item in accordance with that direction. If the proxy is not directed how to vote on an item of business, a proxy may vote as they think fit. The Chairman of the Meeting intends to vote all undirected proxies held by the Chairman in favour of each resolution to be proposed at the Meeting.
6. If despite their appointment, a proxy does not vote on a resolution, the Chairman of the Meeting will be taken to have been appointed as the proxy for the appointing shareholder in respect of that vote.

## Corporate Representatives

If a corporate shareholder or proxy that is a body corporate wishes to appoint a person to act as its representative at the Meeting, that person should be provided with a letter or certificate authorising them as the body corporate's representative (executed in accordance with the body corporate's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the body corporate. A form of appointment of corporate representative may be obtained from the Company's share registry, Link Market Services, online at [linkmarketservices.com.au](http://linkmarketservices.com.au) or on +61 1300 554 474.

The form attaching the letter, certificate or certified resolution referred to above must be received by Link Market Services by hand, post or fax as set out below, by no later than the commencement of the Meeting, unless it has previously been lodged with the Company's share registry.

# Notice of Annual General Meeting

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### Powers of Attorney

If a shareholder has appointed an attorney to participate and vote at the Meeting, or if the Proxy Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Company's share registry, Link Market Services by hand, post or fax as set out below, by no later than 10.00am (Sydney time) on 16 November 2022, unless the power of attorney has been previously lodged with the Company's share registry.

### Lodgement of Proxy Forms and Other Documents

To appoint a proxy, shareholders should complete the Proxy Form and return it (together with the original or a certified copy of the power of attorney or other authority, if any, under which the Proxy Form is signed).

In order to be effective, the Proxy Form (and accompanying documents) must be received no later than 10.00am on 16 November 2022 by one of the following methods:

- lodging the Proxy Form online at [linkmarketservices.com.au](http://linkmarketservices.com.au), in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your Proxy Form online;
- posting it in the reply paid envelope included with the Proxy Form; or
- returning it by hand or posting it or faxing it to the following:

By mail:

Nuix Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

By hand:

Link Market Services Limited  
Parramatta Square  
Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

By fax: +61 2 9287 0309

If you require an additional Proxy Form, or have other questions, please contact Link Market Services on +61 1300 554 474.

### Technical Difficulties During Meeting

The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising that discretion, the Chairman of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where he considers it appropriate, the Chairman of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if shareholders have already decided how they will cast their vote, they are encouraged to cast a direct vote online or lodge a proxy by 10.00am (Sydney time) on 16 November 2022 even if they plan to attend online or in person.

### Proxy Voting by KMP

Each of Resolutions 2, 5, 6, 7 and 8 on the Agenda relates to the remuneration of KMP (which includes the Directors).

If a shareholder who is not a member of the Company's KMP appoints a member of the Company's KMP (which includes the Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as their proxy, the proxy will not be able to cast the shareholder's votes on these resolutions unless the proxy is directed how to vote or the Chairman of the Meeting is appointed as proxy.

If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default and the shareholder does not mark a voting box on the Proxy Form for any of Resolutions 2, 5, 6, 7 and 8, then by completing and submitting the Proxy Form the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of that Resolution as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP.

**The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution to be proposed at the Meeting.**

By order of the Board of Directors



**Ilona Meyer**  
General Counsel and Company Secretary

17 October 2022

# Explanatory Statement

## Purpose

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting) is to provide shareholders with an explanation of the business of the Annual General Meeting to be held on 18 November 2022 (the **Meeting**), particularly in regard to the resolutions to be proposed and considered at the Meeting, and to allow shareholders to determine how they wish to vote on those resolutions.

## Item 1: Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2022 (**FY22**) will be presented to the Meeting.

The Financial Report contains the financial statements of the Company.

There is no requirement for a formal resolution on this item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, KPMG, questions about its Auditor's Report, the conduct of its audit of the Company's Financial Report for FY22, the preparation and content of its Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

In accordance with section 250PA of the *Corporations Act*, shareholders who are eligible to cast a vote at the Meeting may also submit to the auditor a written question in relation to either the content of the Auditor's Report or the conduct of the audit of the Financial Report. Questions will be answered by the auditor at the Meeting and must be given to the Company no later than 16 November 2022.

## Item 2: Ratification of Appointment of KPMG as Auditor (Resolution 1)

On 31 January 2022, in accordance with section 327C of the *Corporations Act 2001*, the Company appointed KPMG as auditor of the Company following the Australian Securities and Investments

Commission's (**ASIC**) consent to the resignation of the previous auditor of the Company, PricewaterhouseCoopers, in accordance with Section 329(5) of the *Corporations Act*.

Following the above appointment, and in accordance with section 327C(2) of the *Corporations Act*, KPMG holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b) of the *Corporations Act*, the Company now seeks shareholder approval for the ongoing appointment of KPMG as auditor of the Company and its controlled entities (the **Group**).

In accordance with section 328B of the *Corporations Act*, notice in writing nominating KPMG as auditor has been given to the Company by a shareholder. A copy of this notice is included with this Notice of Meeting.

The appointment of KPMG will be by vote of shareholders as an ordinary resolution.

KPMG has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the *Corporations Act*.

### Board recommendation:

*Each of the Directors recommends that shareholders vote in favour of the resolution to ratify the appointment of KPMG as the auditor of the Company and its controlled entities.*

## Item 3: Adoption of Remuneration Report (Resolution 2)

### Corporations Act requirements

In accordance with section 300A of the *Corporations Act* the Company has prepared a Remuneration Report, which is included within the Directors' Report in the Company's FY22 Annual Report.

As provided by section 250R(2) of the *Corporations Act*, a resolution that the Company's Remuneration Report be adopted will be put to shareholders for their consideration as Resolution 2. This resolution is advisory only and is not binding on the Directors or the Company.

# Explanatory Statement

## continued

Under the Corporations Act, if 25% or more of votes are cast against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting of the Company's shareholders be held within 90 days at which all of the Company's Directors (other than the CEO and Executive Director) will cease to hold office immediately before the end of that meeting but may stand for re-election at that meeting.

### Summary of FY22 Remuneration Report

In summary, the Remuneration Report describes the principles used to determine the nature and amount of remuneration; details of remuneration and share-based compensation; and additional disclosures relating to key management personnel.

As was stated by the Chair of the Remuneration Committee (Ms Jacqueline Korhonen) in the letter included in the Remuneration Report, the Company's remuneration framework is designed to ensure that the Company's executives maintain a deliberate and continued focus on delivering strong financial performance and creating value for shareholders, as well as encouraging long-term sustainable decision-making in the interests of all shareholders, customers and other key stakeholders.

The Board will continue to monitor the Company's executive remuneration framework to ensure that it provides the right balance between attracting, motivating and retaining the Company's executives to deliver on the strategy for shareholders and customers, while meeting the expectations of the Group's external stakeholders.

### Board recommendation:

*Noting that each Director has a personal interest in their own remuneration from the Company, each of the Directors recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.*

### Remuneration changes for FY23 – LTI plan

The Remuneration Committee Chair's letter included in the Remuneration Report noted that during FY22, the Company undertook a further review of the long term incentive (**LTI**) plan for Executive Key Management Personnel (**Executive KMP**) to ensure that outcomes under the plan were aligned with the turnaround of the Company's business.

The Company's LTI plan provides for the issue to Executive KMP and the members of the broader Leadership Team of performance rights. A performance right entitles the holder to one fully paid ordinary share in the Company (or a cash equivalent payment at the discretion of the Board). No amount is payable by the holder for the issue of the performance rights or for shares allocated to the holder upon the vesting of the performance rights.

The FY22 Remuneration Report sets out the key terms of the FY22 LTI plan, which include that the vesting of the performance rights is subject to performance testing against the benchmarks of revenue (50%) and EBITDA (50%), to be assessed at the end of FY24. (As noted in the FY22 Remuneration Report, the specific targets will not be disclosed until the end of FY24 due to commercial sensitivity.) If the targets are met, one-third of the vested performance rights will be available for the allocation of shares upon the release of the Company's financial results for each of FY24, FY25 and FY26.

For FY23, in recognition of the work required by Executive KMP and the broader Leadership Team in transforming the performance of the Company, an LTI program has been approved by the Board that provides for 100% performance testing against annualised contract value (**ACV**) at the end of FY23, with vesting in FY24 and FY25. The Board has adopted this measure for consistency with the Company's reporting to shareholders and the market generally. (The specific ACV target will not be disclosed until the end of FY23 due to commercial sensitivity.)

Other key terms of the FY23 LTI plan are the same as the FY22 plan. The FY23 LTI plan will be extended to all Executive KMP and the broader Leadership Team.

The Remuneration Report for FY23 will be included within the Directors' Report in the Company's FY23 Annual Report and will be proposed for adoption by resolution at the Company's 2023 Annual General Meeting.

#### Item 4: Re-election of Directors (Resolutions 3 and 4)

ASX Listing Rule 14.5 provides that an election of directors must be held at each Annual General Meeting.

Ms Jacqueline Korhonen and Mr Robert Mactier were re-elected at the 2021 Annual General Meeting, having been appointed on 6 October 2021. On 31 August 2022, the Company announced that Mr Dan Phillips had stepped down from his position as a Director.

Clause 47(b) of the Company's Constitution provides that where the ASX Listing Rules require an election of Directors at an Annual General Meeting and no Director is otherwise required to retire, the Director to retire will be any Director who wishes to retire and seek re-election.

Both Mr Jeffrey Bleich and Sir Iain Lobban have offered to retire and seek re-election.

The skills and experience of Mr Bleich and Sir Iain Lobban are set out below.



##### **Mr Jeffrey Bleich**

Jeffrey was appointed as Chairman of the Company in November 2020. Jeffrey lives in Piedmont, California, U.S.A.

Jeffrey has over 30 years' experience in the legal,

government, and technology sectors, and most recently served as a Court-Appointed Special Master and Mediator in the United States District Court, before being named the Chief Legal Officer of Cruise LLC, a San Francisco-based autonomous vehicle company. After clerking for the Chief Justice of the United States Supreme Court, Jeffrey practised law as a Partner at Munger, Tolles & Olson LLP from 1992 to 2009 and 2014 to 2016, and as both CEO of Dentons Diplomatic Solutions and a Partner in the Public Policy and Regulatory practice of Dentons international law firm from 2016 to 2019. Jeffrey's practice focused on cyber security, technology, complex international disputes, as well as high profile pro bono matters before the U.S. Supreme Court.

Jeffrey served four years as the U.S. Ambassador to Australia from 2009 to 2013 and as special counsel to President Obama in 2009. He has served as Board Chairman of the San Francisco based Pacific Gas & Electric Company, Chairman of the Fulbright Foreign Scholarship Board, Chairman of the California State University Board of Trustees, President of the State Bar of California, and as a Director of a number of charitable and public policy organisations including the Australian-American Leadership Dialogue, RAND Australia, Stanford University's Center for Advanced Study in the Behavioral Sciences, Amherst College, the American Security Project, and Futures Without Violence.

Jeffrey holds a Bachelor of Political Science from Amherst College, a Master in Public Policy from Harvard University and Juris Doctor from the University of California Berkeley. He has also received an honorary Doctorate of Laws from San Francisco State University and honorary Doctorates from Griffith University and Flinders University.



##### **Sir Iain Lobban**

Iain was appointed as a Non-Executive Director of the Company in November 2020. Iain lives in the UK.

Iain has over 30 years' experience in the security and intelligence sector, including having served as the Director of the British Intelligence Agency GCHQ from 2008 to 2014. Iain was one of the five experts appointed by Australia's Prime Minister to create Australia's first National Cyber Security Strategy in 2015. He was subsequently one of the senior three person team appointed by the Prime Minister to conduct the 2017 Independent Review of the Australian Intelligence Community.

Iain's advisory work for boards now spans cyber security risk management and financial crime compliance.

Iain holds a Bachelor of Arts in French and German from the University of Leeds. Iain is a Visiting Professor of King's College London and an Honorary Fellow of the Judge Business School at the University of Cambridge.

Iain was appointed a Companion of the Bath in 2006 and Knight Commander of St Michael and St George in 2013.

# Explanatory Statement

## continued

### **Resolution 3: Re-election of Mr Jeffrey Bleich as a Director**

Prior to submitting himself for re-election, Mr Bleich acknowledged to the Company that he would continue to have sufficient time to properly fulfil his responsibilities to the Company.

The Board considers Mr Bleich to be an independent director.

#### **Board recommendation:**

*Each of the Directors (Mr Bleich abstaining) recommends that shareholders vote in favour of the re-election of Mr Bleich as a Director.*

### **Resolution 4: Re-election of Sir Iain Lobban as a Director**

Prior to submitting himself for re-election, Sir Iain Lobban acknowledged to the Company that he would continue to have sufficient time to properly fulfil his responsibilities to the Company.

The Board considers Sir Iain Lobban to be an independent director.

#### **Board recommendation:**

*Each of the Directors (Sir Iain Lobban abstaining) recommends that shareholders vote in favour of the re-election of Sir Iain as a Director.*

### **Item 5: Approval of Grant of Performance Rights to the CEO and Executive Director (Resolutions 5, 6, 7 and 8)**

#### **Background**

Mr Jonathan Rubinsztein was appointed as Chief Executive Officer and Executive Director (CEO) on 6 December 2021. Mr Rubinsztein is a seasoned technology executive who brings extensive experience and a proven track record to the Company.

#### **Remuneration of Mr Rubinsztein**

As noted in the FY22 Remuneration Report, Mr Rubinsztein's remuneration is comprised of:

- Total fixed remuneration (TFR) of \$723,568 (annualised)
- Short term incentive (STI) of up to a maximum of 75% of TFR, with two-thirds to be awarded in cash and one-third in performance rights
- Long term incentive (LTI) of up to a maximum of 125% of TFR to be awarded in performance rights.

In addition, to attract an executive of this calibre and in recognition of incentives forfeited with his previous employer, the Company offered a sign-on grant of performance rights at a face value of \$2 million as at the date of the signing of his contract (21 October 2021).

#### **Requirement for shareholder approval**

ASX Listing Rule 10.14 requires shareholder approval for Mr Rubinsztein, being a director of the Company and therefore an ASX Listing Rule 10.14.1 party, to be issued securities under an employee incentive plan.

Accordingly, each individual grant of performance rights to Mr Rubinsztein is subject to shareholder approval, pursuant to Resolutions 5, 6, 7 and 8 respectively.

If shareholder approval is obtained under ASX Listing Rule 10.14, each grant of the performance rights will come within ASX Listing Rule 7.2 exception 14, with the result that the issue of those securities will not be included in the calculation of the Company's 15% in 12 months' placement capacity under ASX Listing Rule 7.1.

#### **Information applicable to each grant of performance rights**

The following information applies to each grant of performance rights which are the subject of Resolutions 5, 6, 7 and 8.

A performance right entitles the holder to one fully paid ordinary share in the Company (or a cash equivalent payment at the discretion of the Board). No amount is payable by the holder for the issue of the performance rights or for shares (if any) allocated to the holder upon the vesting of the performance rights. Performance rights are being used to provide cost effective remuneration and as an incentive, alignment and retention tool.

If shareholder approval is obtained for an issue of performance rights pursuant to any of Resolutions 5, 6, 7 and 8, the performance rights will be issued promptly following the Meeting and in any event by 14 December 2022.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate, incentivise, align and retain Mr Rubinsztein. No performance rights have previously been issued to Mr Rubinsztein.

No loan will be provided to Mr Rubinsztein in relation to the acquisition of the performance rights.

Details of the performance rights issued to Mr Rubinsztein under each plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issues was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in any issue of securities under any of the incentive plans under which performance rights are issued after the resolution relating to that plan is approved and who are not named in this Notice of Annual General Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

#### **Resolution 5: Approval of the issue to the CEO of 110,230 FY22 STI performance rights**

As noted in the Remuneration Report, the STI entitlements of Executive KMP under the STI plan are determined by reference to multiple Group performance measures assessed over the 12-month financial year, being:

- Group-wide revenue (25% weighting)
- Group-wide cost base (15% weighting)
- Implementation of strategy (20% weighting)
- Other non-financial measures (40% weighting), which includes retention of key staff and key appointments, culture and engagement, key customer retention, financial management and risk management.

Once the dollar value of the STI earned is determined, two-thirds of the amount is delivered in cash and one-third in performance rights, to support alignment with shareholders. For Mr Rubinsztein, the number of performance rights is calculated by dividing one-third of the dollar value of the STI earned by the closing share price on the trading day immediately prior to the date of the determination.

Mr Rubinsztein's maximum STI entitlement (75% of TFR excluding superannuation) for FY22 was pro-rated for the period from commencement of his employment (6 December 2021), so a maximum opportunity of \$335,417. Having regard to the applicable performance measures, the Board determined that 70% of that amount, being \$234,792, would be awarded, with the balance of 30% forfeited. Accordingly, one-third of that amount, being \$78,264, is to be issued in performance rights, with the number of performance rights calculated by dividing \$78,264 by the closing share price on the trading day immediately before the date of the determination, which was 17 August 2022. The closing share price on 17 August 2022 was \$0.71, therefore the number of performance rights to be issued is 110,230.

Each performance right will vest in the first trading window after 12 months (that is, following 18 August 2023) subject to Mr Rubinsztein remaining employed by the Company at that time. Where there is a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event), the Board has discretion in respect of the treatment of the awards (subject to the ASX Listing Rules).

Under the STI plan, the Board has the discretion to keep this grant on foot in the event that Mr Rubinsztein is deemed to be a good leaver.

Other than as summarised above, there are no other material terms of the STI plan.

#### **Board recommendation:**

*Each of the Directors (other than Mr Rubinsztein) recommends that shareholders vote in favour of the resolution to approve the grant of 110,230 FY22 STI performance rights to Mr Rubinsztein.*

#### **Resolution 6: Approval of the issue to the CEO of 239,632 FY22 LTI performance rights**

The FY22 Remuneration Report sets out the following key terms attaching to the LTI awards granted to the CEO and other Executive KMP during FY22.



# Explanatory Statement

## continued

### Long Term Incentive – Key Terms FY22

<b>Entitlement</b>	Subject to the satisfaction of the performance conditions, each LTI performance right entitles the holder to one fully paid ordinary share in the Company (or a cash equivalent payment at the discretion of the Board).														
<b>Allocation methodology</b>	The number of LTI performance rights to be granted is calculated by dividing the participant's dollar value LTI opportunity for FY22 by the market value of the underlying share determined based on the 5-day Volume Weighted Average Price ( <b>VWAP</b> ) before the grant date.														
<b>Performance conditions and vesting schedule</b>	<p>The FY22 LTI performance rights are subject to performance testing against the following performance conditions:</p> <ul style="list-style-type: none"> <li>• Revenue (50%); and</li> <li>• EBITDA (50%).</li> </ul> <p>The revenue and EBITDA targets are assessed at the end of FY24. If the targets are met, one third of the vested LTI performance rights will be available upon the release of the Company's financial results for each of FY24, FY25 and FY26.</p> <p>The vesting schedule in respect of the revenue and EBITDA measures is outlined below. Specific targets will not be disclosed until the end of FY24 due to commercial sensitivity.</p> <table border="1"> <thead> <tr> <th></th> <th>Level of vesting</th> <th>Revenue</th> <th>EBITDA</th> </tr> </thead> <tbody> <tr> <td>Threshold</td> <td>66.6%</td> <td><i>To be disclosed at the end of FY24</i></td> <td><i>To be disclosed at the end of FY24</i></td> </tr> <tr> <td>Maximum</td> <td>100%</td> <td><i>To be disclosed at the end of FY24</i></td> <td><i>To be disclosed at the end of FY24</i></td> </tr> </tbody> </table>				Level of vesting	Revenue	EBITDA	Threshold	66.6%	<i>To be disclosed at the end of FY24</i>	<i>To be disclosed at the end of FY24</i>	Maximum	100%	<i>To be disclosed at the end of FY24</i>	<i>To be disclosed at the end of FY24</i>
	Level of vesting	Revenue	EBITDA												
Threshold	66.6%	<i>To be disclosed at the end of FY24</i>	<i>To be disclosed at the end of FY24</i>												
Maximum	100%	<i>To be disclosed at the end of FY24</i>	<i>To be disclosed at the end of FY24</i>												
<b>Treatment on cessation of employment</b>	<p>Where an Executive KMP ceases employment prior to the expiry date noted above:</p> <ul style="list-style-type: none"> <li>• for cause or resignation, the default position is that any unvested LTI performance rights will lapse (unless the Board determines otherwise); and</li> <li>• in all other circumstances, the LTI performance rights will remain on foot (unless the Board exercises its discretion to treat them as lapsed).</li> </ul>														
<b>Forfeiture and clawback</b>	Forfeiture and claw-back provisions apply in a range of circumstances including (but not limited to) where (1) a participant has acted fraudulently or dishonestly, or breached their duties or obligations to the Group; (2) has done an act which brings the Group into disrepute; or (3) there has been a material misstatement or omission in the Group's financial statements or circumstances which will require the financial statements of the Group to be restated.														
<b>Change of control</b>	Where there is a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event), the Board has discretion in respect of the treatment of the awards (subject to the ASX Listing Rules).														

Mr Rubinsztein's maximum LTI entitlement (125% of TFR excluding superannuation) for FY22 was pro-rated for the period from commencement of his employment (6 December 2021), so a maximum opportunity of \$510,417. That amount was divided by the 5-day VWAP to the date of grant (16 December 2021) of \$2.13 to determine the number of performance rights to be issued to him.

Accordingly, the number of performance rights to be issued to Mr Rubinsztein under the FY22 LTI plan is 239,632.

**Board recommendation:**

*Each of the Directors (other than Mr Rubinzstein) recommends that shareholders vote in favour of the resolution to approve the grant of 410,798 FY22 LTI performance rights to Mr Rubinzstein.*

**Resolution 7:  
Approval of the issue to the CEO of 711,744 sign-on performance rights**

As noted above, the sign-on grant of performance rights offered to Mr Rubinzstein was at a face value of \$2 million as at the date of signing of his contract, being 21 October 2021. The number of performance rights issued was 711,744 based on the 5-day VWAP to that date.

The performance rights will vest in five equal tranches in the first trading window following the first and subsequent anniversary date of the start date of 6 December 2021. Each vesting is subject to Mr Rubinzstein remaining employed by the Company at the applicable vesting date.

Under the terms of the grant, the Board has the discretion to keep this grant on foot in the event that Mr Rubinzstein is deemed to be a good leaver.

Other than as summarised above, are no other material terms applicable to the sign-on performance rights plan.

**Board recommendation:**

*Each of the Directors (other than Mr Rubinzstein) recommends that shareholders vote in favour of the resolution to approve the grant of 711,744 sign-on performance rights to Mr Rubinzstein.*

**Resolution 8:  
Approval of the issue to the CEO of 1,286,764 FY23 LTI performance rights**

As noted above, for FY23, in recognition of the work required by the Executive KMP in transforming the performance of the Company, an LTI program has been approved by the Board, which provides for 100% performance testing against ACV, a measure which is consistent with the Company's reporting to shareholders and the market generally, at the end of FY23, with vesting in FY24 and FY25. (The specific ACV target will not be disclosed until the end of FY23 due to commercial sensitivity.)

The amount of LTI entitlement available to Mr Rubinzstein, 125% of his TFR (excluding superannuation), is \$875,000. Under the FY23 LTI

plan, the number of performance rights to be issued is calculated by dividing that amount by the 5-day VWAP following the date of the release of the Company's financial results on 17 August 2022 of \$0.68.

Accordingly, the number of performance rights to be issued to Mr Rubinzstein under the FY23 LTI plan is 1,286,764.

The key terms of the FY23 LTI plan are otherwise the same as the FY22 plan summarised above (see Resolution 6: Approval of the issue to the CEO of 239,632 FY22 LTI performance rights).

**Board recommendation:**

*Each of the Directors (other than Mr Rubinzstein) recommends that shareholders vote in favour of the resolution to approve the grant of 1,286,764 FY23 LTI performance rights to Mr Rubinzstein.*

**Item 6: Renewal of Proportional Takeover Approval Requirements (Resolution 9)****Background**

Clauses 80 and 81 of the Company's Constitution prescribe a requirement of shareholder approval for a proportional takeover bid for shares in the Company.

Clause 80(b) of the Constitution provides that clauses 80 and 81 cease to have effect on the day which is 3 years after their adoption or last renewal in accordance with the Corporations Act. Clauses 80 and 81 were adopted when the current Constitution was adopted by the Company in December 2020, just prior to the Company's initial public offering.

The Board considers it to be in the interests of shareholders to renew the proportional takeover provisions in clauses 80 and 81 for a further three-year period from the date of the Meeting. Clauses 80 and 81 are set out in full in the copy of the Company's Constitution which is available from the Company's website within the Corporate Governance page in the Investor Centre section of the Company's website ([www.nuix.com](http://www.nuix.com)).

**Proportional takeover bid**

Under a proportional takeover bid, the offer made to each shareholder is only for a proportion of each shareholder's shares, that is, less than 100%.

# Explanatory Statement

## continued

The Corporations Act allows a company to include in its constitution a provision which requires the company to refuse to register a transfer of shares under a proportional takeover bid unless a resolution is first passed by shareholders approving the bid. Clauses 80 and 81 are to this effect.

### **Proportional takeover approval process and effect**

If a proportional takeover bid is made, the Board must ensure that a meeting is held, no more than 14 days before the last day of the bid period, at which shareholders will consider a resolution to approve the bid by simple majority. The bidder and its associates are not permitted to vote. If the resolution is not passed, no transfer may be registered as a result of the takeover bid and the offer is taken to have been withdrawn. If the resolution is not voted on within the deadline specified in the Corporations Act, the bid is taken to have been approved. However, the Board will breach the Corporations Act if it fails to ensure the required resolution is voted on. If the bid is approved (or taken to have been approved), all valid transfers must be registered.

The proportional takeover approval requirement does not apply to full takeover bids.

### **Reasons for clauses 80 and 81**

A proportional takeover bid may result in control of the Company changing without shareholders having the opportunity to sell all their shares. Shareholders are exposed to the risk of the bidder acquiring control of the Company without payment of an adequate control premium, that is, for all shares; and the risk of being locked in as a minority. Clauses 80 and 81 allow shareholders to decide by majority whether a proportional takeover bid is acceptable in principle.

### **Knowledge of any acquisition proposals**

As at the date that this Notice of Annual General Meeting was prepared, no Director was aware of any definite proposal by any person to acquire or to increase the extent of a substantial interest in the Company.

### **Potential advantages and disadvantages**

Each Director considers that the takeover approval requirement have no potential advantages or disadvantages for them, other than in their capacity

as shareholders. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted or not.

The potential advantages for shareholders of clauses 80 and 81 being renewed include:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed, which is likely to ensure that an intending bidder structures its offer in a way which is attractive to a majority of shareholders;
- shareholders may avoid being locked in as a minority;
- shareholders' bargaining power is increased and may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid, and may avoid shareholders feeling pressured to accept the bid even if they do not want it to succeed.

The potential disadvantages for shareholders of clauses 80 and 81 being renewed include:

- proportional takeover bids for shares in the Company may be discouraged, which may reduce any speculative element in the market price of the Company's shares arising from the potential of a partial offer being made;
- shareholders may lose an opportunity to sell some of their shares at a premium; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

While the existing proportional takeover provisions have been in effect, there have been no takeover bids for the Company. The Board is not aware of any potential bid that was discouraged by clauses 80 and 81. The Board does not believe the potential disadvantages outweigh the potential advantages of renewing the proportional takeover provision for a further three years.

### **Board recommendation:**

*Each of the Directors recommends that shareholders vote in favour of the special resolution to renew the proportional takeover approval requirements in clauses 80 and 81 of the Company's Constitution.*

# Attachment – Nomination of KPMG as Auditor

17 October 2022

Nuix Limited  
Level 27  
1 Market Street  
SYDNEY NSW 2000

## **Nomination of KPMG as external auditor of Nuix Limited**

In accordance with section 328B of the Corporations Act 2001 (Cth), I, Ilona Meyer, nominate KPMG for appointment as Nuix Limited's auditor at Nuix Limited's next Annual General Meeting (AGM) or any postponement or adjournment of that AGM.



**Ilona Meyer**  
*Shareholder*

17 October 2022



## LODGE YOUR VOTE

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
 Nuix Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

**BY FAX**  
 +61 2 9287 0309

**BY HAND\***  
 Link Market Services Limited  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150

\*During business hours Monday to Friday

**ALL ENQUIRIES TO**  
 Telephone: 1300 554 474      Overseas: +61 1300 554 474

## LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEDT) on Wednesday, 16 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

**ONLINE**  
<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

**BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

NAME SURNAME  
 ADDRESS LINE 1  
 ADDRESS LINE 2  
 ADDRESS LINE 3  
 ADDRESS LINE 4  
 ADDRESS LINE 5  
 ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Nuix Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Friday, 18 November 2022** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000** or logging in online at <https://meetings.linkgroup.com/NXL22> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of Appointment of KPMG as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Renewal of Proportional Takeover Approval Requirements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Mr Jeffrey Bleich as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Sir Iain Lobban as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of the issue to the CEO of 110,230 FY22 STI performance rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of the issue to the CEO of 239,632 FY22 LTI performance rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of the issue to the CEO of 711,744 sign-on performance rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of the issue to the CEO of 1,286,764 FY23 LTI performance rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

NXL PRX2201N







# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/NXL22>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



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Get a Voting Card

?

Ask a Question

**Downloads**

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

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### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

### Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

### Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

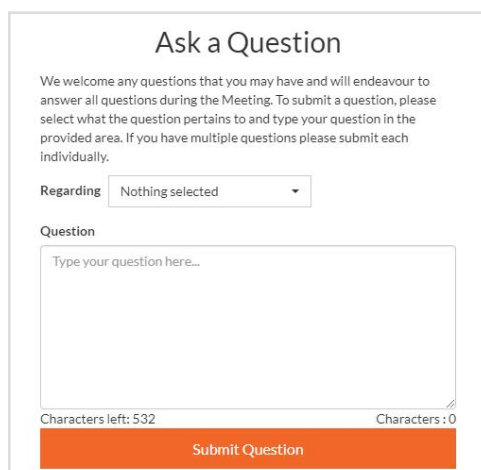
# Virtual Meeting Online Guide continued

## 2. How to ask a question

**Note:** Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



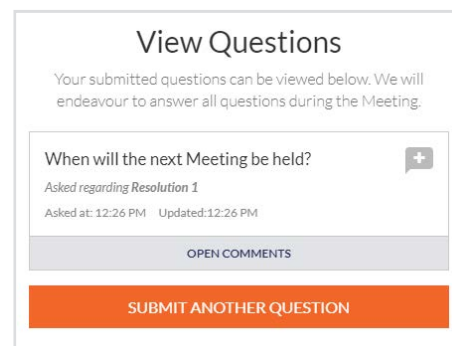
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## Contact us

### Australia

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