



MARKET RELEASE

15 September 2023

Notice of Annual General Meeting

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 19 October 2023.

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

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About Nuix

Nuix is a leading provider of investigative analytics and intelligence software, that empowers customers to be a force for good by finding truth in the digital world. We help customers collect, process and review massive amounts of structured and unstructured data, making it searchable and actionable at scale and speed, with forensic accuracy.

For further information, please visit <https://www.nuix.com/investors>



NOTICE OF ANNUAL GENERAL MEETING 2023

DEAR SHAREHOLDER



15 September 2023

I enclose a Notice of Meeting for the Annual General Meeting of Nuix Limited ABN 80 117 140 235 (the **Company**) which is to be held at 10.00 am (Sydney time) on 19 October 2023 (**Meeting**). The Meeting will be held online at <https://meetings.linkgroup.com/NXL23> and in person at Warrane Theatre, Museum of Sydney, Corner Phillip and Bridge Streets, Sydney NSW 2000.

The Meeting will include resolutions regarding the election of directors, the remuneration of executives, critical talent and the approval of the Nuix Incentive Plan.

In addition, the Company's Group Chief Executive Officer, Jonathan Rubinsztein and I will comment briefly on the activities and performance of the Company during the year to 30 June 2023. Detailed information is available in the Company's 2023 Annual Report, which is available on our website: www.nuix.com/investors.

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 www.nuix.com/investors.

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 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/NXL23> in the 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 www.nuix.com/investors.

ATTENDING THE MEETING IN PERSON

Alternatively, shareholders can attend the Meeting in person at Warrane Theatre, Museum of Sydney, Corner Phillip and Bridge Streets, 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 www.nuix.com/investors.

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 or by following the instructions on the Proxy Form. These must be submitted by no later than 10.00am (Sydney time) on 17 October 2023 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: www.nuix.com/investors

We will attempt to address the more frequently asked questions in the Chairman and CEO's presentations to the Meeting. Written questions must be received by the Company or Link Market Services Limited by 5.00pm on 12 October 2023, 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.

Yours sincerely



Robert Mactier
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT



Notice is hereby given that the Annual General Meeting of the members of Nuix Limited ABN 80 117 140 235 (the **Company**) will be held via the online platform <https://meetings.linkgroup.com/NXL23> and in person at Warrane Theatre, Museum of Sydney, Corner Phillip and Bridge Streets, Sydney NSW 2000, at 10.00am Sydney time on 19 October 2023 (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 2023:

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

Item 2: Adoption of Remuneration Report

Resolution 1

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 2023, 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 1

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 2023, 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 3: Election of Directors

Resolution 2 – Election of Ms Sara Watts as a Director

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

1. *That Ms Sara Watts be elected as a Director of the Company.*

Resolution 3 – Election of Mr Alan Cameron as a Director

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

2. *That Mr Alan Cameron be elected as a Director of the Company.*

Item 4: Approval of the Nuix Employee Incentive Plan

Resolution 4 – Approval of the issue of Equity Securities under the Nuix Employee Incentive Plan

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

*That for all purposes, including ASX Listing Rule 7.2 exception 13, the issue of Equity Securities under the Nuix Employee Incentive Plan (**Nuix Incentive Plan**) on the terms out in the Explanatory Statement be approved.*

VOTING EXCLUSION STATEMENT FOR RESOLUTION 4

The Company will disregard any votes cast on this resolution by or on behalf of a person who is eligible to participate in the Nuix Incentive Plan or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of 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 5: Approval of the Nuix Retention and Incentive Equity Plan

Resolution 5 – Approval of the issue of performance rights under the Nuix Retention and Incentive Equity Plan

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

That for all purposes, including ASX Listing Rule 7.2 exception 13, the issue of performance rights under the Nuix Retention and Incentive Equity Plan (R&I Plan) on the terms set out in the Explanatory Statement be approved.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 5

The Company will disregard any votes cast on this resolution by or on behalf of a person who is eligible to participate in the R&I Plan or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of 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: Approval of Grant of Performance Rights to the CEO and Executive Director

Resolution 6 – FY23 STI Performance Rights under the Nuix Incentive Plan

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 of performance rights to the CEO and Executive Director Mr Jonathan Rubinsztein under the Nuix Incentive Plan in respect of the Company's Short Term Incentive for the 2023 financial year on the terms set out in the Explanatory Statement 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; 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 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 – FY24 LTI Performance Rights under the Nuix Incentive Plan

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 of performance rights to the CEO and Executive Director Mr Jonathan Rubinsztein under the Nuix Incentive Plan in respect of the Company's Long Term Incentive for the 2024 financial year on the terms set out in the Explanatory Statement be approved.

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; 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 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 8 – 1,280,000 Performance Rights under the R&I Plan

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 1,280,000 performance rights under the Company's R&I Plan on the terms set out in the Explanatory Statement 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; 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 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.

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* (Cth) that those persons who are registered as holding shares in the Company at 7.00pm (Sydney time) on 17 October 2023 will be entitled to vote at the Meeting on 19 October 2023. 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.

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 or by following the instructions on the Proxy Form. These must be received by no later than 10.00am (Sydney time) on 17 October 2023 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 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.

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 17 October 2023, 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 17 October 2023 by one of the following methods:

- lodging the Proxy Form online at 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 fax: +61 2 9287 0309

By hand:

Link Market

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

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 10.00 am (Sydney time) on 17 October 2023 even if they plan to attend online or in person.

PROXY VOTING BY KMP

Each of Resolutions 1, 4, 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 1, 4, 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

15 September 2023

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 19 October 2023 (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: 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 2023 (**FY23**) 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 FY23, 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 by 5.00pm on 17 October 2023.

Item 2: Adoption of Remuneration Report (Resolution 1)

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 FY23 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 1. This resolution is advisory only and is not binding on the Directors or the Company.

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 FY23 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 & Nomination 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 and seek feedback from its shareholders 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 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.

Item 3: Election of directors (Resolutions 2 and 3)

ASX Listing Rule 14.4 and clause 47(a) of the Company's Constitution provides that a director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that director's last election or appointment. Ms Sue Thomas was appointed as a director in November 2020 and will retire at the meeting in accordance with the ASX Listing Rules and the Company's Constitution. Sue will not seek re-election.

ASX Listing Rule 14.4 and clause 47(d) of the Company's Constitution provides that a director who is appointed as an addition to the Board only holds office past the next annual general meeting of the Company if re-elected at that meeting.

Ms Sara Watts and Mr Alan Cameron AO were appointed as additions to the Board effective 3 January 2023. In accordance with the ASX Listing Rules and the Company's Constitution, both directors are seeking election at the Meeting.

The skills and experience of Ms Watts and Mr Cameron AO are set out below.

Ms Sara Watts

Sara joined the Nuix Board in January 2023.

An experienced Non-executive Director and Audit and Risk Committee Chair with significant financial and operational acumen, Sara brings international perspective and technology transformation experience. She is currently a Non-executive Director and Chair of Audit and Risk Committee at ASX-listed Trajan Scientific (ASX: TRJ) and Syrah Resources (ASX: SYR).

In addition, Sara is Non-executive Director and Chair of Audit, Risk and Treasury Committee for Uniting NSW. ACT, and a Trustee of the Sydney Opera House. Former appointments include Non-executive Director and Chair of the Audit Committee at Intrepica, Vision Australia, BagTrans Group and Chair of Audit and Risk Committees at the Victorian Auditor General's Office and IBAC.

Sara is a Fellow of CPA Australia and a Fellow of the Australian Institute of Company Directors. She holds a Bachelor of Science from the University of Sydney and a Master of Business Administration from Macquarie Graduate School of Management.

Mr Alan Cameron AO

Alan joined the Nuix Board in January 2023. Alan is a respected company director and lawyer, with experience across a range of legal, corporate and regulatory roles.

Alan was Chairman of Property Exchange Australia Limited (PEXA) from its inception until shortly before it listed in June 2021, and completed his extended term as Chair of the NSW Law Reform Commission in May 2022. A former partner of the firm now called Ashurst Australia, he was Commonwealth Ombudsman and later Chair of the Australian Securities Commission (ASC) and Australian Securities and Investments Commission (ASIC).

Alan is currently Chair of .au Domain Administration Limited and the Legal Services Council and was recently appointed by the ASX as the Independent Chair of the new Advisory Group that will advise ASX Clear and ASX Settlement on strategic clearing and settlement issues. Alan graduated in Arts (BA) and Law (LLM) from the University of Sydney.

Resolution 2: Election of Ms Sara Watts as a Director

Prior to submitting herself for election, Ms Watts acknowledged to the Company that she would continue to have sufficient time to properly fulfil her responsibilities to the Company.

The Board considers Ms Watts to be an independent director.

Board recommendation:

Each of the Directors (Ms Watts abstaining) recommends that shareholders vote in favour of the election of Ms Watts as a Director.

Resolution 3: Election of Mr Alan Cameron as a Director

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

The Board considers Mr Cameron to be an independent director.

Board recommendation:

Each of the Directors (Mr Cameron abstaining) recommends that shareholders vote in favour of the election of Mr Cameron as a Director.

Item 4: Approval of the Nuix Employee Incentive Plan

Resolution 4 – Approval of the issue of Equity Securities under the Nuix Employee Incentive Plan

The Nuix Incentive Plan was adopted by the Company prior to its initial public offering (IPO) in 2020 and the terms of the Nuix Incentive Plan remain substantially similar with its terms as disclosed in the Company's prospectus. The Nuix Incentive Plan provides the framework under which individual grants of equity incentives (awards) may be made to employees of the Company for the purpose of attracting and retaining talent and providing an additional incentive to employees to promote the Company's success.

Since the Company's IPO, it has granted various awards under the Nuix Incentive Plan including in respect of its short term incentive (STI) and long term incentive (LTI) programs. The total number of securities that have previously been awarded under the Nuix Incentive Plan since its IPO is 4,536,203. However, the Company has not previously put forward the Nuix Incentive Plan for formal approval by shareholders for the purpose of Listing Rule 7.2 (Exception 13).

Listing Rule 7.2 (Exception 13) provides that Listing Rule 7.1 (which restricts issues exceeding 15% of capital) does not apply to an issue of securities (including rights) under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Resolution 4 seeks shareholder approval for the issue of Equity Securities under the Nuix Incentive Plan so that the Company retains the ability to manage its capital requirements efficiently by ensuring that its Listing Rule 7.1 capacity is not diminished by issues of Equity Securities under the Nuix Incentive Plan.

The maximum number of Equity Securities to be issued in reliance on Listing Rule 7.2 (Exception 13) over a three-year period is 5% of the Company's ordinary shares on issue at the date of this Notice of Meeting, being 16,078,269. This figure is not an indication of the precise amount of Equity Securities that will be issued, but is rather a "ceiling" for the purposes of Listing Rule 7.2 (Exception 13). The Board believes that obtaining shareholder approval will provide the Company with additional flexibility to raise capital as and when appropriate.

If Resolution 4 is passed, the issue of any securities to eligible participants under the Nuix Incentive Plan over a three-year period (up to the maximum above) will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1. However, we note that further shareholder approval will be required before any Director (such as Mr Jonathan Rubinsztein) is issued securities under the Nuix Incentive Plan (as contemplated by Resolutions 6 and 7).

If Resolution 4 is not passed, the Company will be able to proceed with the issue of securities under the Nuix Incentive Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

The key terms of the Nuix Incentive Plan are set out below.

NUIX INCENTIVE PLAN – KEY TERMS

Administration	The Nuix Incentive Plan will be administered by the Board.
Eligibility	Full-time and part-time employees of the Company are eligible to receive awards under the Plan. The Board will select eligible employees to whom awards are to be granted from time to time.
Awards	<p>The Nuix Incentive Plan provides the Company with flexibility to grant the following types of awards:</p> <ul style="list-style-type: none">• fully paid ordinary shares (Shares) that are subject to restrictions, including on transfer, until specified conditions are satisfied (Restricted Shares); or• options to subscribe for Shares (Options); or• rights to be paid a cash amount determined by the price of Shares at a specified time or the movement in price over a period of time (Incentive Rights); or• rights to receive Shares or cash, based on specified performance factors (Performance Rights), (together Awards).
Shares	Shares issuable under the Nuix Incentive Plan may be newly issued Shares or already issued Shares acquired and held by an employee benefit trust established by the Company.
Conditions	<p>The Board will determine the terms and conditions of each award, including:</p> <ul style="list-style-type: none">• the type of Award;• the number or value of Shares or other consideration subject to the Award;• if the Award is an Option, the exercise price of the Option, or if it is any other type of Award, the purchase price (if any) payable for the Shares under the Award; and• any vesting conditions, including service and/or performance conditions. <p>The terms and conditions of each award will be set out in an award agreement.</p> <p>The Board retains the discretion to waive any vesting condition if it considers it to be in the best interests of the Company.</p>

Exercise price or Purchase price	The exercise price or purchase price will be determined by the Board.
Vesting and exercise	Options will become exercisable when the applicable vesting conditions have been satisfied. Incentive Rights and Performance Rights will vest and be settled by the delivery of Shares (or, where applicable, cash) when the applicable vesting conditions have been satisfied. Restricted Shares will cease to be restricted when the applicable vesting conditions have been satisfied in accordance with the award agreement.
Lapsing and forfeiture	An Option will lapse on the date specified in the grant (or three years after vesting if not specified), or any earlier date specified in the award agreement (for example, upon failure to satisfy a vesting condition). Restricted Shares will become subject to forfeiture or compulsory transfer, and Incentive Rights and Performance Rights will lapse, on the occurrence of a date or circumstance specified in the award agreement (for example, upon failure to satisfy a vesting or performance condition).
Dealing restrictions	A participant may not deal with an award in any manner, other than as required by law or permitted by the Company's Securities Trading Policy.
Treatment on cessation of employment	The Board may specify in the terms of an invitation or make a determination as to how an employee's Awards will be treated on the occurrence of cessation of employment of the employee. Applicable treatment may include: <ul style="list-style-type: none"> • vesting on the cessation date; • options only be exercisable within a specified period; or • lapse or forfeit of the Awards.
Clawback	In the event of an inappropriate circumstance, the Board retains the discretion to determine the treatment of Awards. Examples of inappropriate circumstance include (without limitation): <ul style="list-style-type: none"> • fraudulent or dishonest behaviour, serious misconduct or any breach of obligation to the Company; • acting in a manner that brings the Company into disrepute; and • any other circumstance which the Board determines in good faith constitutes an inappropriate circumstance. If an inappropriate circumstance occurs, the Board retains absolute discretion and may exercise its discretion to (amongst other things) determine that the Performance Rights (or Shares acquired on the exercise of Performance Rights) will lapse.
Change of control	The Board may specify in the terms of an invitation or make a determination as to how an employee's Awards will be treated on the occurrence of 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 for us). This may include, subject to the ASX Listing Rules, with respect to each award, that: <ul style="list-style-type: none"> • Awards, to the extent not fully vested, will become vested and exercisable in full or in part; • Options may be exercised within a specific period only, otherwise they will lapse; • disposal restrictions or any other terms which apply to the Awards cease to apply; or • the Company, on behalf of the employee, will direct the trustee to transfer trust shares into the employee's name.
Award adjustments	In order to minimise material advantage or disadvantage to a participant resulting from a variation in the Company's issued share capital, before the delivery of Shares or payment to a participant, the Company may, subject to the ASX Listing Rules, appropriately and proportionately adjust the exercise price and/or number and/or class of Shares subject to each outstanding Option or Award, provided that the exercise price or purchase price of any Share may not be less than the nominal value of a Share, and a fraction of a Share will not be issued.
Amendments	The Board may amend or supplement the Nuix Incentive Plan, however it may not do so without employee consent or approval of more than 50% of the employees holding Awards where the amendment adversely affects the existing rights of employees in respect of any granted Awards.
ASX Listing Rules	The Nuix Incentive Plan and awards made under it are always subject to the ASX Listing Rules and applicable law.

Board Recommendation:

Each of the Directors recommends that shareholders vote in favour of the resolution to approve the issue of Equity Securities under the Nuix Incentive Plan.

Item 5: Approval of the Nuix Retention and Incentive Equity Plan

Resolution 5 – Approval of the issue of performance rights under the Nuix Retention and Incentive Equity Plan

As has been previously communicated to shareholders in detail, the Company is in the early stages of a transformation journey with a goal to unlock and capitalise on the strength of the Nuix platform and allow shareholders to capture the true value that is embedded within the Nuix technology and Nuix's global presence. As part of this transformation, there has been a significant rejuvenation of the Executive Leadership Team (**ELT**) and broader leadership team over the last 18 months. The ELT and other critical talent have been charged with delivering the company's updated strategic growth plan, which has commenced but for which significant work will continue over the next 3 years. The Board recognises that such a mandate inevitably presents the challenge for management of operating in an environment of significant change and disruption, all of which is occurring at a time when the Company is still being pressured by a range of external factors, many of which are historical events that are outside of the control of the current leadership team.

In recognition of the work required by the ELT and other critical talent in transforming the performance of the Company, a one-off R&I Plan has been approved by the Board subject to shareholder approval.

Under this plan, the Company will issue up to 6,400,000 performance rights to the ELT and other personnel who are identified or recruited to fill critical capability needs, with such securities to be subject to performance testing against future share price targets during FY26 (which are detailed further below) and an ongoing service condition through to the Company's first open trading window following the date that is 12 months after the date that the performance condition is satisfied.

The pool of 6,400,000 performance rights, would if vested, represent approximately 2.0% of the Company's currently issued share capital and covers:

- the proposed grant of 1,280,000 performance rights to Mr Rubinsztein that is the subject of Resolution 8;
- a proposed pool of 4,544,000 performance rights to be granted to 15 ELT members and critical personnel; and
- a reserved pool of 576,000 performance rights for the future recruitment and retention of critical talent.

The proposed grants of performance rights contemplated above will only proceed if shareholders approve the R&I Plan in this Resolution 5 and the grant of 1,280,000 performance rights to Mr Rubinsztein in respect of this plan under Resolution 8. No Equity Securities have been issued under the R&I Plan to date, nor will any be issued until such shareholder approvals are obtained.

The R&I Plan is designed to provide additional incentive to the ELT and other critical talent to remain united and focused on the delivery, for the benefit of shareholders, of the strategic plan over the course of the FY2024-FY2026. The Board has strong conviction that the strategic plan, if delivered, will lead to material wealth creation for the Company's shareholders. By structuring the R&I Plan around share-price growth hurdles and service conditions, this plan:

- is fully aligned with increasing shareholder value;
- complements the existing annual STI and LTI plans; and
- provides strong incentive for the ELT and other critical talent to deliver across the next three year period whilst the strategic plan is achieved.

To ensure that the Company has shareholder support in respect of this proposed R&I Plan, the Company is putting this plan to shareholders for approval for the purpose of Listing Rule 7.2 (Exception 13).

Listing Rule 7.2 (Exception 13) provides that Listing Rule 7.1 (which restricts issues exceeding 15% of capital) does not apply to an issue of securities (including rights) under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Resolution 5 seeks shareholder approval for the issue of up to 5,120,000 performance rights under the R&I Plan (representing the intended pool of 6,400,000 performance rights for this plan less the 1,280,000 performance rights to Mr Rubinsztein that are the subject of the separate resolution 8). This figure is not an indication of the precise number of performance rights that will be issued but is rather a "ceiling" for the purposes of Listing Rule 7.2 (Exception 13) given that the figure includes the Company's reserved pool of 576,000 performance rights for critical talent that the Board may or may not determine to allocate in its discretion. By obtaining this shareholder approval, the Company will ensure that it has shareholder support for the R&I Plan and that the Company retains the ability to manage its capital requirements efficiently by ensuring that its Listing Rule 7.1 capacity is not diminished by issues of performance rights under this plan. The Board believes this will provide the Company with additional flexibility to raise capital as and when appropriate.

If Resolution 5 is passed, the relevant performance rights will be issued promptly following the Meeting and in any event no later than 6 months after the date of the Meeting. The issue of these securities to eligible participants under the R&I Plan (up to the maximum number of securities stated in Resolution 5) will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1. If Resolution 5 is not passed, the Company will not proceed with the issue of any securities under the R&I Plan.

The key terms of the R&I Plan are set out below.

R&I PLAN – KEY TERMS

Administration	The R&I Plan will be administered by the Board.										
Eligibility	A fixed pool of up to 6,400,000 performance rights to be issued to the ELT and other personnel who are identified or recruited to fill critical capability needs as determined by the Board (including 1,280,000 performance rights to be issued to Mr Rubinsztein that are the subject of the separate resolution 8).										
Awards	The R&I Plan provides the Company with ability to grant performance rights. Each 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).										
Performance period	1 July 2023 to 30 June 2025										
Testing period	Release of audited financial statements for FY25 to 30 June 2026.										
Vesting conditions	<p>The R&I Plan performance rights are subject to performance testing against the following share price hurdles:</p> <table><thead><tr><th>Share price hurdles</th><th>Percentage of performance rights that may vest</th></tr></thead><tbody><tr><td>< \$2.40</td><td>0%</td></tr><tr><td>> \$2.40 to < \$3.20</td><td>30%</td></tr><tr><td>> \$3.20 to < \$4.00</td><td>Further 35% (for a total of 65%)</td></tr><tr><td>> \$4.00</td><td>Further 35% (for a total of 100%)</td></tr></tbody></table> <p>The share price targets will be tested against a rolling 30-day VWAP during the testing period that commences on the release of the Company's audited financial statements for FY25 and ends on 30 June 2026.</p> <p>Subject to satisfying the above performance condition, performance rights will vest in the Company's first open trading window following the date that is 12 months after the date that the applicable performance condition above is satisfied, provided that the relevant participant remains employed by the Company as at that date (and has not given or received notice of cessation of employment), unless otherwise already vested including as a result of a change of control event as outlined further below. Performance rights may vest in separate tranches given that the different share price targets above may be satisfied at different points during the testing window.</p> <p>The Board retains the discretion to waive any vesting condition if it considers it to be in the best interests of the Company. The Board also has the discretion to adjust the share price targets in the event of a reorganisation of the issued capital of the Company to minimise or eliminate any material advantage or disadvantage to the participant resulting from the reorganisation.</p>	Share price hurdles	Percentage of performance rights that may vest	< \$2.40	0%	> \$2.40 to < \$3.20	30%	> \$3.20 to < \$4.00	Further 35% (for a total of 65%)	> \$4.00	Further 35% (for a total of 100%)
Share price hurdles	Percentage of performance rights that may vest										
< \$2.40	0%										
> \$2.40 to < \$3.20	30%										
> \$3.20 to < \$4.00	Further 35% (for a total of 65%)										
> \$4.00	Further 35% (for a total of 100%)										
Exercise price or Purchase price	No exercise price or purchase price is payable in respect of performance rights granted under the R&I Plan.										
Vesting and exercise	Performance rights will vest and be settled by the delivery of shares (or, where applicable, cash) when the applicable vesting conditions have been satisfied.										
Lapsing	Performance rights will lapse, on the occurrence of a date or circumstance specified in the award agreement (for example, upon failure to satisfy a vesting or performance condition).										
Dealing restrictions	A participant may not deal with a performance right in any manner, other than as required by law or permitted by the Company's Securities Trading Policy.										
Treatment on cessation of employment	<p>Where a participant ceases employment (or gives notice or receives notice in relation to the cessation of their employment) prior to the vesting of the performance rights, the treatment of those performance rights will depend on whether they are a Good Leaver or a Bad Leaver (as those terms are defined in the R&I Plan).</p> <p>If they are a Bad Leaver, their performance rights will lapse (unless the Board determines otherwise which it may do in its absolute discretion). If they are a Good Leaver, a pro-rated number (based on the proportion of the performance period served) of the performance rights will remain on foot and may vest subject to the performance conditions, with the remainder to lapse (unless the Board determines otherwise which it may do in its absolute discretion).</p>										
Clawback	<p>In the event of an inappropriate circumstance, the Board retains the discretion to determine the treatment of Awards. Examples of inappropriate circumstance include (without limitation):</p> <ul style="list-style-type: none">• fraudulent or dishonest behaviour, serious misconduct or any breach of obligation to the Company;• acting in a manner that brings the Company into disrepute; and• any other circumstance which the Board determines in good faith constitutes an inappropriate circumstance. <p>If an inappropriate circumstance occurs, the Board retains absolute discretion and may exercise its discretion to (amongst other things) determine that the performance rights (or shares acquired on the exercise of performance rights) will lapse.</p>										

Change of control	<p>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), (unless otherwise determined by the Board), a pro-rated number (based on the proportion of the performance period elapsed up to the date of the change of control event) of performance rights will vest subject to the share price hurdles being met if the relevant share price was instead the share price implied by the change of control event.</p> <p>Notwithstanding the above, if a change of control event occurs, the Board retains absolute discretion in respect of the treatment of the awards in the context of the relevant circumstances and may exercise its discretion to (amongst other things) waive any vesting condition and/or determine that any vesting condition is satisfied.</p>
ASX Listing Rules	The R&I Plan and awards made under it are always subject to the ASX Listing Rules and applicable law.

Board Recommendation:

Each of the Directors recommends that shareholders vote in favour of the resolution to approve the issue of performance rights under the R&I Plan.

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

Remuneration of Mr Jonathan Rubinsztein

Mr Jonathan Rubinsztein is the Company's Chief Executive Officer and Executive Director (**CEO**). As noted in the FY23 Remuneration Report, Mr Rubinsztein's annual remuneration is comprised of:

- Total fixed remuneration (**TFR**) of \$700,000 (excluding superannuation);
- 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; and
- Long term incentive (**LTI**) of up to a maximum of 125% of TFR to be awarded in performance rights.

Requirement for shareholder approval

ASX Listing Rule 10.14 requires shareholder approval for Mr Rubinsztein, being a director of the Company and therefore a 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 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.

Proposed grants of performance rights and previous grants of Equity Securities

Resolutions 6 and 7 relate to the proposed grant of performance rights to Mr Rubinsztein under the Nuix Incentive Plan in respect of the Company's FY23 STI and FY24 LTI programs. Resolution 8 relates to the proposed grant of performance rights to Mr Rubinsztein under the Company's one-off R&I Plan.

Previously, Mr Rubinsztein has been issued 2,348,370 performance rights (for no monetary consideration) under the Nuix Incentive Plan including:

- 711,744 performance rights in respect of the Company's sign-on grant;
- 110,230 performance rights in respect of the Company's FY22 STI program;
- 239,632 performance rights in respect of the Company's FY22 LTI program; and
- 1,286,764 performance rights in respect of the Company's FY23 LTI program,

with each grant above approved by shareholders at the Company's 2022 Annual General Meeting.

No Equity Securities have previously been issued to Mr Rubinsztein under the R&I Plan, noting that this is a new plan, grants under which will only proceed if shareholder approval is obtained at the Meeting for Resolution 5 and Resolution 8.

Information applicable to each grant of performance rights

The following information applies to each grant of performance rights which are the subject of Resolutions 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 6, 7 and 8, the performance rights will be issued promptly following the Meeting and in any event no later than 6 months after the date of the Meeting.

If shareholder approval is not obtained:

- in respect of the FY23 STI and FY24 LTI programs, the Board will consider alternative arrangements to appropriately remunerate, incentivise, align and retain Mr Rubinsztein; and
- in respect of the R&I Plan, the Board will not proceed with any of the proposed grants under this plan, including to other ELT members and critical personnel.

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 Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Resolution 6: Approval of the issue to the CEO of 115,862 FY23 STI performance rights

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

- Annualised Contract Value (**ACV**) (40% weighting)
- Group-wide cost base (20% weighting)
- Implementation of strategy (10% weighting)
- Other non-financial measures (30% weighting), which includes retention of key staff and key appointments, culture and engagement, key customer engagement and customer retention.

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 grant.

Mr Rubinsztein's maximum STI entitlement (75% of TFR) for FY23 was \$525,000. Having regard to the applicable performance measures, the Board determined that 96% of that amount, being \$504,000, would be awarded, with the balance of 4% forfeited. Accordingly, one-third of that amount, being \$168,000, is to be issued in performance rights, with the number of performance rights to be calculated by dividing \$168,000 by the closing share price on the trading day immediately before the date of the grant.

Each performance right will vest in the Company's first open trading window following the release of its audited financial statements for FY24 subject to Mr Rubinsztein remaining employed by the Company at that time.

In the event of cessation of employment, 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.

The FY23 STI performance rights will be granted under, and subject to, the Nux Incentive Plan, the key terms of which are summarised in relation to Resolution 4 above.

Board recommendation:

Each of the Directors (other than Mr Rubinsztein) recommends that shareholders vote in favour of the resolution to approve the grant to Mr Rubinsztein of FY23 STI performance rights.

Resolution 7: Approval of the issue to the CEO FY24 LTI performance rights

For FY24, in recognition of the work required by the ELT and other critical talent in transforming the performance of the Company, an LTI program has been approved by the Board that provides for the issue of performance rights to the ELT and other critical personnel subject to performance testing against the benchmarks of ACV (50%) and relative total shareholder return (rTSR) (50%), with vesting after FY26. The Board has adopted the ACV measure for consistency with the Company's reporting to shareholders and the market generally, and the rTSR measure to closely align management with shareholder interests.

The amount of LTI entitlement available to Mr Rubinsztein, 125% of his TFR, is \$875,000. Under the FY24 LTI plan, the number of performance rights to be issued is calculated by dividing the dollar value of the LTI earned by the closing share price on the trading day immediately before the date of the grant.

The FY24 LTI performance rights will be granted under, and subject to, the Nuix Incentive Plan, the key terms of which are summarised in relation to Resolution 4 above, subject, however, to the additional detail set out below.

LONG TERM INCENTIVE – KEY TERMS FY24

Awards As part of the FY24 LTI program, the Company will issue performance rights under the Nuix Incentive Plan. 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).

Allocation methodology The number of LTI performance rights to be granted to each participant (including Mr Rubinsztein) is calculated by dividing the participant's dollar value LTI opportunity for FY24 by the closing share price on the trading day immediately before the date of the grant.

Performance period 1 July 2023 to 30 June 2026

Vesting conditions The FY24 LTI performance rights are subject to performance testing against the following performance conditions over the 3-year performance period:

- ACV (50%); and
- rTSR (50%).

The ACV and rTSR targets are assessed at the end of FY26. If the targets are met, the performance rights will vest in the Company's first open trading window following the release of its audited financial statements for FY26 in accordance with the below, unless otherwise already vested including as a result of a change of control event as outlined below. Specific ACV targets (which are compound annual growth rate targets (CAGR) over the 3-year performance period) will not be disclosed until the end of FY26 due to commercial sensitivity. In respect of the rTSR targets, this will be measured against a peer group comprising of companies in the ASX All Technology Index.

ACV Performance (50% weighting)

	Level of vesting	ACV targets
Below Threshold	0%	To be disclosed at the end of FY26
Threshold	20%	To be disclosed at the end of FY26
Between Threshold and Target	Between 20% and 50% determined on a linear sliding scale	To be disclosed at the end of FY26
Between Target and Maximum	Between 50% and 100% determined on a linear sliding scale	To be disclosed at the end of FY26
Maximum	100%	To be disclosed at the end of FY26

rTSR Performance (50% weighting)

	Level of vesting	rTSR targets
Below Threshold	0%	< 50th percentile
Threshold	50%	Equal to 50th percentile
Between Threshold and Maximum	Between 50% and 100% determined on a linear sliding scale	Between 50th and 75th percentile
Maximum	100%	Equal to or more than 75th percentile

Change of control

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), (unless otherwise determined by the Board), a pro-rated number (based on the proportion of the performance period elapsed up to the date of the change of control event) of performance rights will vest.

Notwithstanding the above, if a change of control event occurs, the Board retains absolute discretion in respect of the treatment of the awards in the context of the relevant circumstances and may exercise its discretion to (amongst other things) waive any vesting condition and/or determine that any vesting condition is satisfied.

Board recommendation:

Each of the Directors (other than Mr Rubinzstein) recommends that shareholders vote in favour of the resolution to approve the grant to Mr Jonathan Rubinsztein of FY24 LTI performance rights.

Resolution 8 – Approval of the issue to the CEO of 1,280,000 Retention and Incentive Equity plan performance rights

As noted above in relation to Resolution 5, in recognition of the work required by the ELT and other critical talent in transforming the performance of the Company, a one-off R&I Plan has been approved by the Board.

Under this plan, the Company will issue up to 6,400,000 performance rights to the ELT and other personnel who are identified or recruited to fill critical capability needs, with such securities to be subject to performance testing against future share price targets during FY26 (which are detailed in Resolution 5 above) and an ongoing service condition through to the Company's first open trading window following the date that is 12 months after the date that the performance condition is satisfied.

The pool of 6,400,000 performance rights, would if vested, represent approximately 2.0% of the Company's issued share capital and includes the proposed grant of 1,280,000 performance rights to Mr Rubinsztein. The proposed grants of performance rights under the R&I Plan will only proceed if shareholders approve Resolution 5 and this Resolution 8.

The R&I performance rights will be granted under, and subject to, the Company's R&I Plan, the key terms of which are summarised in relation to Resolution 5 above.

Board recommendation:

Each of the Directors (other than Mr Rubinzstein) recommends that shareholders vote in favour of the resolution to approve the grant of 1,280,000 R&I performance rights to Mr Rubinzstein.





ABN 80 117 140 235

LODGE YOUR VOTE

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **BY MAIL**
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-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

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

STEP 1

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 on Thursday, 19 October 2023 (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 **Warrane Theatre, Museum of Sydney, Corner Phillip and Bridge Streets, Sydney NSW 2000** or logging in online at <https://meetings.linkgroup.com/NXL23> (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 .

STEP 2

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of the issue of performance rights under the Nuix Retention and Incentive Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ms Sara Watts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 FY23 STI Performance Rights under the Nuix Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Alan Cameron as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 FY24 LTI Performance Rights under the Nuix Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the issue of Equity Securities under the Nuix Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 1,280,000 Performance Rights under the R&I Plan	<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.

STEP 3

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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 PRX2301N

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 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.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 17 October 2023**, 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.

QR Code



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



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

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

*During business hours Monday to Friday (9:00am - 5:00pm)



ABN 80 117 140 235

LODGE YOUR QUESTIONS

- 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

Please use this form to submit any questions about Nuix Limited (“the Company”) that you would like us to respond to at the Company’s 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s security registrar, Link Market Services Limited, by **Thursday, 12 October 2023**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised securityholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to securityholders.

My question relates to *(please mark the most appropriate box)*

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

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/NXL23>

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.

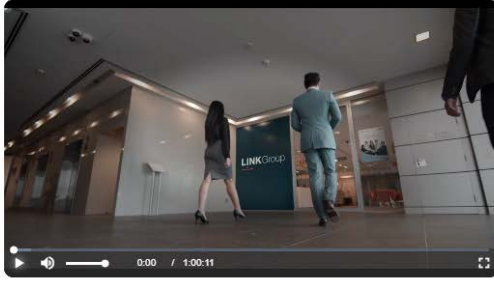
This will bring up a box which looks like this.

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.



+

Get a Voting Card

?

Ask a Question

Downloads

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

JOHN SAMPLE
*****0014
✕

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	<input checked="" type="radio"/> For <input type="radio"/> Against <input type="radio"/> 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.

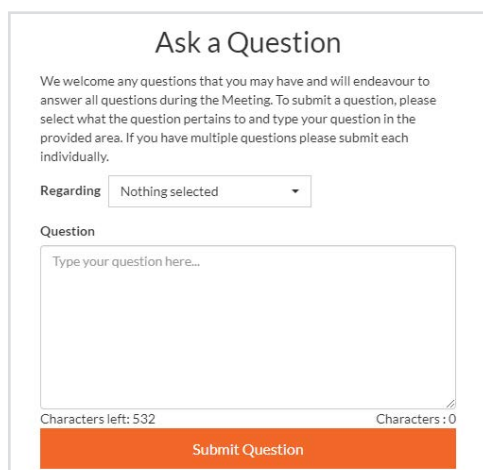
Virtual Meeting Online Guide continued

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.



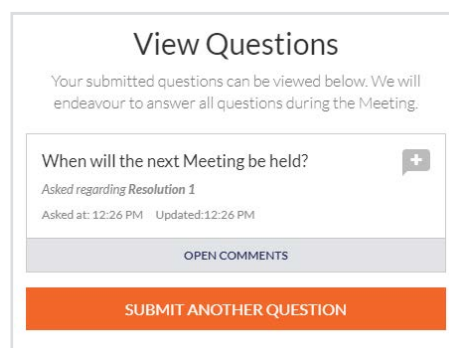
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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

T +61 1800 990 363

E info@linkmarketservices.com.au