



MARKET RELEASE

9 October 2024

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 13 November 2024.

This announcement has been authorised 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 large 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>

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FROM DATA. FIND
TRUTH FROM DATA.
FIND THE TRUTH FROM DATA.

NUIX

NOTICE OF
ANNUAL GENERAL MEETING
2024





9 October 2024

Dear Shareholder,

I enclose a Notice of Meeting for the Annual General Meeting of NuiX Limited (the **Company**) which is to be held at 10.00 am (Sydney time) on 13 November 2024 (**Meeting**). The Meeting will be held online at <https://meetings.linkgroup.com/NXL24> 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 and the remuneration of executives and directors.

In addition, the Company's executive Director and 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 2024. Detailed information is available in the Company's 2024 Annual Report, which is available on our website: <https://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 <https://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/NXL24> 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 <https://www.nuix.com/investors>.

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 <https://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 10.00 am (Sydney time) on 11 November 2024 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: <https://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 (Sydney time) on 6 November 2024, 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 (the “**Company**”) will be held via the online platform at <https://meetings.linkgroup.com/NXL24> and in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000 at 10.00 am (Sydney time) on 13 November 2024 (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 2024:

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 2024, 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 2024, 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: Re-election of Directors

Resolution 2 – Re-election of Mr Robert Mactier as a Director

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

That Mr Robert Mactier be re-elected as a Director of the Company.

Resolution 3 – Re-election of Ms Jacqueline Korhonen as a Director

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

That Ms Jacqueline Korhonen be re-elected as a Director of the Company.

Item 4: Approval of Grant of Performance Rights to the CEO and Executive Director

Resolution 4 – FY24 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 2024 financial year on the terms set 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 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 5 – FY25 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 2025 financial year 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 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.

Item 5: Increase in Remuneration Pool for Non-executive Directors

Resolution 6 – Increase in Directors' Fees

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

That for all purposes, including ASX Listing Rule 10.17, the total maximum aggregate of Directors' fees payable to non-executive Directors be increased by \$400,000 from \$1,100,000 per annum to \$1,500,000 per annum.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 6

The Company will disregard any votes cast on this resolution:

- by or on behalf of a Director of the Company or any of their associates,
- 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 7.00 pm (Sydney time) on 11 November 2024 will be entitled to vote at the Meeting on 13 November 2024. 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.

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

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 10.00 am (Sydney time) on 11 November 2024 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 10.00 am (Sydney time) on 11 November 2024, 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 10.00 am** (Sydney time) on 11 November 2024 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:	By hand:
Nuix Limited	Link Market Services Limited
C/- Link Market Services Limited	Parramatta Square
Locked Bag A14	Level 22, Tower 6,
Sydney South NSW 1235	10 Darcy Street,
Australia	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 10.00 am (Sydney time) on 11 November 2024 even if they plan to attend online or in person.

PROXY VOTING BY KMP

Each of Resolutions 1, 4, 5, and 6 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 and 6, 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

9 October 2024

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 13 November 2024 (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 2024 (**FY24**) 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 FY24, 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 (Sydney time) on 11 November 2024.

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 FY24 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 FY24 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 shareholders.

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: Re-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 Jacqueline Korhonen and Mr Robert Mactier were re-elected at the 2021 Annual General Meeting, having been appointed on 6 October 2021 and will retire at the Meeting in accordance with the ASX Listing Rules and the Company's Constitution.

In accordance with the ASX Listing Rules and the Company's Constitution, both Ms Korhonen and Mr Mactier are seeking re-election at the Meeting. The skills and experience of Ms Korhonen and Mr Mactier are set out below.

Mr Robert Mactier

Robert is a Consultant to the Advisory and Capital Markets division of UBS Australia (since June 2007). Robert is also a Non-Executive Director of Iress Limited (ASX:IRE) and Kinetic IT Pty Limited and was formerly a Non-Executive Director and Chairman of ASX-listed ALE Property Group (ASX:LEP) from 2016 to 2021 and WPP AUNZ Limited (ASX:WPP) from 2006 to 2021, as well as Non-Executive Director of NASDAQ-listed Melco Resorts and Entertainment Limited (NASDAQ: MLCO) from 2006 to 2017.

Robert began his career at KPMG and worked across their audit, management consulting and corporate finance practices. He has extensive investment banking experience in Australia having, prior to his current role with UBS, worked for Ord Minnett Securities (now J P Morgan), E.L. & C. Baillieu and Citigroup.

Robert holds a Bachelor's degree in Economics from the University of Sydney. He has been a Member of the Australian Institute of Company Directors since 2007 and is formerly a member of the Institute of Chartered Accountants in Australia and New Zealand.

Ms Jacqueline Korhonen

Jacqueline has over 30 years' experience in the Information Technology, Telecommunications and Financial Services sectors, where she built her career around transformation, P&L management, sales, complex negotiations, project delivery, operations, strategy development and risk management.

She started her career as an engineer in IBM where she spent 23 years living and working across Australia, New Zealand, ASEAN, India and China. After leaving IBM, Jacqueline was appointed CEO of Infosys Australia and New Zealand, a position she held for six years. In the later years of her executive career Jacqueline was the CEO of SMS Management & Technology, an ASX listed IT Services company and subsequently returned to IBM as the Vice President of Cognitive Transformation Services across the Asia Pacific Region.

Jacqueline was a Non-Executive Director of NetComm Wireless (ASX:NTC) from July 2018 until August 2019. Jacqueline is currently a Non-Executive Director of MLC Insurance since December 2018 and Auswide Bank (ASX:ABA) since April 2021. Since February 2023, Jacqueline has also been a Non-Executive Director of the Civil Aviation Safety Authority, a federal government body charged with regulating aviation safety in Australian Authority air space.

Jacqueline holds a Bachelor of Science and Bachelor of Engineering with Honours from the University of Sydney and is a Graduate of the Australian Institute of Company Directors.

Resolution 2: Re-election of Mr Robert Mactier as a Director

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

The Board considers Mr Mactier to be an independent director.

Board recommendation:

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

EXPLANATORY STATEMENT

Resolution 3: Re-election of Ms Jacqueline Korhonen as a Director

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

The Board considers Ms Korhonen to be an independent director.

Board recommendation:

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

Item 4: Approval of Grant of Performance Rights to the CEO and Executive Director (Resolutions 4 and 5)

Remuneration of Mr Jonathan Rubinsztein

Mr Jonathan Rubinsztein is the Company's Chief Executive Officer and Executive Director (**CEO**). As noted in the FY24 Remuneration Report, Mr Rubinsztein's annual remuneration is comprised of:

- Total fixed remuneration (**TFR**) of \$700,000 (excluding superannuation);
- Short term incentive (**STI**) of a potential award of up to \$525,000 for on-target performance, with two-thirds to be awarded in cash and one-third in performance rights (in FY24, and subject to the Board's discretion, the CEO was eligible to receive up to a total maximum award of \$656,250); and
- Long term incentive (**LTI**) of up to a maximum of \$875,000 to be awarded in performance rights.

ASX Listing Rule 10.15.4 requires that this Notice of Meeting include Mr Rubinsztein's current remuneration.

In considering Mr Rubinsztein's FY25 remuneration, the Board undertook a comprehensive review of the CEO's remuneration, benchmarking it against industry peers and aligning with the Company's strategic objectives. Since the CEO's commencement in 2021 there has been no increase in his fixed remuneration. As such, the Board has determined to increase the CEO's fixed remuneration from \$700,000 to \$900,000 (excluding superannuation guarantee contribution cap) in FY25, while short and long term variable incentive components will remain unchanged. This is in consideration of the CEO's remuneration relative to market and leadership in driving the Company's performance, including ACV growth, successful execution of key strategic initiatives and delivering improved shareholder returns. This adjustment of 9.5% to the CEO's total reward package ensures his remuneration remains competitive in the market and is essential for retaining top talent to continue delivering long-term shareholder value.

In FY25, Mr Rubinsztein's remuneration package comprises of:

- TFR of \$900,000 (excluding superannuation);
- STI of a potential award of up to \$525,000 for on-target performance, with two-thirds to be awarded in cash and one-third in performance rights (in FY25, and subject to the Board's discretion, the CEO may be eligible to receive up to a total maximum award of \$656,250); and
- LTI of up to a maximum of \$875,000 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 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 4 and 5 respectively.

Once shareholder approval is obtained under ASX Listing Rule 10.14, each grant of performance rights can rely on ASX Listing Rule 7.2 exception 14, such that the issue of those securities will not be included in the calculation of the Company's 15% placement capacity under ASX Listing Rule 7.1.

Proposed grants of performance rights and previous grants of Equity Securities

Resolutions 4 and 5 relate to the proposed grant of performance rights to Mr Rubinsztein under the Nuix Incentive Plan in respect of the Company's FY24 STI and FY25 LTI programs.

Previously, Mr Rubinsztein has been issued:

- 1,636,626 performance rights (for no monetary consideration) under the Company's Long and Short Term Incentive Plans, with these grants approved by shareholders at the Company's 2022 Annual General Meeting; and
- 676,018 performance rights (for no monetary consideration) under the Nuix Incentive Plan, with these grants approved by shareholders at the Company's 2023 Annual General Meeting.

Mr Rubinsztein has also been issued performance rights under the Retention and Incentive Equity Plan and as part of his sign-on bonus from when he joined the Company. Mr Rubinsztein has also been issued 1,280,000 performance rights under the Retention and Incentive Equity Plan and 711,744 performance rights as part of his sign-on bonus from when he joined the Company.

Information applicable to each grant of performance rights

The following information applies to each grant of performance rights which are the subject of Resolutions 4 and 5.

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 4 and 5, the performance rights will be issued promptly following the Meeting and in any event no later than 3 years after the date of the Meeting.

If shareholder approval is not obtained in respect of the issue of performance rights, the Board will consider alternative arrangements to **appropriately** remunerate, incentivise, align and retain 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 the STI and LTI programs 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.

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

NUIX INCENTIVE PLAN – KEY TERMS

Administration	The Nuix Incentive Plan is 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	The Nuix Incentive Plan provides the Company with flexibility to grant the following types of awards: <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);• 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.

EXPLANATORY STATEMENT

NUIX INCENTIVE PLAN – KEY TERMS

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. 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	<p>The exercise price or purchase price will be determined by the Board.</p>
Vesting and exercise	<p>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.</p>
Lapsing and forfeiture	<p>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).</p>
Dealing restrictions	<p>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.</p>
Treatment on cessation of employment	<p>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:</p> <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	<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>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:</p> <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.

NUIX INCENTIVE PLAN – KEY TERMS

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.

Resolution 4: Approval of the issue to the CEO of FY24 STI performance rights to the value of \$154,583

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:

- Group Annualised Contract Value (**ACV**) (40% weighting)
- Group cost base (10% weighting)
- Group customer focus (measured by Net Dollar Retention) (10% weighting)
- Other non-financial measures (40% weighting), which includes culture, leadership, employee engagement and delivery against the Group's strategic and operating plans.

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 the dollar value attributable to those rights by the 30-day VWAP following the release of NuiX's audited financial statements for FY24.

Mr Rubinsztein's on-target potential STI entitlement for FY24 was \$525,000. Having regard to the applicable performance measures, the Board determined that 88.3% of that amount, being \$463,750, would be awarded, with the balance of 11.7% forfeited. Accordingly, one-third of that amount, being \$154,583, is to be issued in performance rights, with the number of performance rights to be calculated by dividing the dollar value attributable to those rights by the 30-day VWAP following the release of NuiX's audited financial statements for FY24.

Each performance right will vest in the Company's first open trading window following the release of its audited financial statements for FY25 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 FY24 STI performance rights will be granted under, and subject to, the NuiX Incentive Plan, the key terms of which are summarised 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 FY24 STI performance rights.

Resolution 5: Approval of the issue to the CEO FY25 LTI performance rights

For FY25, 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 FY27. 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 is \$875,000. Under the FY25 LTI plan, the number of performance rights to be issued is calculated by dividing the dollar value attributable to those rights by the 30-day VWAP following the release of NuiX's audited financial statements for FY24.

EXPLANATORY STATEMENT

The FY25 LTI performance rights will be granted under, and subject to, the Nuix Incentive Plan, the key terms of which are summarised above, subject, however, to the additional detail set out below.

NUIX INCENTIVE PLAN – KEY TERMS

Awards	As part of the FY25 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 dollar value attributable to those rights by the 30-day VWAP following the release of Nuix's audited financial statements for FY24.																											
Performance period	1 July 2024 to 30 June 2027																											
Vesting conditions	<p>The FY25 LTI performance rights are subject to performance testing against the following performance conditions over the 3-year performance period:</p> <ul style="list-style-type: none">• ACV (50%); and• rTSR (50%). <p>The ACV and rTSR targets are assessed at the end of FY27. 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 FY27 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 FY27 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.</p> <p>ACV Performance (50% weighting)</p> <table><thead><tr><th></th><th>Level of vesting</th><th>ACV targets</th></tr></thead><tbody><tr><td>Below Threshold</td><td>0%</td><td>To be disclosed at the end of FY27</td></tr><tr><td>Between Threshold and Maximum</td><td>Between 0% and 100% determined on a linear sliding scale</td><td>To be disclosed at the end of FY27</td></tr><tr><td>Maximum</td><td>100%</td><td>To be disclosed at the end of FY27</td></tr></tbody></table> <p>rTSR Performance (50% weighting)</p> <table><thead><tr><th></th><th>Level of vesting</th><th>rTSR targets</th></tr></thead><tbody><tr><td>Below Threshold</td><td>0%</td><td>< 50th percentile</td></tr><tr><td>Threshold</td><td>50%</td><td>Equal to 50th percentile</td></tr><tr><td>Between Threshold and Maximum</td><td>Between 50% and 100% determined on a linear sliding scale</td><td>Between 50th and 75th percentile</td></tr><tr><td>Maximum</td><td>100%</td><td>Equal to or more than 75th percentile</td></tr></tbody></table>		Level of vesting	ACV targets	Below Threshold	0%	To be disclosed at the end of FY27	Between Threshold and Maximum	Between 0% and 100% determined on a linear sliding scale	To be disclosed at the end of FY27	Maximum	100%	To be disclosed at the end of FY27		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
	Level of vesting	ACV targets																										
Below Threshold	0%	To be disclosed at the end of FY27																										
Between Threshold and Maximum	Between 0% and 100% determined on a linear sliding scale	To be disclosed at the end of FY27																										
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	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	<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.</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>																											

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 FY25 LTI performance rights.

ITEM 5: INCREASE IN THE REMUNERATION POOL FOR NON-EXECUTIVE DIRECTORS (RESOLUTION 6)

Shareholder approval is sought to increase the maximum aggregate amount of remuneration that may be paid to non-executive Directors of the Company in any year for the purposes of ASX Listing Rule 10.17, by \$400,000, from \$1,100,000 to \$1,500,000.

The current fee pool of \$1,100,000 has not been increased since the Company's initial public offering.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

- to ensure the fee pool can accommodate current and future changes to the Board including any potential increase in the size of the Board; and
- to continue to attract and retain high calibre individuals with the appropriate skills, experience, expertise and diversity as independent non-executive Directors.

If this Resolution is passed, the maximum aggregate amount of fees that may be paid to all of the Company's non-executive Directors will be \$1,500,000 per annum. This does not mean that the Company must utilise the entire maximum amount approved for non-executive Directors' fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount to provide the Company with the ability to pay non-executive Directors and ensure their remuneration levels are commensurate with market rates to attract and retain Directors of the highest calibre.

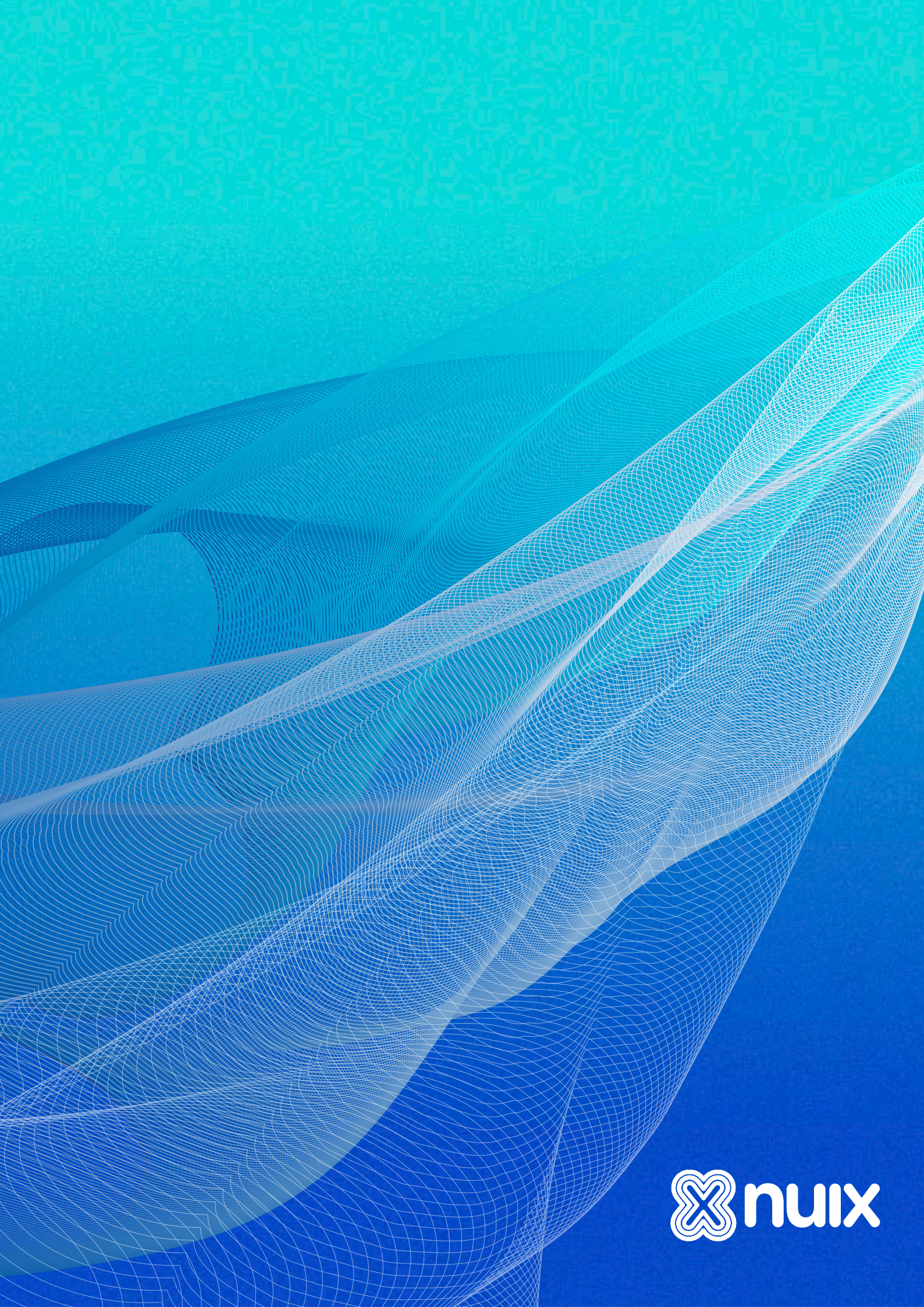
If this Resolution is not passed, the Company will not be permitted to pay fees to its non-executive Directors which exceed the aggregate amount of directors' fees already approved by Shareholders as set out in this Notice of Meeting (that is, \$1,100,000 per annum).

The remuneration of each non-executive Director for FY24 is detailed in the remuneration report in the Company's Annual Report.

No securities have been issued to the non-executive Directors under ASX Listing Rule 10.11 or ASX Listing Rule 10.14 in the past 3 years.

Board recommendation:

All non-executive Directors have abstained from making a recommendation to shareholders in relation to resolution 6, given they have a personal interest in this resolution.





ABN 80 117 140 235

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

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



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

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 Wednesday, 13 November 2024** (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/NXL24> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1, 4, 5 & 6: 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 Resolutions 1, 4, 5 & 6, even though the Resolutions are 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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 FY25 LTI Performance Rights under the Nuix Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Robert Mactier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Increase in Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ms Jacqueline Korhonen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 FY24 STI Performance Rights under the Nuix Incentive 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 2

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).

STEP 3

NXL PRX2401N



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 Resolutions are 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 Monday, 11 November 2024**, 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)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.



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



X999999999999

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 2024 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 **Wednesday, 6 November 2024**.

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/NXL24>

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.

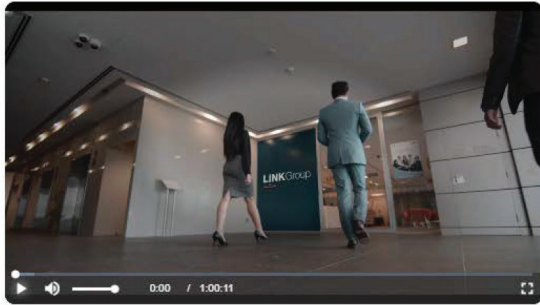
This will bring up a box which looks like this.

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.



Link Market Services Meeting

+
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 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.

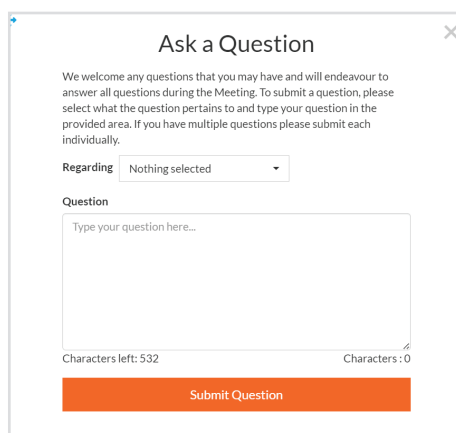
Virtual Meeting Online Guide *continued*

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 pop up and you have the option to type in a written question or ask an audio question over the phone line.



Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

Question

Type your question here...

Characters left: 532 Characters: 0

Submit Question

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.

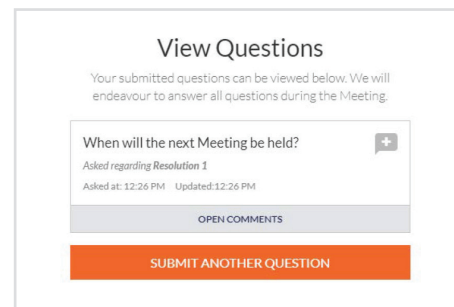
Contact us

Australia

T +61 1800 990 363


E info@linkmarketservices.com.au

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



View Questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

When will the next Meeting be held? 

Asked regarding Resolution 1

Asked at: 12:26 PM Updated: 12:26 PM

OPEN COMMENTS

SUBMIT ANOTHER QUESTION

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.