



## MARKET RELEASE

15 October 2025

# Notice of 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 November 2025.

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>

# NOTICE OF ANNUAL GENERAL MEETING 2025





15 October 2025

Dear Shareholder,

I enclose a Notice of Meeting for the Annual General Meeting of Nuix Limited (**Company**) which is to be held at 10.00 am (Sydney time) on 19 November 2025 (**Meeting**). The Meeting will be held online at <https://meetings.openbriefing.com/NXL25> and in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000.

The Meeting will include resolutions regarding the re-election of directors, the remuneration of executives and updates to the Company's Constitution (**Constitution**).

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 2025. Detailed information is available in the Company's 2025 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.openbriefing.com/NXL25> 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 MUFG Corporate Markets (AU) Limited 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.

### 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 <https://au.investorcentre.mpms.mufg.com/> or by following the instructions on the Proxy Form. These must be submitted by no later than 10.00 am (Sydney time) on 17 November 2025 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 MUFG Corporate Markets (AU) Limited by 5.00pm (Sydney time) on 12 November 2025, 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 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 (**Company**) will be held via the online platform at <https://meetings.openbriefing.com/NXL25> and in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000 at 10.00 am (Sydney time) on 19 November 2025 (**Meeting**).

## BUSINESS

### Item 1: Financial Statements and Reports

To receive and consider, in respect of the Company for the financial year ended 30 June 2025:

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 2025, be adopted.*

Note: In accordance with section 250R of the *Corporations Act 2001* (Cth) 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 2025, 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 Sir Iain Lobban as a Director

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

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

#### Resolution 3 – Re-election of Mr Alan Cameron as a Director

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

*That Mr Alan Cameron 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:

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 2025 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 Nuix 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:**

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 2026 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 Nuix 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: Approval of the Nuix Global Employee Share Award Plan**

##### **Resolution 6:**

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

*That for all purposes, included ASX Listing Rule 7.2 (Exception 13), the issue of Equity Securities under the Nuix Global Employee Share Award Plan (ESAP) 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 a person who is eligible to participate in the ESAP or any associates of those persons;

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 6: Renewal of Proportional Takeover Approval Requirements**

##### **Resolution 7:**

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

*That the proportional takeover approval provision in clauses 80 and 81 of the Constitution (which will be renumbered 78 and 79 if Resolution 8 is passed) be renewed for a period of three years commencing on the day of this resolution".*

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

## Item 7: Amendments to the Constitution

### Resolution 8:

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

*That for the purposes of section 136(2) of the Corporations Act 2001 (Cth), the Constitution of the Company be amended as set out in the document tabled at the Meeting and signed by the Chairman for identification, with effect from the close of the Meeting.*

## EXPLANATORY STATEMENT

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

## ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that those persons who are registered as holding shares in the Company at 7.00 pm (Sydney time) on 17 November 2025 will be entitled to vote at the Meeting on 19 November 2025. 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 <https://au.investorcentre.mpms.mufg.com/>.

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 <https://au.investorcentre.mpms.mufg.com/> or by following the instructions on the Proxy Form. These must be received by no later than 10.00 am (Sydney time) on 17 November 2025 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, MUFG Corporate Markets (AU) Limited, online at <https://au.investorcentre.mpms.mufg.com/> or on +61 1300 554 474.

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

The form attaching the letter, certificate or certified resolution referred to above must be received by MUFG Corporate Markets (AU) Limited 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, MUFG Corporate Markets (AU) Limited by hand, post or fax as set out below, by no later than 10.00 am (Sydney time) on 17 November 2025, 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 17 November 2025 by one of the following methods:

- lodging the Proxy Form online at <https://au.investorcentre.mps.mufig.com/>, 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/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

By hand:  
MUFG Corporate Markets (AU) Limited Parramatta Square  
Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

By fax: +61 2 9287 0309

If you require an additional Proxy Form, or have other questions, please contact MUFG Corporate Markets (AU) Limited 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 November 2025 even if they plan to attend online or in person.

## PROXY VOTING BY KMP

Each of Resolutions 1, 4 and 5 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 and 5, 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 October 2025

# 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 November 2025 (**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 2025 (**FY25**) 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 FY25, 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 12 November 2025.

## 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 FY25 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 FY25 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 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.

Mr Jeffrey Bleich and Sir Iain Lobban were each re-elected at the 2022 Annual General Meeting, and will retire at the Meeting in accordance with the ASX Listing Rules and the Constitution.

As announced on 10 July 2025 Mr Bleich will not seek re-election at the Meeting. In place of Mr Bleich, Mr Alan Cameron has offered to put himself forward for re-election.

Mr Alan Cameron joined the Board in January 2023. His appointment was confirmed by shareholders at the 2023 Annual General Meeting.

In accordance with the ASX Listing Rules and the Constitution, Sir Iain Lobban and Mr Alan Cameron are seeking re-election at the Meeting.

The background, skills and experience of Sir Iain Lobban and Mr Alan Cameron are set out below.

#### **Sir Iain Lobban**

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

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

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

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

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

#### **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 Independent Chair of the Advisory Group advising 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: Re-election of Sir Iain Lobban as a Director**

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

The Board considers Sir Iain to be an independent director.

#### **Board recommendation:**

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

# EXPLANATORY STATEMENT

## Resolution 3: Re-election of Mr Alan Cameron as a Director

Prior to submitting himself for re-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 re-election of Mr Cameron 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 FY25 Remuneration Report, Mr Rubinsztein's annual remuneration for FY25 was comprised of:

- Total fixed remuneration (TFR) of \$900,000 (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 FY25, 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 FY26 remuneration, the Board decided to maintain the CEO's fixed remuneration at \$900,000 (excluding superannuation guarantee contribution cap) in light of the CEO's fixed remuneration having been increased from \$700,000 in FY24 to \$900,000 in FY25.

In FY26, Mr Rubinsztein's remuneration package comprises:

- 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 FY26, 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 FY25 STI and FY26 LTI programs.

Mr Rubinsztein has previously been issued these performance rights under the Nuix Incentive Plan:

- 670,682 performance rights (for no monetary consideration) under the Company's Long and Short Term Incentive Plans, each governed by the Nuix Incentive Plan, with these grants approved by shareholders at the Company's 2023 Annual General Meeting, and
- 174,761 performance rights (for no monetary consideration) under the Company's Long and Short Term Incentive Plans, each governed by the Nuix Incentive Plan, with these grants approved by shareholders at the Company's 2024 Annual General Meeting.

Mr Rubinsztein was also 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.

#### 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 an issue of securities under any of the incentive plans after the resolutions are 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	<p>The Nuix Incentive Plan provides the Company with flexibility to grant the following types of awards:</p> <ul style="list-style-type: none"> <li>• fully paid ordinary shares (<b>Shares</b>) that are subject to restrictions, including on transfer, until specified conditions are satisfied (<b>Restricted Shares</b>); or</li> <li>• options to subscribe for Shares (<b>Options</b>);</li> <li>• 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 (<b>Incentive Rights</b>); or</li> <li>• rights to receive Shares or cash, based on specified performance factors (<b>Performance Rights</b>), (together <b>Awards</b>).</li> </ul>
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

Conditions	<p>The Board will determine the terms and conditions of each award, including:</p> <ul style="list-style-type: none"> <li>• the type of Award;</li> <li>• the number or value of Shares or other consideration subject to the Award;</li> <li>• 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</li> <li>• any vesting conditions, including service and/or performance conditions.</li> </ul> <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	<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).</p> <p>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"> <li>• vesting on the cessation date;</li> <li>• options only be exercisable within a specified period; or</li> <li>• lapse or forfeit of the Awards.</li> </ul>
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"> <li>• fraudulent or dishonest behaviour, serious misconduct or any breach of obligation to the Company;</li> <li>• acting in a manner that brings the Company into disrepute; and</li> <li>• any other circumstance which the Board determines in good faith constitutes an inappropriate circumstance.</li> </ul> <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). This may include, subject to the ASX Listing Rules, with respect to each award, that:</p> <ul style="list-style-type: none"> <li>• Awards, to the extent not fully vested, will become vested and exercisable in full or in part;</li> <li>• Options may be exercised within a specific period only, otherwise they will lapse;</li> <li>• disposal restrictions or any other terms which apply to the Awards cease to apply; or</li> <li>• the Company, on behalf of the employee, will direct the trustee to transfer trust shares into the employee's name.</li> </ul>

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 Right, 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 FY25 STI PERFORMANCE RIGHTS TO THE VALUE OF \$70,000

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 EBITDA (10% weighting)
- Group customer focus (measured by Net Dollar Retention) (10% weighting)
- Other non-financial measures (40% weighting), which includes culture, leadership, employee engagement, investor relations 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-trading day VWAP following the release of Nuix's audited financial statements for FY25.

Mr Rubinsztein's on-target potential STI entitlement for FY25 was \$525,000. Having regard to the applicable performance measures, the Board determined that 40.0% of that amount, being \$210,000, would be awarded, with the balance of 60.0% forfeited. Accordingly, one-third of the awarded amount, being \$70,000, is to be satisfied by the issue of performance rights, with the number of performance rights to be calculated by dividing the dollar value attributable to those rights by the 30-trading day VWAP in the period following the release of Nuix's audited financial statements for FY25 (being \$2.6464). Accordingly, Mr Rubinsztein will be issued 26,451 performance rights.

Each performance right will vest in the Company's first open trading window following the release of its audited financial statements for FY26 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 FY25 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 FY25 STI performance rights.

# EXPLANATORY STATEMENT

## RESOLUTION 5: APPROVAL OF THE ISSUE TO THE CEO OF FY26 LTI PERFORMANCE RIGHTS TO THE VALUE OF \$875,000

For FY26, 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 FY28. 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 FY26 LTI plan, the number of performance rights to be issued will be calculated by dividing the dollar value attributable to those rights by the 30-trading day VWAP in the period following the release of Nuix's audited financial statements for FY25 (being \$2.6464). Accordingly, Mr Rubinsztein will be issued 330,638 performance rights.

The FY26 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.

Awards	As part of the FY26 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-trading day VWAP following the release of Nuix's audited financial statements for FY25.
Performance period	1 July 2025 to 30 June 2028.
Vesting conditions	<p>The FY26 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"> <li>• ACV (50%); and</li> <li>• rTSR (50%).</li> </ul> <p>The ACV and rTSR targets are assessed at the end of FY28. 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 FY28 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 FY28 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>

### ACV Performance (50% weighting)

	Level of vesting	ACV targets
Below Threshold	0%	To be disclosed at the end of FY28
Between Threshold and Maximum	Between 0% and 100% determined on a linear sliding scale	To be disclosed at the end of FY28
Maximum	100%	To be disclosed at the end of FY28

### 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

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>
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**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 FY26 LTI performance rights.

**ITEM 5: APPROVAL OF THE NUIX GLOBAL EMPLOYEE SHARE AWARD PLAN (RESOLUTION 6)****Background**

The Global Employee Share Award Plan (**ESAP**), adopted by the Company on 25 September 2024, is designed to attract, retain, and motivate talent in a highly competitive environment by empowering the Board to offer equity incentives to eligible employees. It provides a framework, which builds upon the Nuix Incentive Plan adopted in 2023, under which incentives may be offered to employees. The Company is seeking formal approval by shareholders of the ESAP for the purposes of ASX Listing Rule 7.2 (Exception 13).

Since the adoption of the ESAP, the total number of securities issued is 102,071 shares, which were acquired by employees using contributions from their salary.

If such employees remain employed by the Company, up to and including the first trading window following release of the FY26 half year results (which is anticipated to be on or about 28 February 2026), they may be granted an award of matching shares on a one-for-one basis (i.e. a maximum 102,071 additional new shares will be issued).

ASX Listing Rule 7.2 (Exception 13) provides that ASX 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 ASX Listing Rule 7.1.

Resolution 6 seeks shareholder approval for issues of Equity Securities under the ESAP so that the Company retains the ability to manage its capital requirements efficiently by ensuring that its ASX Listing Rule 7.1 capacity is not reduced by issues of Equity Securities under the ESAP.

The maximum number of Equity Securities to be issued in reliance on ASX Listing Rule 7.2 (Exception 13) over a three-year period must not exceed 5% of the Company's issued share capital at the time of the proposed issue. The maximum number of Equity Securities which may be issued under the ESAP is 16,732,859. This maximum number is not an indication of the actual number of Equity Securities that will be issued rather a "ceiling" for the purposes of ASX Listing Rule 7.2 (Exception 13).

If Resolution 6 is passed, any issues of Equity Securities (including matching shares) to eligible participants under the ESAP over the next three-year period (up to the maximum number) will be excluded from the Company's 15% capacity under ASX Listing Rule 7.1.

If Resolution 6 is not passed, any issues of Equity Securities under the ESAP to eligible participants, will reduce to that extent, the Company's 15% capacity under ASX Listing Rule 7.1. for the 12-month period following the issue of the Equity Securities.

## EXPLANATORY STATEMENT

The key terms of the ESAP are set out below.

Administration	The ESAP is administered by the Board.
Eligibility	Full-time and part-time employees of the Company, other than executive or non-executive directors, are eligible to receive awards under the ESAP. The Board will select eligible employees to whom awards are to be granted from time to time.
Awards	<p>The ESAP provides the Company with flexibility to grant awards to Eligible Employees which will or may result in the employee receiving fully paid ordinary shares (<b>Shares</b>) that are subject to restrictions, including on transfer, until specified conditions are satisfied (<b>Restricted Shares</b>).</p> <p>The power to grant the awards will be exercisable by the Board, including upon application by an Eligible Employee, and will take the form of either:</p> <ul style="list-style-type: none"> <li>• ordinary Shares, which may be acquired by or on behalf of the Employee using salary sacrifice (<b>Acquired Shares</b>), and which may be accompanied by additional shares issued by the Company (<b>Matching Shares</b>)</li> <li>• options to subscribe for Shares (<b>Options</b>); or</li> <li>• rights to receive Shares, which may be based on specified performance factors (<b>Rights</b>), (together <b>Awards</b>).</li> </ul>
Shares	Shares issuable under the ESAP 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"> <li>• the type of Award;</li> <li>• the number or value of Shares subject to the Award;</li> <li>• if the Award is an Option, the exercise price of the Option, or if it is any other type of Award, the purchase or subscription price (if any) payable for the Shares under the Award; and</li> <li>• any vesting conditions, including service and/or performance conditions.</li> </ul> <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 of Options or purchase price of Shares will be determined by the Board.
Vesting and exercise	<p>Performance Rights will vest and be settled by the delivery of Shares when the applicable vesting conditions have been satisfied.</p> <p>Options and Rights 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 any earlier date specified in the award agreement (for example, upon failure to satisfy a vesting condition).</p> <p>Restricted Shares will become subject to forfeiture or compulsory transfer, 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	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	<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"> <li>• vesting on the cessation date;</li> <li>• options only be exercisable within a specified period; or</li> <li>• lapse or forfeit of the Awards.</li> </ul>

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"> <li>• fraudulent or dishonest behaviour, serious misconduct or any breach of obligation to the Company;</li> <li>• acting in a manner that brings the Company into disrepute; and</li> <li>• any other circumstance which the Board determines in good faith constitutes an inappropriate circumstance.</li> </ul> <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). This may include, subject to the ASX Listing Rules, with respect to each award, that:</p> <ul style="list-style-type: none"> <li>• Awards, to the extent not fully vested, will become vested and exercisable in full or in part;</li> <li>• Options may be exercised within a specific period only, otherwise they will lapse;</li> <li>• disposal restrictions or any other terms which apply to the Awards cease to apply; or</li> <li>• the Company, on behalf of the employee, will direct the trustee to transfer trust shares into the employee's name.</li> </ul>
Award adjustments	<p>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 Right, 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.</p>
Amendments	<p>The Board may amend or supplement the ESAP, however it may not do so without approval of affected participants where the amendment adversely affects the existing rights of employees in respect of any granted Awards.</p>
ASX Listing Rules	<p>The ESAP and Awards made under it are always subject to the ASX Listing Rules and applicable law.</p>

**Board recommendation:**

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

## ITEM 6: RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL REQUIREMENTS (RESOLUTION 7)

### Background

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

Clause 80(b) of the Constitution provides that clauses 80 and 81 cease to have effect on the day which is 3 years after their adoption or last renewal in accordance with the Corporations Act. Clauses 80 and 81 were adopted when the current Constitution was adopted by the Company in December 2020, just prior to the Company's initial public offering, and were last renewed in 2022.

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

For this resolution to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote must be in favour of the resolution, in accordance with the Corporations Act.

Resolution 7 is a standalone resolution not dependent on the passing of Resolution 8.

# EXPLANATORY STATEMENT

## Proportional takeover bid

Under a proportional takeover bid, the offer made to each shareholder is only for a proportion of each shareholder's shares, that is, less than 100%. The Corporations Act allows a company to include in its constitution a provision which requires the company to refuse to register a transfer of shares under a proportional takeover bid unless a resolution is first passed by shareholders approving the bid.

Clauses 80 and 81 are to the effect that if a proportional takeover bid is made, the Board must ensure that a meeting is held, no more than 14 days before the last day of the bid period, at which shareholders will consider a resolution to approve the bid by simple majority. The bidder and its associates are not permitted to vote. If the resolution is not passed, no transfer may be registered as a result of the takeover bid and the offer is taken to have been withdrawn. If the resolution is not voted on within the deadline specified in the Corporations Act, the bid is taken to have been approved. However, the Board will breach the Corporations Act if it fails to ensure the required resolution is voted on. If the bid is approved (or taken to have been approved), all valid transfers must be registered.

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

## Reasons for clauses 80 and 81

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

## Knowledge of any acquisition proposals

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

## Potential advantages and disadvantages

Each Director considers that the takeover approval requirement have no potential advantages or disadvantages for them, other than in their capacity as shareholders. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted or not.

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

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

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

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

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

### Board recommendation:

Each of the Directors recommends that shareholders vote in favour of the special resolution to renew the proportional takeover approval requirements in the Constitution.

## ITEM 7: AMENDMENTS TO CONSTITUTION (RESOLUTION 8)

The Company has undertaken a review of the Constitution as since the Constitution was adopted, there have been a number of developments in law and general corporate and commercial practice for ASX listed entities. The Board recommends that the Constitution be amended to take these developments into account.

A copy of the existing Constitution is available in the Corporate Governance section of the Company's website at [Nuix Corporate Governance and Ethics | Nuix](#). A marked-up version of the proposed amended Constitution is available at this [link](#).

In accordance with the Corporations Act, Resolution 8 is a Special Resolution which requires at least 75% of the votes cast by shareholders entitled to vote be in favour of the Resolution.

### Summary of proposed changes

Several of the proposed changes are administrative or relatively minor in nature. The principal differences are outlined below.

#### Virtual and hybrid meetings

The current Constitution contemplates general meetings being held at a physical location. There is only limited detail about "hybrid" meetings (where some attendees meet in person and others can participate online using technology) and how they should run, and "virtual" meetings (conducted wholly online) are not contemplated at all. If Resolution 8 is approved, the amended Constitution will provide greater flexibility and clarity around how the Company may conduct "hybrid" and "virtual" meetings in the future, while ensuring that shareholders have a reasonable opportunity to participate in all forms of meeting.

Consequential amendments are also included to provide clarity around procedural matters to ensure that "online" attendees are treated as present at the meeting and are counted for a quorum.

#### Director appointment and rotation

In the proposed amended Constitution, the rules regarding the minimum and maximum number of directors have been clarified. The process for nomination and election of directors at general meetings has been updated, including revised notice periods for nominations. The retirement and re-election provisions for directors have been aligned with the ASX Listing Rules, including clarification on which directors must retire at each annual general meeting.

#### Miscellaneous updates

The proposed amended Constitution also includes:

- amended language regarding restricted securities to ensure the Company remains compliant with the ASX Listing Rules;
- updated provisions to allow for notices and communications to shareholders and directors to be sent by email or other electronic means and the removal of references to sending notices by fax; and
- the deletion of clause 76 which refers to "Members' Deed" which is no longer applicable.

If shareholders do not approve Resolution 8 the proposed changes to the Constitution will not come into effect.

#### Board recommendation:

Each of the Directors recommends that shareholders vote in favour of the special resolution to amend the Constitution.





ABN 80 117 140 235

## LODGE YOUR VOTE



### ONLINE

<https://au.investorcentre.mpms.mufg.com>



### BY MAIL

Nuix Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

MUFG Corporate Markets (AU) 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

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, 19 November 2025** (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.openbriefing.com/NXL25> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolutions 1, 4 & 5:** 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, 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 FY26 LTI Performance Rights under the Nuix Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Sir Iain Lobban as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of the Nuix Global Employee Share Award Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Alan Cameron as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Renewal of Proportional Takeover Approval Requirements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 FY25 STI Performance Rights under the Nuix Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

### SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

NXL PRX2501N

## 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:

- (a) 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
- (b) 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 support@cm.mpms.mufg.com 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.mpms.mufg.com/en/mufg-corporate-markets.

### 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, 17 November 2025**, 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://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre 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://au.investorcentre.mpms.mufg.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/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) 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://au.investorcentre.mpms.mufg.com>



### BY MAIL

Nuix Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

MUFG Corporate Markets (AU) 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

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 2025 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, MUFG Corporate Markets (AU) Limited, by **Wednesday, 12 November 2025**.

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)*

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction


☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction


QUESTIONS

# Online Meeting Guide

## Before you begin

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

---

Supported browsers are:

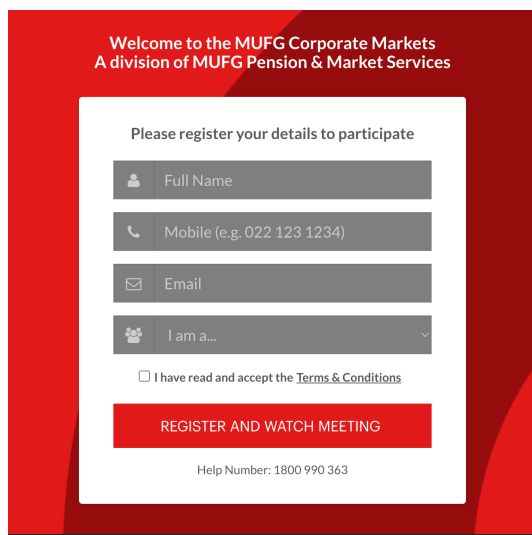
- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

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

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

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

# Online Meeting Guide



Welcome to the MUFG Corporate Markets  
A division of MUFG Pension & Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

**REGISTER AND WATCH MEETING**

Help Number: 1800 990 363

## Step 1

Open your web browser and go to <https://meetings.openbriefing.com/NXL25>

## Step 2

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

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

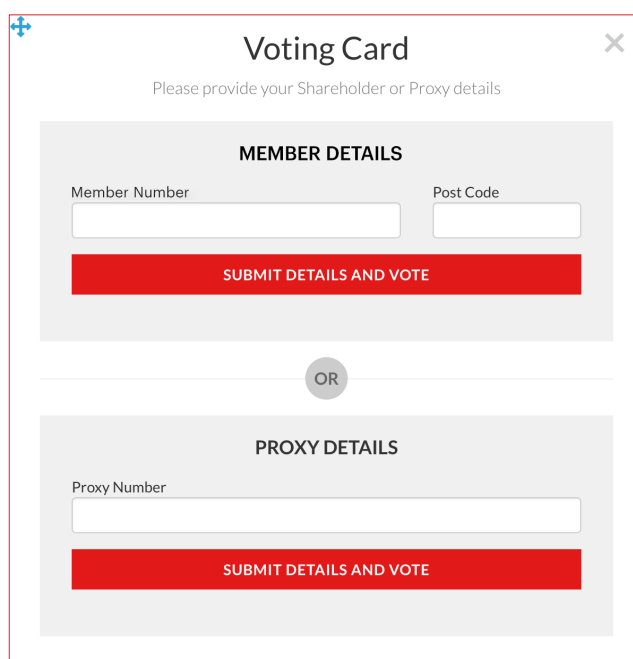
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.



**Voting Card**

Please provide your Shareholder or Proxy details

**MEMBER DETAILS**

Member Number  Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

**SUBMIT DETAILS AND VOTE**

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

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG 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 shareholders 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.

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



Get a Voting Card



Ask a Question

#### Downloads

- Notice of meeting
- Annual report
- Online Guide

SAMPLE

I\*\*\*\*\*7133



## 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 the shareholder's voting instructions.

Full Vote

Partial Vote

### Resolution 1A

☒ For

☐ Against

☐ Abstain

AMENDMENT TO THE CONSTITUTION

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.

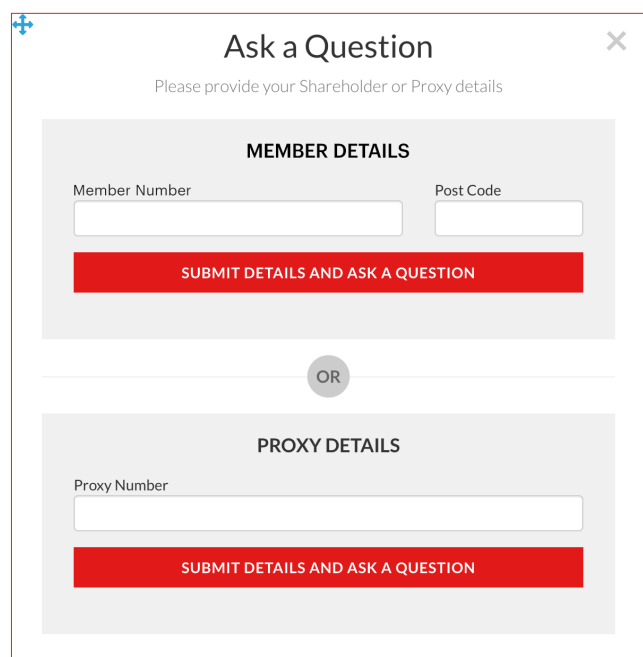
# Online Meeting Guide *continued*

## 2. How to ask a question

**Note:** Only verified Shareholders, 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 shareholder number and postcode 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.



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'.

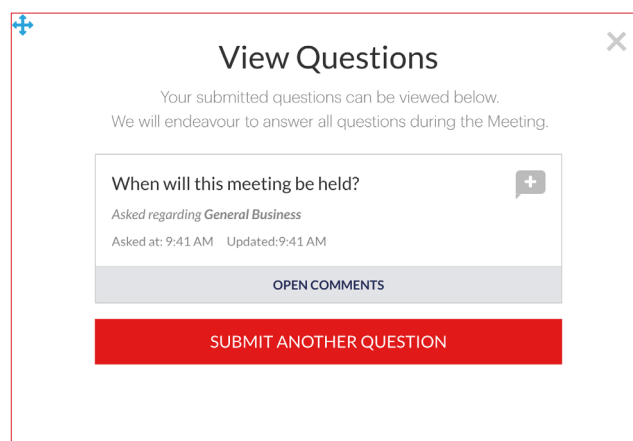
### Contact us

Australia  
T +61 1800 990 363

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, the company will do their best to address all questions.



## 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.

Once voting has been closed all submitted voting cards cannot be changed.