

MARKET RELEASE

29 October 2021

ASX Appendix 4G and Corporate Governance Statement

Sydney, Australia – Nuix Limited attaches the 2021 ASX Appendix 4G and Corporate Governance Statement.

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

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About Nuix

Nuix Limited is a leading provider of investigative analytics and intelligence software, with the vision of “finding truth in a digital world”. Nuix helps customers to process, normalise, index, enrich and analyse data from a multitude of different sources, solving many of their complex data challenges. The Nuix platform supports a range of use cases, including criminal investigations, financial crime, litigation support, employee and insider investigations, legal eDiscovery, data protection and privacy, and data governance and regulatory compliance. Headquartered in Sydney, Australia, Nuix licenses its software to more than 1,000 customers across 79 countries in North America, Asia Pacific and EMEA.

For further information, please visit investors.nuix.com

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

NUIX LIMITED

ABN/ARBN

80 117 140 235

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://investors.nuix.com/investor-centre/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 29 October 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 29 October 2021

Name of authorised officer authorising lodgement: Michael Egan

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://investors.nuix.com/investor-centre/?page=corporate-governance..	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://investors.nuix.com/investor-centre/?page=corporate-governance.. and we have disclosed the information referred to in paragraph (c) at: The Corporate Governance Statement under the heading Diversity Policy and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement under the heading Composition of the Board and independent Directors... and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement under the heading Composition of the Board and independent Directors	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement under the heading Performance and training of senior executives... and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement under the heading Performance and training of senior executives...	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: and the information referred to in paragraphs (4) and (5) at: .. <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: ..	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable Since listing in December 2020 to 6 October 2021, the Company had had 4 Non-executive Directors, 3 of whom are considered to be Independent. During this period the Remuneration and Nominations Committee was comprised of a majority of Independent Non-execution Directors. In order to spread the workload of the Board, the Committee was chaired by a Non-executive Director who was not considered to be independent as they were an employee of a substantial holder. On 6 October 2021 the Company appointed 2 additional independent Non-executive Directors. The Board will consider how best to appoint an independent Director as Chair of the Committee. The Charter of the Committee is disclosed at https://investors.nuix.com/investor-centre/?page=corporate-governance. The members of the Committee and the number of times the Committee met is set out in the 2021 Annual Report.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: The Corporate Governance Statement under the heading Board skills matrix..	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement under the heading Composition of the Board and independence of Directors and, where applicable, the information referred to in paragraph (b) at: [insert location] and the length of service of each director at: The Corporate Governance Statement under the heading Composition of the Board and independence of Directors	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://investors.nuix.com/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://investors.nuix.com/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ https://investors.nuix.com/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://investors.nuix.com/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) at: 2021 Annual Reports <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://investors.nuix.com/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://investors.nuix.com/investor-centre/?page=corporate-governance ...	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Shareholder Communications Policy https://investors.nuix.com/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://investors.nuix.com/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) at: 2021 Annual Reports <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: The Corporate Governance Statement under the heading Risk management	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: The Corporate Governance Statement under the heading Internal audit	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: The Corporate Governance Statement under the heading Economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: and the information referred to in paragraphs (4) and (5) at: <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable Since listing in December 2020 to 6 October 2021, the Company had had 4 Non-executive Directors, 3 of whom are considered to be Independent. During this period the Remuneration and Nominations Committee was comprised of a majority of Independent Non-execution Directors. In order to spread the workload of the Board, the Committee was chaired by a Non-executive Director who was not considered to be independent as they were an employee of a substantial holder. On 6 October 2021 the Company appointed 2 additional independent Non-executive Directors. The Board will consider how best to appoint an independent Director as Chair of the Committee. The Charter of the Committee is disclosed at https://investors.nuix.com/investor-centre/?page=corporate-governance. The members of the Committee and the number of times the Committee met is set out in the 2021 Annual Report.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: the Remuneration Report included in 2021 Annual Report	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: Securities Dealing Policy https://investors.nuix.com/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: [insert location]	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we are established in Australia and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement



NUIX LIMITED
ABN 80 117 140 235

CORPORATE GOVERNANCE STATEMENT



CORPORATE GOVERNANCE STATEMENT

The Board of Directors is responsible for the overall governance of Nuix Limited (the “Company”) and is responsible for the overall operation and stewardship of the Company, in particular, for the long-term growth and profitability of the Company, the strategies, values, policies and financial objectives of Nuix.

Nuix has in place corporate governance practices which are formally embodied in corporate governance policies, charters, and a Code of Conduct adopted by the Board. The aim of these policies is to ensure that Nuix is effectively directed and managed, risks identified, monitored and assessed, and appropriate disclosures made.

The ASX Corporate Governance Council has developed and released corporate governance recommendations for Australian listed entities in order to promote investor confidence and to assist companies to meet stakeholder expectations. The ASX Corporate Governance Principles and Recommendations are not prescriptions, but guidelines. The Directors have incorporated the ASX Corporate Governance Principles and Recommendations into the policies to the extent the Directors considered are appropriate.

Under the ASX Listing Rules, the Company will be required to release an ASX Appendix 4G and a Corporate Governance Statement annually to ASX and on the Company's website disclosing the extent to which it has followed the ASX Corporate Governance Principles and Recommendations in the reporting period. Where the Company does not follow the ASX Corporate Governance Principles and Recommendations, it must identify the recommendation that has not been followed and give reasons for not following it.

This Corporate Governance Statement reports the Company's compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations fourth edition (the “ASX Principles and Recommendations”) and is current at 29 October 2021 and has been approved by the Board.

Corporate governance describes the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within corporations. It encompasses the mechanisms by which companies, and those in control, are held to account. Good corporate governance promotes investor confidence, which is crucial to the ability of entities listed on the ASX to compete for capital. The Board has adopted a framework of corporate governance principles, policies and practices, that are in line with the ASX Principles and Recommendations to promote responsible governance.

Nuix Limited was admitted to the Official List of the Australian Securities Exchange on 4 December 2020 and so became subject to the ASX Corporate Governance Principles and Recommendations on that date. The first reviews of matters set out in the ASX Corporate Governance Principles and Recommendations is expected to be carried out around December 2021, the first anniversary of the Company's listing.

All charters and policies referred to in this Corporate Governance Statement are available on the Company's Investor website, Nuix.com, under 'Company information' 'Corporate Governance'. (<https://investors.nuix.com/investor-centre/?page=corporate-governance>).

FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Role and responsibilities of the Board

The Board is responsible for the overall operation and stewardship of the Company and, in particular, for the long-term growth and profitability of the Company, the strategies, values, policies and financial objectives of the Company.

The Board holds regular meetings and is expected to meet as frequently as may be required to deal with other matters which might arise between scheduled meetings.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Board or the Chair.

Details of the Directors, their qualifications, skills and experience and their attendance at Board and Committee meetings during the year, are set out in the Annual Report.

The Board has identified the responsibilities and functions which it reserves for itself in the Board Charter, which was adopted by the Board on 18 November 2020. The Board Charter sets out the responsibilities of the Board in detail.

The role of the Board includes:

- defining the Company's purpose and setting its strategic objectives, in consultation with management;
- directing, monitoring and assessing the Company's performance against strategic and business plans, to determine if appropriate resources are available;
- approving and monitoring capital management and major capital expenditure, acquisitions and divestments;
- identifying the principal risks of the Company's business and reviewing the Company's risk management framework to ensure that the Company has in place an appropriate risk management framework, which may include economic, environmental and social sustainability risks; operational, financial, non-financial and strategic risks; and contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change;
- establishing the acceptable levels of risk within which the Board expects the management of the Company to operate, and analysing whether the Company is operating with due regard to the risk appetite set by the Board;
- reviewing and ratifying the Company's systems of internal compliance and control, risk management frameworks and legal compliance systems, to determine the integrity and effectiveness of those systems;
- approving and monitoring material internal and external financial and other reporting, including periodic reporting to Shareholders, the ASX and other stakeholders; and overseeing the Company's processes for making timely and appropriate disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- approving criteria for assessing performance of senior executives and monitoring and evaluating their performance;
- undertaking evaluation of the performance of the Board (including the Chair), each Board Committee and their respective Chairs and individual Directors; and
- with the assistance of the Remuneration and Nomination Committee, review the Board's skills matrix to ensure all skills needed to address existing and emerging business and governance issues are covered;
- approving the Company's statement of values and Code of Conduct; and
- monitoring and evaluating the Company's compliance with its corporate governance standards.

The charter provides for the Board to delegate specific matters to senior management, or to committees established by the Board, however ultimate responsibility for strategy and control rests with the Directors.

The composition of the Board, its performance and the appointment of new Directors will be reviewed periodically by the Board, taking advice from external advisers where considered appropriate.

The Board has developed protocols setting out the structures and procedures to be followed with the aim of ensuring that the consideration of matters by the Board and any Board committees is undertaken free from any actual influence or appearance of influence from persons with conflicts of interest, and that the disclosure of the Company's confidential information is subject to appropriate corporate governance controls.

Board's relationship with management

The Chief Executive Officer is appointed (and when necessary replaced) by the Board.

The Chief Executive Officer is responsible for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board. The Board formally approves an annual budget and delegates the power to the CEO to implement the budget.

CORPORATE GOVERNANCE STATEMENT

(CONTINUED)

Board committees

In order to better manage its responsibilities, the Board has established an Audit and Risk Management Committee and a Remuneration and Nomination Committee.

Each committee has adopted a charter approved by the Board, setting out its responsibilities. Other committees may be established by the Board as and when required.

Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements and the skills and experience of individual Directors.

The committees are comprised of:

- Audit and Risk Management Committee: Ms Sue Thomas (Committee Chair), Sir Iain Lobban, and Mr Dan Phillips; and
- Remuneration and Nomination Committee: Mr Dan Phillips (Committee Chair), Hon Jeffrey Bleich and Ms Sue Thomas.

Appointment of Directors and succession planning

The Remuneration and Nomination Committee assists the Board by identifying candidates for appointment as Directors, making recommendations regarding Board size and composition and assisting with the Board's succession planning.

In appointing Non-Executive Directors, the Board seeks to ensure that candidates have the appropriate skills, expertise and experience to complement the existing members of the Board.

Detailed background information in relation to a potential candidate is provided to all Directors. External search organisations may be engaged (as appropriate) to assist the Board in identifying potential Director candidates.

Appropriate checks are undertaken before appointing a person as a Director or putting forward to shareholders a candidate for election as a Director. An offer of a Board appointment must be made by the Chair, only after having consulted all Directors, with any recommendations from the Committee having been circulated to all Directors. All new Board appointments are confirmed by a letter of appointment in the standard format approved by the Board or the Remuneration and Nomination Committee from time to time.

When a candidate is put before shareholders at a general meeting for appointment or election, or an incumbent Director stands for re-election, all material information in the Company's possession that is relevant to the shareholders' decision will be provided.

In respect of the current Directors, no material adverse information was revealed by checks performed in respect of each Director, nor was any matter identified that might influence a Director's ability to act in the best interests of the Company and its shareholders.

In accordance with the Company's Constitution, no Director, except the Chief Executive Officer, shall hold office without re-election beyond the third annual general meeting at which the Director was last elected or re-elected. Directors available for re-election at a general meeting are reviewed by the Remuneration and Nomination Committee after consultation with the Board.

Agreements with Directors and senior executives

Non-Executive Directors are engaged through a letter of appointment, which sets out the Director's roles and responsibilities and the Company's expectations, including in respect of the requirement to comply with Company policies and the Company's Code of Conduct. The letter also addresses Non-Executive Directors' indemnity and insurance arrangements, ongoing rights to access Company information and confidentiality obligations that apply on an ongoing basis.

The Company enters into service contracts with all executives, which sets out their individual roles and responsibilities, and corporate obligations in respect of adherence to Company policy and the Company's Code of Conduct.

Board, Committee and Director performance

On an annual basis, Directors provide feedback in relation to the performance of the Board and its Committees.

Each Committee of the Board is required to review, and provide feedback on, its own performance. Feedback is collected by the Board, or an external facilitator, with consideration being given as to whether any steps should be taken to improve performance of the Board or its Committees.

The Remuneration and Nomination Committee is tasked with assisting the Board, as required, in relation to the performance evaluation of the Board, its Committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Director competencies.

The first review of performance of individual Directors, the Board, and its Committees is expected to be carried out around December 2021, the first anniversary of the Company's listing.

Performance and training of senior executives

Executives' key performance indicators are set annually. They are recommended by the Chief Executive Officer to the Board. The Chief Executive Officer conducts periodic one-on-one performance evaluations with individual Executives to assess whether they have met their key performance indicators set in the preceding year.

The Board sets key performance indicators for the Chief Executive Officer and formally evaluates the achievement of those objectives on an annual basis.

The Company has induction procedures in place to ensure that the executive is able to participate fully and actively in management decision-making at the earliest opportunity.

Company Secretary

The Board has appointed Michael Egan the Company Secretary. The Company Secretary reports directly to the Board through the Chair. All Directors will have access to the Secretary.

The Company Secretary is generally responsible for carrying out the administrative and legislative requirements of the Board. The Secretary holds primary responsibility for ensuring that the Board processes and procedures function efficiently and effectively.

Diversity Policy

The Company is a forward thinking and dynamic organisation that holds its people in the highest esteem and considers them to be its greatest asset. The Company's workforce is made up of many individuals with diverse skills, values, experiences, backgrounds and attributes including those gained on account of their gender, gender identity, age, disability, ethnicity, marital or family status, religious beliefs, cultural or socio-economic background, sexual orientation, perspective and experience.

The Company values and is proud of its strong and diverse workforce and is committed to supporting and further developing this diversity through attracting, recruiting, engaging and retaining diverse talent and aligning the Company's culture and management systems with this commitment. The Company believes that such a commitment to diversity creates competitive advantage and enhances employee participation, and in this way is essential to the organisation continuing to succeed and grow stronger.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

The Company is committed to providing and promoting a corporate culture which embraces diversity in line with the Diversity Policy, and aims to do so via:

- promoting the principles of merit and fairness when making decisions about recruitment, development, promotion, remuneration and flexible work arrangements for employees at all levels;
- having an overall transparent process for the review and appointment of senior management positions and Board members;
- considering a range of facets of diversity in addition to gender when considering the composition of the Board, including age, ethnicity and background;
- recruiting from a diverse pool of qualified candidates, where appropriate engaging a professional search/recruitment firm, advertising vacancies widely, making efforts to identify and consider prospective employees who have diverse attributes, ensuring diversity of members on the selection/interview panel when selecting and appointing new employees (including senior management) and new Board members, and generally structuring recruitment and selection practices at all levels to guard against any conscious or unconscious biases that might discriminate against certain candidates;
- embedding the importance of diversity within the Company's culture by encouraging and fostering a commitment to diversity by leaders at all levels whilst recognising that diversity is the responsibility of all employees;
- recognising that employees may have family responsibilities;
- reinforcing with our people that in order to have an inclusive workplace, discrimination, harassment, vilification and victimisation will not be tolerated within the Company; and
- continuing to review and develop policies and procedures to ensure diversity within the organisation, including the adoption of key performance indicators for senior executives to measure the achievement of diversity objectives under the Company's Diversity Policy.

The Company will also commit to designing, implementing and/or maintaining programs and initiatives to assist with improving diversity.

The Company will set and implement measurable objectives to achieve gender diversity as required by ASX Corporate Governance Principles and Recommendations. The Company was added to the S&P/ASX 300 Index in March 2021 and aims to achieve a gender diversity in the composition of the board of not less than 30% of its directors of each gender.

The proportion of male and female employees and senior executives within the Company, and members of the Board, at 29 October 2021, are set out in the table below.

LEVEL	% at 29 October	
	MALE	FEMALE
Board Members	71%	29%
Senior Executives	86%	14%
All employees	76%	24%

Senior executives above are the CEO's direct reports plus their key direct reports.

STRUCTURE THE BOARD TO ADD VALUE

The ultimate responsibility in respect of the composition and succession issues of the Board rests with the Directors.

Remuneration and Nomination Committee

The role and responsibilities, composition, structure and membership requirements of the Committee are documented in a Remuneration and Nomination Committee Charter.

The key purpose of the Committee is to ensure the Board is effective and high performing, making sure for example that there is an appropriate number of independent Non-Executive Directors that represent the best interests of the Company, that formal and transparent renewal processes are in place and that Directors are being remunerated fairly and responsibly.

The Committee will assist the Board by reviewing and making recommendations to the Board in relation to:

- the Company's remuneration policy, including as it applies to Directors and the process by which any pool of Directors' fees approved by Shareholders is allocated to Directors;
- remuneration packages of senior executives, Non-Executive Directors and executive Directors, equity-based incentive plans and other employee benefit programs;
- the Company's superannuation arrangements;
- succession issues and planning for the Board, Chief Executive Officer, senior executives and executive Directors;
- the appointment and re-election of people as members of the Board and its committees;
- the Company's recruitment, retention and termination policies;
- the process for the evaluation of the performance of the Board, its Board committees and individual Directors;
- the review of the performance of senior executives;
- the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- the Board's 'skills matrix' and any gaps in the collective skills of the Board; and
- the size and composition of the Board and strategies to address Board diversity and the Company's performance in respect of the Company's Diversity Policy, including whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees.

The Remuneration and Nomination Committee Charter provides that the Committee should comprise at least three members, each of whom is a Non-Executive Director, and a majority of independent Directors. Given the size of the Board, at 30 June 2021 the Chair of the Committee is a Non-executive Director who is not considered to be independent. As the Board has been expanded it is expected that an independent Director will be appointed as Chair of the Committee.

The Committee will meet as often as necessary, but must meet at least twice a year and one of those meetings must take place at least 2 months prior to each Annual General Meeting.

The Committee is authorised to engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its terms of reference, and the Committee is authorised to seek any information it requires from any officer or employee of the Company and such officers or employees will be instructed by the Board of the Company employing them to respond to such enquiries.

CORPORATE GOVERNANCE STATEMENT

(CONTINUED)

Board skills matrix

It has been determined through a process of review that the Directors possess an appropriate mix of skills, experience and diversity to enable the Board to discharge its responsibilities.

The Board of Directors skills matrix identifies the combined skills, expertise and experience currently represented.

Key Skills

SKILL/EXPERIENCE	DESCRIPTION
Finance	Detailed understanding of finance including capital markets, for example as a CFO, banker or auditor, or as an Audit and Risk Management Committee member
Risk and Legal	Experience with board governance and compliance. This may be through working as an advisor, experience on a Risk Committee, or through a legal background
Remuneration and Nomination	Relevant experience for Remuneration and Nomination Committee, for example, prior HR or as a Remuneration and Nomination Committee member
Experienced ASX Board Director/Committee Chair	Experience as a NED on ASX listed boards including chairing committees
Independence	Potential to be an independent Director of Nuix Limited

Specialist Skills

SKILL/EXPERIENCE	DESCRIPTION
Customer Markets (e.g. eDiscovery, Intelligence, Cyber, etc)	Experience in Nuix's customer markets
International	Work experience in Nuix's target geographic markets
Software/SaaS Sales and Marketing	Executive experience in selling and marketing b2b software
Product & Engineering	Executive experience in leading product or engineering functions
M&A/Transaction Experience	M&A experience either as an executive in an acquiring company or as a banker
Data & Analytics	Experience in data and analytics either leading the function or selling the capability

Whilst the Board has a good understanding of the laws applicable to the operations of the business, given the technicalities and interpretations of the laws, the Board defers to its external legal advisors as and when required.

A review of the Experience and Skills required of the Board is undertaken periodically.

Composition of the Board and independence of Directors

The Company currently comprises seven Directors. The Board considers its current composition to be appropriate to discharge its duties effectively.

The Board has adopted guidelines in the Board Charter to assist in assessing the independence of Directors. These guidelines are consistent with the factors relevant to assessing the independence of a director set out in the ASX Principles and Recommendations.

Five Directors are considered by the Board to be Independent Non-Executive Directors and two Directors are not considered to be independent. Hon Jeffery Bleich (Chairman of the Board), Sir Iain Lobban, Ms Sue Thomas, Ms Jacqueline Korhonen and Mr Robert Mactier are considered to be Independent Directors. Mr Daniel Phillips, a Non-Executive Director, is not considered by the Board to be independent as he is an employee of Macquarie Bank, a major shareholder in the Company. Mr Rodney Vawdrey is Executive Director.

The Chairman is an Independent Non-Executive Director and there is a clear division of responsibility between the Chairman and the Chief Executive Officer.

The Board regularly reviews the independence of each Non-Executive Director in light of information relevant to this assessment (as disclosed by each Non-Executive Director to the Board).

The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the factors that the Board takes into account when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.

The names of current Directors and the date they were appointed to the Board are set out below.

DIRECTOR	DATE OF APPOINTMENT TO THE BOARD OF NUIX LIMITED	LENGTH OF SERVICE
Hon Jeffery Bleich	11 January 2017	4 years 9 months
Sir Iain Lobban	18 November 2020	11 months
Ms Susan Thomas	18 November 2020	11 months
Ms Jacqueline Korhonen	6 October 2021	< 1 month
Mr Robert Mactier	6 October 2021	< 1 month
Mr Daniel Phillips	09 June 2011	10 years 3 months
Mr Rodney Vawdrey	20 September 2017	4 years 1 month

Induction and continuing education of Directors

The Company has a program for induction of new Directors and a continuing development program for Directors to ensure Directors are equipped with opportunities to develop and maintain the skills and knowledge necessary to perform their role effectively.

Directors are expected to participate in all induction and orientation programs and any continuing education or training arranged for them.

CORPORATE GOVERNANCE STATEMENT

(CONTINUED)

ACT ETHICALLY AND RESPONSIBLY

Code of Conduct

Nuix is committed to behaving with integrity, developing best-in-class software, and providing superior service which will be achieved through our people.

The Company is committed to instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly. These standards are reflected in its statement of values which it will articulate and disclose publicly. It includes being, and being seen to be, a 'good corporate citizen'. As a company, we will:

- Respect every employee's dignity, rights, freedoms, and individual needs;
- Provide a working environment that is safe, challenging and rewarding;
- Recognise the work of each of our employees;
- Respect customers', suppliers' and employees' personal and sensitive information;
- Reinforce the Company's commitment to the highest standards in business and professional ethics; and
- Obey the law.

The Board has approved a Code of Conduct to guide compliance with legal and other obligations to the Company's stakeholders and which sets ethical standards for the Group personnel and reflects the Directors' intention to ensure that their duties and responsibilities of all staff to the Company are performed with the utmost integrity.

The Code of Conduct deals with the following principal areas:

- the Company's business ethics: including financial and other inducements; bribery and mutual respect;
- business and personal conduct: including compliance with the law; conflicts of interest; confidential information; inside information; trading in securities; privacy and intellectual property; corporate opportunities; financial integrity; protection and proper use of company assets; customer service; and personal conduct; and
- reporting of suspected fraudulent or unethical behaviour.

All suspected breaches of the Code will be investigated by the Company. If these investigations reveal breaches of the Code, appropriate and proportionate disciplinary and remedial action will be taken, depending on the nature of the breach.

Conflicts of interest

Personnel are required to fully disclose any business interest (public or private) and any other matters which may lead to potential or actual conflicts of interest, including any potential related party transactions in accordance with such policies adopted by the Company from time to time. In circumstances where other potential roles (whether serving as directors or trustees of another organisation), arrangements, or activities potentially conflict with the Company or its subsidiaries' interests, the member of personnel will advise and seek approval from their Leader in accordance with the Company's Code of Conduct and, in respect of directors, the Company's Constitution. Personnel will not use their role within the Group for political interests at any time, or for community interests unless authorised by the Company.

The Company regularly monitors and tests the Company's policies under the Code to ensure that commitments remain relevant, effective and consistent with stakeholders' expectations.

Whistleblower Policy

Nuix is committed to conducting its business with integrity and in accordance with Nuix's corporate values.

Nuix has adopted a Whistleblower Policy, to apply from listing on the ASX, which encourages current and former directors, employees, consultants, contractors and suppliers (as well as their relatives, dependants or spouses) to raise any concerns regarding actual or suspected illegal or unethical conduct or practices, or violations of Nuix's policies on a confidential and, if desired, anonymous basis. The Whistleblower Policy outlines how Nuix will protect such persons for raising concerns and how reported concerns are received and, where appropriate, investigated by Nuix.

Anti-Corruption and Anti-Bribery Policy

It is Nuix's policy to conduct all business in an honest and ethical manner. Nuix takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever the Company operates, and implementing and enforcing effective systems to counter bribery and corruption.

The Board has adopted an Anti-Corruption and Anti-Bribery Policy which applies to anyone employed or engaged by the Company and its subsidiaries, the purpose of which is to:

- ensure that the Company, as a minimum, complies with its obligations under the Corporations Act, the ASX Listing Rules and ASX Corporate Governance Principles and Recommendations and as much as possible seeks to achieve and exceed best practice;
- educate employees on what gifts, entertainment, hospitality and other benefits are acceptable and unacceptable; and
- promote investor confidence in the integrity of the Company and its securities.

The Anti-Corruption and Anti-Bribery Policy sets out Nuix's standards and guidelines on:

- what constitutes Bribery or Corruption;
- offering, accepting and providing gifts and hospitality; and
- participating in tenders and procuring goods and services.

The Anti-Corruption and Anti-Bribery Policy sets out reporting requirements under the policy.

SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Audit and Risk Management Committee

The Audit and Risk Management Committee operates under a Charter adopted on 18 November 2020.

The role and responsibilities, composition and membership requirements of the Audit and Risk Management Committee are documented in an Audit and Risk Management Committee Charter.

The purpose of the Audit and Risk Management Committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reports and financial reporting process and internal control structure, risk management systems (financial and non-financial) and the external statutory audit process.

CORPORATE GOVERNANCE STATEMENT

(CONTINUED)

The Committee will meet on a regular basis to:

- review and approve internal audit and external statutory audit plans;
- update the internal and external statutory audit plans;
- review and approve financial reports;
- review reports arising from any risk assurance activities;
- assess the independence and performance of, and recommend the appointment or removal of, external auditors;
- review the adequacy of the Company's corporate reporting processes and internal control and risk framework; and
- review the effectiveness of the Company's compliance and risk management functions.

The Committee will make recommendations to the Board on the appointment, reappointment or replacement, remuneration, monitoring of the effectiveness and independence of the external statutory auditors and resolution of disagreements between management and the auditor regarding financial reporting.

The Committee will make recommendations to the Board regarding disclosure of its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external statutory auditor.

The independent auditors will have a direct line of reporting to the Committee and have clear and open access to members of this Committee.

The Committee will pre-approve all audit and non-audit services provided by the external statutory auditors and will not engage the external statutory auditors to perform any non-audit/assurance services that may impair or appear to impair the external statutory auditor's judgement or independence in respect of the Company.

The Company does not currently have an internal audit function in place. The Audit and Risk Management Committee Charter puts in place processes to monitor the Company's financial and risk management procedures and the Board currently considers these processes appropriate for the size and level of operations of the Company.

The Committee will meet separately with management and the external statutory auditors to discuss:

- the adequacy and effectiveness of the accounting and financial controls including but not limited to the Company's policies and procedures to assess, monitor, and manage business risk and legal and ethical compliance programs;
- the appropriateness of the accounting judgements and choices exercised by management in preparing the Company's financial statements; and
- issues and concerns warranting Committee attention, including but not limited to their assessments of the effectiveness of internal controls and the process for improvement.

The Audit and Risk Management Committee Charter provides that the Committee should comprise at least three members, each of whom are Non-Executive Directors, and a majority of whom are independent. The Chair of the Committee shall be an independent Non-executive Director who is not the Chair of the Board.

The Audit and Risk Management Committee will meet at least four times each calendar year. The Committee will meet in private session at least annually to assess management's effectiveness. The Chair of the Audit and Risk Management Committee may invite other Directors, members of Management and representatives of the external auditor to be present at meetings of the Committee and seek advice from external advisers. The Audit and Risk Management Committee will report to the Board about Committee activities, issues and related recommendations at the first board meeting subsequent to each Committee meeting. The proceedings of all Committee meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.

The relevant qualifications and experience of the members of the Committee are set out in the Directors' Report.

Chief Executive Officer and Chief Financial Officer declaration

Before the Board approves the Company's half-year and full-year financial reports, the CEO and CFO provide the Board with declarations that, in their opinion, the financial records of the Group have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board received a declaration of this kind in respect of the half-year ended 31 December 2020 and of the financial year ended 30 June 2021 from the Chief Executive Officer and the Chief Financial Officer prior to approving those financial reports.

Auditor at Annual General Meeting

The Company's external auditor will attend the Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. The external auditor will also be allowed a reasonable opportunity to answer written questions submitted by shareholders.

Verification of unaudited releases to the market

The Company has a written procedure for verification of market releases that have not been audited or subject to external audit review.

The verification process aims to reduce the possibility that there is a statement within the document which is misleading or inaccurate; is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; reduces the possibility of an omission of material information.

MAKE TIMELY AND BALANCED DISCLOSURE

The Company is committed to effective communication with its customers, Shareholders, market participants, employees, suppliers, financiers, creditors, other stakeholders and the wider community. The Company will ensure that all stakeholders, market participants and the wider community are informed of its activities and performance. The Company will endeavour to make publicly available all information to ensure that trading in its shares takes place in an efficient, competitive and informed market.

Continuous Disclosure Policy

On 18 November 2020 the Company adopted a Continuous Disclosure Policy, which establishes procedures to ensure, on the one hand, protection of confidential information and, on the other hand, the timely and balanced disclosure of all material matters concerning the Company.

The purpose of Continuous Disclosure Policy is to:

- ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and the Australian Securities Exchange Listing Rules and as much as possible seeks to achieve and exceed best practice;
- provide Shareholders and the market with timely, balanced, direct and equal access to information issued by the Company; and
- promote investor confidence in the integrity of the Company and its securities.

The Company will immediately notify ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, unless exempted by the ASX Listing Rules.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

The purpose of the Continuous Disclosure Policy is to:

- ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the *Corporations Act 2001* (Cth) (Corporations Act) and the Australian Securities Exchange (ASX) Listing Rules and as much as possible seeks to achieve and exceed best practice;
- provide shareholders and the market with timely, balanced, direct and equal access to information issued by the Company; and
- promote investor confidence in the integrity of the Company and its securities.

Under Nuix's Communications Policy, all material investor and analyst presentations are released to the market before presentation.

After receiving ASX's confirmation that a material announcement has been released to the market, the Company Secretary forwards confirmation of material releases to the Board and will ensure all ASX announcements are posted on the Company's website.

The Company will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing that information to ASX. The Company has a general "no comments" policy in relation to market speculation and rumours, which must be observed by employees at all times. However, the Company may issue an announcement in response to a market speculation or rumour where it is necessary to comply with the continuous disclosure obligations, for example, for the purpose of correcting factual errors or responding to a formal request from ASX for information.

RESPECT THE RIGHTS OF SECURITY HOLDERS

Communication Policy

The Company is committed to effective communication with its clients, customers, Shareholders, market participants, employees, suppliers, financiers, creditors, other stakeholders and the wider community. The Company will ensure that all stakeholders, market participants and the wider community are informed of its activities and performance.

The Company's Communication Policy is designed to ensure that the Company:

- provides timely and accurate information equally to all Shareholders and market participants regarding the Company including its financial situation, performance, ownership, strategies, activities and governance; and
- adopts channels for disseminating information that are fair, timely and cost efficient.

In addition to those policies and processes contained in the Continuous Disclosure Policy, the Company has implemented a number of processes to ensure achievement of these goals.

The Company will have an investor relations program that facilitates effective two-way communication with investors. The Company's investor relations programs will both focus on professional investors (and financial market participants who service them), and engage with retail investors (and the organisations that represent them), to understand the matters of concern or interest to those investors.

In addition to its continuous disclosure obligations, the Company will make other periodic disclosures as required by law, and also in relation to those matters as contemplated by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. The Board aims to ensure that all Shareholders are kept informed of all material developments affecting Nuix's business. Information will be communicated to Shareholders through announcements to ASX, the Nuix Group's Annual Report, Annual General Meetings, half yearly and full year results, and the Nuix Group's website, www.nuix.com.

The Company may from time to time conduct briefings to its institutional investors, brokers and analysts. In these cases, the following protocols will apply:

- material information which is required to be disclosed under the Continuous Disclosure Policy will not be disclosed at these briefings unless it has been previously released to the market;
- if material information which has not been disclosed is inadvertently released, the Company will immediately release it to the market via the ASX and place it on the Company's website;
- questions at briefings that deal with material information that has not previously been disclosed will not be answered; and
- the Company will place a copy of new and substantive investor or analyst presentation materials on the Company's website ahead of the presentation.

One of the Company's key communication tools is its website located at www.nuix.com. The Company's website contains a comprehensive overview of the Company's profile and businesses.

Measures adopted by the Company for communicating important aspects of the Company's affairs include:

- **Notices of meetings:** The full text of all notices of meetings and explanatory material are available on its website; the Company encourages shareholders to provide email addresses so that notices of meeting and explanatory material can be sent to shareholders via email;
- **Annual General Meeting:** The Company encourages attendance and full participation of shareholders at its Annual General Meeting each year and a full transcript of the Chairman's and the Chief Executive Officer's speeches are published. Shareholders are encouraged to lodge proxies electronically in accordance with instructions on the proxy form;
- **Annual Report:** The Company's Annual Report is available on its website and contains important information about the Company's activities and results for the previous financial year. Shareholders can elect to receive the Company's Annual Report as an electronic copy or in hard copy through the mail;
- **Announcements lodged with the Australian Securities Exchange:** All ASX announcements made to the market, including annual and half year financial results, are posted on the Company's website as soon as they have been released by ASX; and
- **Presentations:** Copies of all investor presentations made to analysts and media briefings are posted on the Company's website, and where appropriate, the Company uses webcasting or teleconferencing of these presentations and briefings.

The Company provides a telephone and email inquiry service to assist shareholders with any queries.

Shareholders are given the option of receiving communications from the Company, and sending communications to the Company, electronically.

All substantive resolutions at shareholder meetings are decided by a poll.

RECOGNISE AND MANAGE RISK

Risk Management Policy

Risk recognition and management are viewed by the Company as integral to its objectives of creating and maintaining Shareholder value, and to the successful execution of the Company's strategies.

The purpose of the Risk Management Policy adopted by the Board on 18 November 2020 is to ensure that:

- appropriate systems are in place to identify to the extent reasonably practicable all material risks that may impact on the Company's business;
- the financial and non-financial impact of identified risks is understood, and appropriate internal control systems are in place to limit the Company's exposure to such risks;

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

- appropriate responsibilities are delegated to control the identified risks effectively; and
- any material changes to the Company's risk profile are disclosed in accordance with the Company's Continuous Disclosure Policy.

Under the Board Charter one of the key roles and responsibilities of the Board is reviewing, ratifying and monitoring systems of risk management and internal compliance and control, and identifying business risks facing the Company and using reasonable endeavours to ensure that appropriate monitoring and reporting internal controls are in place to manage such risks. The Board has established the Audit and Risk Management Committee to assist it in discharging its functions.

The Audit and Risk Management Committee's primary roles with respect to risk management and compliance are to:

- review reports arising from any risk assurance activities;
- review the adequacy of the Company's corporate reporting processes and internal control and risk framework; and
- review the effectiveness of the Company's compliance and risk management functions.
- at least annually, review the Company's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk;
- ensure adequate policies and processes have been designed and implemented to manage identified risks;
- review the Company's level of insurance;
- oversee tax compliance and tax risk management;
- ensure that at least annually an audit has been undertaken to test the adequacy of and compliance with prescribed policies; and
- ensure proper remedial action is undertaken to redress areas of weakness.

The Committee has approved the Company's risk management framework.

Further details regarding the Audit and Risk Management Committee are set out on page 11.

Internal audit

The Company does not have an internal audit function.

Instead, the finance function, working with external advisors as appropriate, oversees the adequacy and effectiveness of the Company's systems for risk management, internal control and governance, and provides recommendations to improve the efficiency and effectiveness of these systems and processes. The head of finance function provides the Audit and Risk Management Committee with information relevant to assist the Committee in discharging its roles and responsibilities.

The Audit and Risk Management Committee is responsible for reviewing the Company's risk management framework and procedures and recommending improvements to the Board to enhance the effectiveness of the risk management framework. The Committee is also responsible for overseeing processes to ensure there is an adequate system of internal control, reviewing the internal control systems and the operational effectiveness of the policies and procedures related to risk and control, monitoring break downs of internal controls, and reviewing the effectiveness of the Company's internal control framework.

Environmental and social risks

Information on environmental and social risks is included in the ESG report.

REMUNERATE FAIRLY AND RESPONSIBLY

Remuneration Policy

The Company is committed to attracting and retaining the best people to work in the organisation, including Directors and senior management. A key element in achieving that objective is to ensure that the Company is able to appropriately remunerate its key people.

Nuix has adopted a Remuneration Policy the purpose of which is to establish a framework for remuneration that is designed to:

- ensure that coherent remuneration policies and practices are observed which enable the attraction and retention of Directors and management who will create value for Shareholders;
- fairly and responsibly reward Directors and senior management having regard to the Company's performance, the performance of the senior management and the general pay environment; and
- comply with all relevant legal and regulatory provisions.

Remuneration for Executive Directors and senior executives may incorporate fixed and variable pay performance elements with both a short term and long term focus. Remuneration packages may contain any or all of the following:

- annual base salary reflecting the value of the individuals' personal performance, their ability and experience, as well as the Company's obligations at law and labour market conditions and should be relative to the scale of the business of the Company;
- performance based remuneration including rewards, bonuses, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution having regard to clearly specified performance targets and to the Company's circumstances, values and risk appetite;
- equity based remuneration containing share participation via employee share and option schemes, reflecting the Company's short, medium and long term performance objectives;
- other benefits such as holidays, sickness benefits, superannuation payments and long service benefits;
- expense reimbursement for any expenses incurred in the course of the personnel's duties; and
- termination payments.

Remuneration for Non-Executive Directors may contain any or all of the following:

- annual fees reflecting the value of the individuals' personal performance, time commitment and responsibilities of the role;
- equity based remuneration including issues of shares or securities, reflecting the contribution of the Director towards the Company's medium and long term performance objectives;
- other benefits such as superannuation payments, but not including retirement benefits that are additional to the individual's superannuation.

The incentives for Non-Executive Directors will be designed so as not to conflict with their obligation to bring an independent judgement to matters before the board.

The Remuneration & Nomination Committee is responsible, amongst other things, for assisting the Board to determine the appropriate remuneration for Directors and senior management.

CORPORATE GOVERNANCE STATEMENT

(CONTINUED)

Remuneration and Nomination Committee

The Company has established a Remuneration and Nomination Committee which is responsible for matters relating to the remuneration of the Directors, Chief Executive Officer and other senior executives.

Further details regarding the Remuneration and Nomination Committee are set out on pages 4 to 7.

To ensure the independence of Directors, independent Directors are paid fees but are not invited to participate in the Company's performance-based plans.

Full details of the remuneration policy for Non-Executive Directors and Key Management Personnel are set out in the Remuneration Report.

Securities Trading Policy

The Nuix Group has a Securities Trading Policy for Directors and employees of the Group.

The policy sets out blackout periods during which staff may not trade. The policy also requires that Directors and employees of the Company in possession of price sensitive information must not at any time deal in securities of the Company, or advise or suggest another person do so, or communicate the price sensitive information to a person who may deal in securities of the Company.

The Securities Trading Policy addresses:

- conduct prohibited by law including when a person possesses inside information; penalties under the law; examples of inside information;
- general restrictions on trading; and
- additional restrictions on Directors and Restricted Employees (as defined in the Securities Trading Policy) including prior written approval for trading, and margin loans, hedging and derivatives.

The policy sets a trading window of 4 weeks following the release of annual or half-yearly results, and a 4 week period after the Annual General Meeting, in which Directors and Restricted Employees may trade in Nuix securities.

The policy prohibits Directors and Employees from engaging in short-term dealing in securities of the Company.

No Director or Restricted Employee may enter into a margin loan or similar funding arrangement to acquire any Company Securities, (which includes transferring Securities into an existing margin loan account, or selling Securities to satisfy a call pursuant to a margin loan) or grant lenders any rights over their Company Securities without first obtaining prior written approval.

Directors and employees must not use, or allow to be used, any Derivatives or other products which operate to limit the economic risk of holding unvested Company Securities or Company Securities subject to a holding lock.

This Corporate Governance Statement is current as at 29 October 2021 and has been approved by the Board.



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