

MARKET RELEASE

17 October 2022

ASX Appendix 4G and Corporate Governance Statement

Sydney, Australia – Global software company Nuix ('the Company', ASX: NXL) attaches the 2022 ASX Appendix 4G and Corporate Governance Statement.

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

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About Nuix

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

For further information, please visit investors.nuix.com

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 2022

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 17 October 2022 and has been approved by the board.

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

Date: 17 October 2022

Name of authorised officer
authorising lodgement:

Ilona Meyer
General Counsel and Company Secretary

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 and Inclusion 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 the board is not less than 30% of directors of each gender within a specified period, which objective is currently satisfied.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ 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
1.6	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 Board Composition and Independence and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement under the heading Board, Committee and Director performance.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 <u>OR</u> ☐ 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.	☒ 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: The 2022 Annual Report which sets out on page 40 the members of the Committee and the number of times the Committee met.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 Board Composition and Independence the information referred to in paragraph (b) is not applicable.. and the length of service of each director is disclosed at: The Corporate Governance Statement under the heading Board Composition	☐ 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
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: pages 14, 22 and 47 of the 2022 Annual Report	☐ 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

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
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.	☒ and we have disclosed our Anti-bribery and Corruption Policy at: 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 <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 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.	☒ 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: pages 37-49 and 40 of the 2022 Annual Report and in our Corporate Governance Statement under the heading Committee composition.	☐ 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: Our Shareholder Communications Policy at 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 <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
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.	☒ and we have disclosed a copy of the charter of the Audit & Risk Committee at: https://investors.nuix.com/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) at: pages 37-49 and 40 of the 2022 Annual Report and in our Corporate Governance Statement under the heading Committee composition.	☐ 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: page 32 of the 2022 Annual Report	☐ 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
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.	☒ and we have disclosed 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. The Audit & Risk Committee Charter at https://investors.nuix.com/investor-centre/?page=corporate-governance	☐ 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: pages 16 to 21 and 36 of the 2022 Annual Report	☐ 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.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.nuix.com/investor-centre/?page=corporate-governance. and the members of the Committee and the number of times the Committee met is set out on page 40 in the 2022 Annual Report.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 2022 Annual Report	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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

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 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: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ 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 OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ 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 OR ☒ 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
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

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
-	<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



Corporate Governance
Statement **2022**



Finding Truth In A Digital World

Nuix is a leader
in investigative
analytics and
intelligence at
scale

Contents

1. Introduction	3
2. Overview	3
3. Roles and Responsibilities	3
4. Board Composition and Independence	4
5. Board Succession Planning	7
6. Diversity and Inclusion	9
7. Ethical and Responsible Behaviour	10
8. Integrity in Corporate Reporting	12
9. Disclosure and Investor Engagement	13
10. Risk Management	14
11. Remunerate Fairly and Responsibly	15

ASX: NXL

Corporate Governance Statement

1. Introduction

Nuix Limited (the **Company**) is committed to maintaining and promoting high standards of corporate governance. The Board of Directors of the Company (**Nuix Board**) is responsible for the overall corporate governance, 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 Nuix.

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

2. Overview

This Corporate Governance Statement outlines the governance framework and key governance practices of Nuix Limited for the financial year ending 30 June 2022 (**reporting period**). During that time, the Company's governance practices were consistent with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (the **ASX Principles and Recommendations**).

This statement, together with ASX Appendix 4G is current at 17 October 2022 and has been approved by the Board.

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

3. Roles and Responsibilities

3.1 Roles and Responsibilities of the Board

The Board is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, goals for management and the overall governance and operation of the Company.

The Company's Board Charter identifies the responsibilities and functions which are reserved for the Board or its Committees. Matters which are specifically reserved for the Board or its Committees include:

- defining Nuix's purpose and setting its strategic objectives, in consultation with management;
- directing, monitoring and assessing Nuix'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 Nuix's business and reviewing Nuix's risk management framework to ensure that Nuix 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 Nuix Board expects Nuix Management to operate, and analysing whether Nuix is operating with due regard to the risk appetite set by the Nuix Board;
- reviewing and ratifying Nuix'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 Nuix's processes for making timely and appropriate disclosure of all material information concerning Nuix that a reasonable person would expect to have a material effect on the price or value of Nuix's securities;
- approving criteria for assessing performance of senior executives and monitoring and evaluating their performance;

Corporate Governance Statement

continued

- undertaking evaluation of the performance of the Nuix 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 Nuix Board's skills matrix to ensure all skills needed to address existing and emerging business and governance issues are covered;
- approving Nuix's Code of Conduct; and
- monitoring and evaluating the Company's compliance with its corporate governance standards.

The Charter provides for the Nuix Board to delegate specific matters to Nuix Management, or to committees established by the Nuix Board, however ultimate responsibility for strategy and control rests with the Nuix Board.

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

3.2 Roles and Responsibilities of Management

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

The CEO 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. The CEO has established an Executive Leadership Team comprising the CEO and Executives. Details of Nuix's Executive Leadership Team are provided on our website. The Executive Leadership Team meets regularly, and meetings are normally chaired by the CEO.

3.3 Company Secretary

The Board appointed Ilona Meyer as General Counsel and Company Secretary on 22 August 2022 following the resignation of Michael Egan.

The Company Secretary reports directly to the Board through the Chair, and all directors will have access to the Company Secretary for all Board and governance related issues.

The Company Secretary is responsible for coordinating all Board business and carrying out the administrative requirements of the Board. The Company Secretary holds primary responsibility for ensuring that the Board processes and procedures function efficiently and effectively and in accordance with regulatory and legislative requirements.

4. Board Composition and Independence

4.1 Board Composition

The Board currently has six (6) directors comprising five (5) non-executive directors and one (1) executive director. The Board is of the view that the current directors possess an appropriate mix of skills, commitment, experience, expertise and diversity to discharge its duties effectively.

The names of current directors and their respective appointment dates are set out below. Details of each director's qualifications and experience are set out in the Company's 2022 Annual Report.

Non-Executive Directors	Date of Appointment
Jeffrey Bleich	11 January 2017
Robert Mactier	06 October 2021
Sir Iain Lobban	18 November 2020
Susan Thomas	18 November 2020
Jacqueline Korhonen	06 October 2021
Daniel Phillips – resigned 31 August 2022	09 June 2011

Executive Director	Date of Appointment
Jonathan Rubinsztein	6 December 2021

4.2 Independence of the Chairman

The Chairman is elected from the independent non-executive directors and there is a clear division of responsibility between the Chairman and the Chief Executive Officer. The responsibilities of the Chairman are set out in the Board Charter.

Jeffrey Bleich is the present serving Chairman. Further information on Mr Bleich is set out on page 37 of the Company's 2022 Annual Report.



4.3 Director Independence

The Board requires a majority of its directors to be independent and has adopted guidelines which are set out in the Board Charter to assist in assessing the independence of directors.

Currently, five (5) directors are considered by the Board to be independent non-executive directors, namely Jeffrey Bleich (Chairman of the Board), Robert Mactier, Sir Iain Lobban, Susan Thomas and Jacqueline Korhonen.

Jonathan Rubinsztein as the Company's Group CEO is an executive director and is therefore not considered to be independent.

The Board will continue to review the combined expertise of the directors in considering if additional director(s) should be appointed. 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).

4.4 Board Committees

The Board has established the following Committees to assist it in discharging its functions:

- Audit and Risk Management Committee; and
- Remuneration and Nomination Committee.

All directors have a standing invitation to attend committee meetings where there is no conflict of interest. The committees review matters on behalf of the Board and (subject to the terms of the relevant committee charter):

- refer matters to the Board for decision, with a recommendation from the committee (where the committee acts in an advisory capacity); or

- determine matters (where the committee acts with delegated authority) which it then reports to the Board.

A summary of the roles and responsibilities of each committee are set out below and full details are contained in the respective committee charters available on the Company's website.

Details of meeting attendance for members of each committee are set out in the Directors' report on page 40 of the Company's 2022 Annual Report.

Audit and Risk Management Committee

The purpose of the Audit and Risk Management Committee is to assist the directors in fulfilling statutory, corporate governance and oversight responsibilities by:

- monitoring and reviewing;
 - the integrity of the Company's internal financial reporting and external financial statements;
 - the effectiveness of internal financial controls;
 - the independence, objectivity, and performance of external auditors; and
 - the policies on risk oversight and management;
- making recommendations to the Board in relation to the appointment of external auditors and approving the remuneration and terms of their engagement; and
- assisting the Board in fulfilling its responsibilities relating to the risk management and compliance practices of the Company.

The Committee is required to meet as frequently as required in order to undertake its role effectively but must, at a minimum, meet four times a year.

Corporate Governance Statement

continued

Remuneration and Nomination Committee

The Remuneration and Nomination Committee is responsible for matters relating to succession planning, nomination of the directors and CEO, and remuneration of the directors, CEO and executives that report to the CEO.

The Committee meets as often as its members deem necessary in order to fulfil their role but must as a minimum meet twice a year.

Committee composition

Committee	Members	Composition
Audit and Risk Management Committee	• Susan Thomas (Chair), Independent Non-Executive Director • Robert Mactier, Independent Non-Executive Director • Sir Iain Lobban, Independent Non-Executive Director • Daniel Phillips, Independent Non-Executive Director (<i>resigned 31 August 2022</i>)	• At least three (3) members • Only non-executive directors • Majority of independent directors • Chaired by an independent director who is not the Chair of the Board • All members must be financially literate • At least one (1) member who is a qualified accountant or other financial professional experience • At least some members who have an understanding of the industry in which the Company operates
Remuneration and Nomination Committee	• Jacqueline Korhonen (Chair), Independent Non-Executive Director • Jeffrey Bleich, Independent Non-Executive Director • Susan Thomas, Independent Non-Executive Director • Daniel Phillips, Independent Non-Executive Director (<i>resigned 31 August 2022</i>)	• At least three (3) members • Only non-executive directors • Majority of independent directors • Chaired by an independent director or Chair of the Board – but if Chair of the Board, then a separate Committee Chair will be appointed to chair discussions involving succession planning for the role of the Chair • At least one (1) member who has expertise in remuneration • Members to be appointed for a fixed period of no more than three (3) years, being eligible for re-appointments for so long as they are independent

5. Board Succession Planning

5.1 Appointment and Election of New Directors

The ultimate responsibility for Board composition and succession issues rests with the directors, assisted by the Remuneration and Nomination Committee.

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. The Remuneration and Nomination Committee assists the Board in identifying candidates for appointment as directors and makes recommendations about Board size and composition.

Detailed background information about a potential candidate is provided to all directors. External search organisations may be engaged (as appropriate) to assist the Board identify potential director candidates.

Appropriate checks are undertaken before appointing a person, 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 Remuneration and Nomination 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 CEO, shall hold office without re-election beyond the third annual general meeting at which the director was last elected or re-elected.

5.2 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, as well as their key performance indicators and corporate obligations in respect of adherence to Company policy and the Company's Code of Conduct.

5.3 Induction and Professional Development of Directors

The Company has a program for induction of new directors and continues to enhance its continuous 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.

5.4 Board Skills Matrix

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

The Board skills matrix set out below identifies the combined skills, expertise and experience currently represented on the Board. To the extent they are not represented on the Board, they are augmented through management and external advisors. For example, 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.

The Board, with the assistance of the Remuneration and Nomination Committee, reviews, on a periodic basis, the range of skills, experience and expertise which the Board currently has and is looking to achieve in the future.

Corporate Governance Statement

continued

Key Skills, Experience & Expertise

Skill/Experience	Description
Finance	Detailed understanding of finance including capital markets. For example as a CFO, banker or Auditor, or from an extended period as a member of Audit and Risk Management Committee
Risk and Legal	Experience with Board governance and compliance. This may be through working as an advisor, substantial experience as a member of a Risk Committee, or through a legal background
Remuneration and Nominations	Relevant experience for Remuneration & Nominations Committee (for example, prior HR or as a member of a Remuneration and Nomination Committee)
Experienced ASX Board Director/Committee Chair	Substantial experience as a NED on multiple ASX or equivalent 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)	Has substantial experience in Nuix's customer markets
International	Has work experience in the geographic markets Nuix is targeting
Software/SaaS Sales and Marketing	Has substantial executive experience in selling and marketing b2b software
Product & Engineering	Has substantial executive experience in leading product or engineering functions
M&A/Transaction Experience	Has substantial M&A experience either as an executive in an acquiring company or as a banker
Data & Analytics	Substantial experience in data & analytics either leading the function or selling the capability

5.5 Board, Committee and Director performance

Directors provide feedback in relation to the Performance of the Board and its Committees on an annual basis.

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.

Performance evaluations of individual Directors, Board, and its Committees was undertaken in July 2022.

5.6 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.

6. Diversity and Inclusion

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.

The Company has a Diversity Policy which sets out Nuix's commitment to diversity and inclusion in the workplace. Nuix'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.

As at 30 June, females represented 27% of Nuix's workforce. Nuix is committed to improving diversity, and works with talent acquisition partners to reach a broad range of talented people who can contribute to our success.

Corporate Governance Statement

continued

7. Ethical and Responsible Behaviour

7.1 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's personnel and reflects the Directors' intention to ensure that the duties and responsibilities of all staff of 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.

7.2 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.

7.3 Conflicts of Interest Policy

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 manager 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 Company 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.

7.4 Securities Dealing 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 Restricted 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 Restricted 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.

7.5 Modern Slavery

The Company acknowledges the risk, albeit low considering its industry, business model, procurement profile and geographical footprint, that modern slavery practices may exist within the value chains in which it does business, and that it has a moral responsibility to take actions which contribute to mitigating such risks and remediating harm.

The Company is firmly committed to ensuring that its business operations do not cause or contribute to any form of modern slavery and that we work with other businesses who share our commitment to addressing modern slavery risk.

The Company's Modern Slavery Policy addresses:

- compliance with all applicable national, local and other applicable regulations and laws
- modern slavery risks within the supply chain and business operations; and
- sets the minimum standards for employees with respect to the identification of any modern slavery risks.

The Policy applies to all Nuix employees (including fixed term or casual), contractors, consultants, partners, suppliers, directors and officers and any third-party representatives working for or on behalf of or providing services to the Company in any capacity.

Corporate Governance Statement

continued

7.6 Whistle-blower Policy

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

Nuix has adopted a Whistle-blower Policy, 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 Whistle-blower Policy outlines how Nuix will protect such persons for raising concerns and how reported concerns are received and, where appropriate, investigated by Nuix.

8. Integrity in Corporate Reporting

8.1 Audit and Risk Management Committee

The Audit and Risk Management Committee assists the Board in fulfilling its responsibilities in respect of financial reporting, risk management, compliance and internal controls. It reviews the financial reporting process, the system of internal control and management of financial risks, and the process and coverage of internal and external audit, together with business risks including strategic operation and regulatory risk and compliance with applicable laws, regulation and Company policies.

The Company does not currently have an internal audit function in place. The detailed responsibilities of the Audit and Risk Management Committee are set out in the Committee Charter and the Board considers these processes appropriate for the size and level of operations of the Company.

The membership and composition of the Audit and Risk Management Committee are set out on page 6 of this Corporate Governance Statement. The members of the Committee collectively have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates to effectively discharge the Committee's mandate.

The Audit and Risk Management Committee maintains unrestricted access to management, employees and all relevant Company information and regularly meets with the Company's external auditors. The CEO, Chief Operating Officer & Chief

Financial Officer, Company Secretary, the external auditor, and other members of the executive leadership team attend meetings of the Committee by invitation.

8.2 Chief Operating Officer & Chief Financial Officer Declaration

Before the Board approves the Company's half-year and full-year financial reports, the CEO and COO/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 2021 and of the financial year ended 30 June 2022 from the Chief Executive Officer and the Chief Operating Officer & Chief Financial Officer prior to approving those financial reports.

8.3 Role of the External Auditor

The Company has appointed KPMG as its external auditor. The effectiveness, performance and independence of the external auditor is reviewed annually by the Audit and Risk Management Committee.

Kenneth Reid, lead auditor, has provided the required independence declaration to the Board for the financial year ended 30 June 2022. The independence declaration forms part of the directors' report and is provided on page 42 of the Company's 2022 Annual Report.

The Board has considered the nature of the non-audit and assurance-related services provided by the external auditor during the year and has determined that the services provided and the amount paid for those services are compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. Details of fees paid (or payable) to KPMG for non-audit and assurance-related services provided to the Company during the reporting period are set out in the directors' report on page 41 of the Company's 2022 Annual Report.

KPMG will attend the Company's 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.

9. Disclosure and Investor Engagement

9.1 Continuous Disclosure Policy

The Company's Continuous Disclosure Policy 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 basic principle underlying the continuous disclosure framework is that timely disclosure must be made of information which may affect security values or influence investment decisions, and information in which shareholders, investors and ASX have a legitimate interest.

The Board has appointed the General Counsel & Company Secretary to act as the Disclosure Officer to monitor the Company's compliance with disclosure obligations and as the person with the primary responsibility for all communication with the ASX in relation to Listing Rule matters.

Information will be communicated to shareholders through the lodgement of all relevant financial information and other information with ASX and continuous disclosure announcements will also be made available on the Company's website.

9.2 Investor Engagement

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 strives to 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 has an investor relations program that facilitates effective two-way communication with investors. The Company's investor relations program focuses on professional investors (and financial market participants who service them), and engages 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.

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.

Corporate Governance Statement

continued

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.

10. Risk Management

10.1 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 Company's Risk Management Policy 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;
- 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;
- 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 pages 5 and 6 of this Corporate Governance Statement.

10.2 Internal Audit

The Company does not currently have an internal audit function in place. The detailed responsibilities of the Audit and Risk Management Committee are set out in the Committee Charter and the Board considers these processes appropriate for the size and level of operations of the Company.

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.

10.3 Sustainability

The Company has identified the environmental, social and governance (ESG) issues which stakeholders believe are material to the business and is developing a sustainability roadmap to determine initiatives for creating positive sustainability outcomes for customers, employees and the communities in which the Company operates.

The key areas of focus for the sustainability roadmap are:

- Environmental responsibilities including infrastructure, data centres and e-waste management
- Helping Solve Real Societal Issues
- Managing Human Rights
- Data Security and Privacy
- Our People
- Appropriate Governance and Risk Management

Full details are contained on page 16 set out in the Company's 2022 Annual Report.

11. Remunerate Fairly and Responsibly

11.1 Remuneration and Nomination Committee

The Remuneration and Nomination Committee assists the Board in fulfilling its responsibilities with respect to human resources policies, remuneration matters and nomination and succession planning for the Board and CEO. The Committee is responsible for ensuring that the Company's human resource, remuneration and incentive policies are aligned to its values and business objectives and performance and demonstrate a clear relationship between overall Company performance, executive performance and remuneration. Further details regarding the Remuneration and Nomination Committee are set out on page 6 of this Corporate Governance Statement.

11.2 Remuneration of Non-Executive Directors and Executives

Senior executives are generally entitled to a remuneration package that contains a mix of base salary and performance-related incentives. To ensure the independence of directors, directors are paid fees but are not invited to participate in the Company's performance-based plans.

The Company's policies and practices regarding the remuneration of executive and non-executive directors and other senior executives is set out in the Company's remuneration report starting on page 46 of the Company's 2022 Annual Report together with details of remuneration paid during the reporting period.

