Audit and Risk Committee Charter

1. INTRODUCTION

The Nuix Audit & Risk Management Committee (the **Committee**) has been established by the Board of **Nuix Limited ACN 117 140 235** ("**Nuix**", "the **Company**"). The Committee assists the Board in fulfilling the Board's corporate governance and oversight responsibilities in risk management.

The Committee is responsible for engaging in detail with:

(a) the financial and non-financial risks relevant to the company and its subsidiaries (together, "the Group"), and

(b) the development, adaptation and operation of the Group's framework for identifying, managing and reporting on risk;

so that the Committee can filter important risk matters to the Board in a timely and meaningful way.

This Charter sets out the Committee's composition, role and responsibilities.

2. MEMBERSHIP

2.1 Composition of committee

The Committee must:

(a) be of sufficient size, independence and technical expertise to discharge its mandate effectively;

(b) have at least three members, who are all non-executive directors, and include:

(i) a majority whom the Board has assessed as independent directors, having regard to the factors in Box 2.3 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4th Edition* (**Independent Directors**); and

(ii) a Chair who is an Independent Director and is not the Chair of the Board;

(c) comprise members who are financially literate (able to read and understand financial statements) and have sufficient technical knowledge and understanding of the sector in which the Company participates to allow them to discharge their responsibilities; and

(d) have an appropriate understanding of corporate governance matters particularly in relation to Board and Director responsibilities for financial reporting and risk management, including the current edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

2.2 Secretary

The Company Secretary will act as secretary for the Committee.

3. MEETINGS

The Committee will meet often enough to undertake its role effectively and at least 4 times each calendar year.

The quorum for any meeting will be 2 members, of whom one must be an independent director.

The Chair must call a meeting of the Committee if requested to do so by any member of the Committee, by the external statutory auditors, by the Company Secretary or CEO, or by the Chair of the Board.

The Committee may invite such other persons (for example, Managing Director/CEO, CFO, Head of Risk, other employees and external parties) to its meetings, as it deems necessary.

4. ROLE AND RESPONSIBILITIES

4.1 Understanding the Company's Business

The Committee must understand the Company's values, structure, business and controls to ensure that it can adequately oversee the Company's financial reporting and assess the significant risks faced by the Company.

4.2 Specific Responsibilities

The responsibilities of the Committee include:

Corporate Reporting	• review the Company's financial statements for accuracy, for adherence to accounting standards and policies, and to ensure they provide a true and fair view of the financial position and performance of the Company and other group entities, consistent with each Committee member's information and knowledge, as a basis for recommendation to and adoption by the Board; • review drafts of the CEO and CFO declarations which are to be provided to the Board relating to the Company's half-year and full-year financial statements; • review and make recommendations to the Board regarding the appropriateness of the accounting judgements or choices exercised by management in preparing the Company's financial statements; and • review and make recommendations to the Board regarding the adequacy of the Company's corporate reporting processes.

Oversight of risk management framework	• monitor the adequacy of the Company's risk management processes to assess and manage material risks, including:
	  ○ strategic risk;
	  ○ financial risk;
	  ○ cyber risk;
	  ○ AI governance;
	  ○ legal and compliance risk;
	  ○ operational and technology risk; and
	  ○ ESG and reputational risk;
	• monitor the effectiveness of the Executive Leadership Team's implementation of the Company's risk governance framework, including whether the Executive Leadership Team is operating within the risk appetite set by the Board;
	• make recommendations to the Board regarding changes that could be made to the Company's risk governance processes, risk management framework or to the risk appetite set by the Board;
	• review any incident involving fraud, material break-downs of the Company's risk controls or other failure of the Company's internal controls, and the relevant "lessons learned";
	• receive reports from the Executive Leadership Team on new and emerging sources of risk and the risk controls that management has put in place to deal with those risks; and
	• oversee the Group's insurance program, having regard to the business of the Group and the insurable risks associated with the business

Assessment of accounting, financial and internal controls	• periodically, meet separately from management with the external statutory auditors to discuss issues and concerns warranting Committee attention, including: ○ the appropriateness of accounting judgements and choices exercised by management in preparing the Company's financial statements;

	○ the external auditor's assessments of the effectiveness of internal controls and recommendations for improvement; ○ alternative treatments of financial information within generally accepted accounting principles that have been discussed with management; and ○ challenges in obtaining information from management.
External Statutory Audit	• assess and recommend to the Board for acceptance, the terms of engagement with the external statutory auditor at the beginning of each year; • regularly review with the external statutory auditor: ○ the scope and process of the external statutory audit; and ○ identified risk areas. • regularly review the effectiveness and independence of the external statutory auditor taking into account: ○ the length of appointment; ○ the last dates lead engagement partners were rotated; ○ fees paid to external statutory auditors, including the materiality of fees paid for non-audit services and the nature of those services; and ○ any relationships with the Group or any other body or organisation that may impair or appear to impair the external statutory auditor's independence; • review all representation letters signed by management and seek clarification as required; • receive and review the reports of the external auditor; and • evaluate whether to recommend to the Board that an external auditor be replaced.
Internal Audit	• in the course of its periodic reviews of the Group's risk management framework, consider whether to recommend to the Board the creation of an internal audit function.
Ethical conduct and legal compliance	• review the effectiveness of the Company's system for monitoring compliance with applicable laws and regulations;

	• monitor the implementation of the Group's Anti-Bribery and Corruption Policy, Securities Trading Policy and Code of Conduct; • review the results of management's investigations and follow-ups (including disciplinary action) of any fraudulent acts or non-compliance; and • consider any other compliance areas relevant to the Company which are not currently addressed by the Company's risk and compliance systems.
Performance and Remuneration Arrangements	• advise the Remuneration and Nomination Committee on matters that may be relevant to assessing the performance and remuneration of the Executive Leadership Team.
Review of media releases, announcements and complaints	• regularly review the operation of the Company's Continuous Disclosure Policy and Communications Policy; • review corporate legal reports on any material violation of the *Corporations Act 2001* (Cth), the ASX Listing Rules or breaches of fiduciary duties; • assess any whistleblowing complaints and the efficiency of actions taken in response; and • periodically satisfy itself that the Company's Whistleblower process is operating effectively to allow people to safely report matters of ethical concern.

5. ACCESS AND ADVICE

The Committee is authorised to engage, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

The Committee is authorised to seek any information it requires from any officer or employee of the Group and such officers or employees will be instructed by the Board of the company employing them to respond to such enquiries.

The Committee may, in its discretion, delegate some of its responsibilities to a sub-committee or a member of the Committee.

6. REPORTING

6.1 Reporting to the Board

The Chair of the Committee shall report and as appropriate make recommendations to the Board after each Committee meeting on major issues discussed.

The Chair of the Committee will ensure that the Board is made aware of financial reporting, risk management and compliance matters which may significantly impact upon the Company in a timely manner.

6.2 Annual General Meeting and Annual Report

The Chair of the Committee or their nominee must attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

The Committee must review and approve any disclosures in the Company's annual report regarding the Committee, its activities and performance.

7. REVIEW

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board, at a meeting to be decided each calendar year. It must recommend to the Board any suggested changes in the duties and responsibilities of the Committee and this Charter.

The Board will review this Charter periodically to check that it is operating effectively and to consider whether any changes are required.

Approved by the Board on 21 May 2025