



Remuneration & Nomination Committee Charter

1. INTRODUCTION

The Nuix Remuneration & Nomination Committee (the **Committee**) has been established by the Board of **Nuix Limited ACN 117 140 235** ("**Nuix**", "**the Company**"). The Committee assists the Board :

- (a) to ensure the Board and senior executive team are performing effectively, including through:
 - (i) appropriate diversity of background, skills and experience; and
 - (ii) formal and transparent review and renewal processes; and
- (b) to ensure that remuneration framework of the Company and its subsidiaries (together, "**the Group**"), particularly for Directors and the Executive Leadership Team:
 - (iii) is appropriate for the company's size and position in its sector, and
 - (iv) rewards behaviours which embody the Company's values and contribute to sustainable growth.

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

2. MEMBERSHIP

2.1 Composition of Committee

The Remuneration & Nomination Committee must:

- (a) be of sufficient size, independence, diversity, experience and technical expertise to discharge its mandate effectively;
- (b) consist of at least three members, who are all non-executive directors, with:
 - (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; and
- (c) understand the Corporations Act and Listing Rule requirements concerning executive and director remuneration.

2.2 Secretary

The Company Secretary will act as secretary for the Committee.

3. MEETINGS

The Committee will meet as often as necessary, and at least twice a year.



The Chair of the Committee must call a meeting of the Committee if so requested by any Committee member, the Managing Director or the Company Secretary.

The Committee may invite other persons, including internal specialists or external advisers, to attend if considered appropriate by the Chair of the Committee.

The quorum for a meeting of the Committee will be 2 members, of whom at least one must be an Independent Director.

4. ROLE AND RESPONSIBILITIES

4.1 Understanding the Company's Business

The Committee will ensure it understands the Group's values and strategic priorities so it can adequately assess the Group's remuneration structures and support the recruitment and retention of high performing leaders at Board and Executive Leadership Team level.

4.2 Specific responsibilities

In addition to any other matters which may be referred to the Committee by the Board, the Committee will review and report and make recommendations to the Board on these topics:

Remuneration of Executive Leadership Team	• appropriate remuneration policies covering the Group's Executive Leadership Team, including (as appropriate) fixed, performance-based and equity-based remuneration, reflecting short and long term performance objectives appropriate to the Group's values, circumstances and strategy, as well as retirement benefits and termination payments. • ensuring that these remuneration policies: ○ are developed and reviewed through a formal, rigorous and transparent process; ○ enable the Group to attract and retain valued high quality employees; ○ motivate the Executive Leadership Team to pursue the long term growth and success of the Group in keeping with the Group's values; ○ have regard to prevailing market conditions to ensure that the Executive Leadership Team are remunerated reasonably, and not excessively.
Remuneration of non-executive Directors	• recommend fees paid to non-executive Directors; and • recommending increases to the aggregate amount of non-executive Directors fees to be put to Shareholders at the Company's annual general meeting.



Senior executives and executive Directors succession	review succession plans for the Executive Leadership Team on a regular basis to maintain an appropriate mix of diversity, experience and skills in the management of the Group.
Board composition	- oversee Board succession plans to maintain an appropriate balance of skills, knowledge, experience, independence, diversity and expertise on the Board; and - review the size and composition of the Board and Board Committees before a director is due to retire by rotation, discussing with that director whether they wish to seek re-election, and considering whether to recommend that the Board support their re-election.
New Directors	- develop policy and processes for selection of Directors; - identify individuals who may be desirable additions to the Board and particular Committees, including judgement, skill, diversity, experience with business and other organisations of a comparable size, and the interplay of the candidate's experience with the experience of other Board members; and - ensure there is an effective orientation program for new Directors, and regularly review its effectiveness.
Performance	- review the need for existing Directors to undertake professional development in order to perform their role effectively. - in collaboration with the Board, develop and implement procedures for the annual evaluation of the performance of the Board, each Board Committee and individual Directors; and - ensure that the performance of each Executive Leadership Team member is evaluated at least annually.
Diversity	- develop measurable objectives to achieve gender diversity in the composition of the Board, Executive Leadership Team and workforce generally in accordance with the Company's Diversity Policy; - monitor the Company's performance in gender diversity in accordance with the Company's Diversity Policy; and - identify strategies for reducing the risk of gender bias in remuneration practices, and satisfy itself as to their implementation.

5. ACCESS AND ADVICE

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.



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 to the Board after each Committee meeting on major issues discussed and make recommendations relating to those issues.

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, including the Remuneration Report.

The Committee is responsible for review and approval of the Remuneration Report and of 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