



Continuous Disclosure Policy

1. INTRODUCTION AND PURPOSE

The purpose of the Policy is to:

- (a) ensure that Nuix ACN 117 140 235 (“**Nuix**” or “**the Company**”) complies with its continuous disclosure obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and **ASX** Listing Rules;
- (b) help the Company’s Directors and employees understand and support the Company’s Continuous Disclosure obligations; and
- (c) promote investor confidence in the Company’s disclosure practices;

so that we can **take ownership** of our legal responsibilities and be **unafraid** to do the right thing, quickly.

2. NUIX’S CONTINUOUS DISCLOSURE OBLIGATIONS

2.1 Legal framework

As a public company listed on ASX., the Company is subject to continuous disclosure requirements under the Listing Rules (which are given legislative force under section 674 of the Corporations Act).

2.2 What must normally be disclosed immediately?

- (a) The Company must immediately (meaning, “promptly and without delay”) disclose to the ASX any information concerning Nuix that a reasonable person would expect to have a material effect on the price or value of the Company’s securities.
- (b) Information will be taken to have a material effect on the price or value of the Company’s securities if it would be likely to influence investors in deciding whether to buy, hold or sell the Company’s securities if the information became public. This type of information is referred to as “**price sensitive**” information. In considering whether information is “price sensitive” it can be helpful to ask:
 - i. Would this information influence my decision to buy or sell at the current price?
 - ii. Would I feel exposed to insider trading action if I were to buy or sell using this information if it were not generally known?
- (c) The types of information that may need disclosure include:
 - i. a transaction that will lead to a significant change in the nature or scale of the Company’s activities;
 - ii. a material acquisition or disposal;



- iii. the granting or withdrawal of a material licence;
 - iv. the entry into, variation or termination of a material contract;
 - v. becoming a plaintiff or defendant in a material law suit;
 - vi. a change in the revenue or profit or loss forecasts that is materially different from market expectations;
 - vii. a decision of a regulatory authority in relation to the Company's business;
 - viii. a formation or termination of a joint venture or strategic alliance; or
 - ix. giving or receiving a notice of intention to take a takeover.
- (d) If any material information previously disclosed to the market becomes incorrect, the Company must release an announcement correcting or updating that information.

2.3 What exceptions may apply

Under ASX Listing Rule 3.1A, disclosure of price sensitive information is not required while all of (a), (b) and (c) are satisfied:

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
 - i. it would be a breach of a law to disclose the information;
 - ii. the information concerns an incomplete proposal or negotiation;
 - iii. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - iv. the information is generated for the internal management purposes of the Company; or
 - v. the information is a trade secret.

The Company must disclose the information to ASX as soon as one of paragraphs (a), (b) or (c) no longer applies.

A flow chart illustrating the decision-making process is included at the end of this document.

3. HOW OUR TEAM IMPLEMENTS THIS POLICY

3.1 The Board's responsibilities



The Board is responsible for being satisfied that the Company is complying with its continuous disclosure obligations. This will include:

- (a) ensuring that, whenever the Board meets, the Directors consider whether any of their deliberations give rise to an obligation to disclose information to the market;
- (b) making decisions on the timing and amount of information to be disclosed to the market;
- (c) seeking to ensure that announcements are made in a timely manner, are not misleading, do not omit material information and are presented in a clear, balanced and objective way;
- (d) reviewing the Company's periodic disclosure documents and media announcements before release to the market; and
- (e) periodically monitoring disclosure processes and reporting.

3.2 Disclosure Committee Responsibilities

The Board may appoint a Disclosure Committee, and delegate some or all of its responsibilities under this Policy. As at the time of the adoption of this policy, a Disclosure Committee has been convened, and can be contacted via the Company Secretary.

3.3 The Company Secretary's responsibilities

The Company Secretary is responsible for communication with ASX and for the general administration of this Policy. This includes:

- (a) ensuring that the ASX is immediately notified of any information which needs to be disclosed;
- (b) reviewing board papers and other information referred to the Company Secretary for matters that the Company Secretary considers may give rise to disclosure obligations;
- (c) ensuring that Board and committee meetings include on their agendas a place for considering whether any matters discussed at the meeting ought to be disclosed;
- (d) maintaining a record of discussions and decisions made about disclosure issues by the Board or Disclosure Committee and a register of announcements made to the ASX; and
- (e) **taking ownership** and following-up on all reporting from employees regarding information that might be "price sensitive" information;
- (f) preparing and lodging routine administrative announcements, such as a disclosure of a change in a director's notifiable interest in Company Securities

3.4 Responsibilities of employees

- (a) All employees must maintain the confidentiality of corporate information, and not disclose it to third parties without prior authorisation.
- (b) All employees must actively consider whether there are any matters that may need to be disclosed under this Policy. Examples of such information are set out in section 2.2(c). That is, information that might influence someone who commonly invests in shares to buy or sell the Company's securities.



- (c) If an employee becomes aware of potentially market sensitive information they must immediately advise the Company Secretary. Even if you are not sure, you must still report the information to the Company Secretary.

3.5 Process for deciding what and when to disclose:

- (a) **Reporting of price sensitive** information – Any employee that becomes aware of “price sensitive” information, or information that might be price sensitive information, must report the information to the Company Secretary;
- (b) **Review of price sensitive information** - after receiving any potentially price sensitive information, the Company Secretary will (in consultation with the Disclosure Committee and/or external advisers if necessary), decide whether it must be disclosed;
- (c) **Prepare external announcement** - if the information must be disclosed, the Company Secretary, or an appropriate delegate, will prepare a draft announcement;
- (d) **Obtain sign off** - material draft company announcements must be signed off by the Board or Disclosure Committee or another delegate authorised by the Board for that purpose;
- (e) **Lodge announcement** - the Company Secretary, or a person appointed by the Company Secretary, will lodge the announcement with ASX electronically and will ensure that the Board receives copies of all material market announcements promptly after they have been made; and
- (f) **Post announcement on the Company website** - within 24 hours after receiving an acknowledgement from ASX that the announcement has been released to the market, the Company Secretary or their delegate will post the announcement onto the Company's website.

3.6 Timing

The Company must not release material price sensitive information publicly until it has disclosed it to ASX and received confirmation of its release by ASX. If information is to be released by the Company's Head Office and simultaneously in another geographical location (for example, by a foreign joint venture partner), the Company Secretary will consult with the relevant parties to determine how the requirement of the Listing Rules will impact on the timing of the disclosure.

3.7 Media and market speculation

- (a) All communication with the media will be through the Chair, the Managing Director/CEO or the Company Secretary, or persons authorised by the Board.
- (b) The Company has a general "no comments" policy in relation to market speculation and rumours. However, the Company may issue an announcement in response to a market speculation or rumour where it is necessary to comply with the continuous disclosure obligations, for example, for the purpose of correcting factual errors or responding to a formal request from ASX for information.
- (c) The Company will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing that information to ASX. It will also not provide any information "off the record".
- (d) Employees who are approached by the media or any external parties for information



should observe the "no comments" policy, politely explain that they are not an authorised spokesperson for the company and notify the Company Secretary of the inquiry as soon as possible.

3.8 Briefings/meetings/conference calls with analysts or investors

As part of the Company's program of investor relations and to enhance analysts' understanding of its performance and strategy, it conducts briefings with analysts or investors from time to time, including:

- one-on-one discussions;
- Company briefings, presentations at third party sponsored investor conferences; and
- conference calls,

(collectively referred to as **Briefings**).

The Company's policy for Briefings is not to disclose any information which is, or potentially is, material price sensitive information, that has not been announced to the market via ASX. To this end:

- (a) a copy of new and substantive investor or analyst presentation materials will be released on the ASX market announcements platform ahead of the presentation.;
- (b) any written material to be used at a briefing must be provided in advance to the CEO or Company Secretary to determine whether it contains any information that has not previously been disclosed;
- (c) if a question raised during the briefing can only be answered by disclosing material price sensitive information which was not previously disclosed to ASX, the Company employee must decline to answer the question, and take the question on notice; and
- (d) Company employee(s) participating at a briefing should conduct a post-briefing review on the same day to identify whether any confidential information was disclosed. If an employee present at a briefing considers that any confidential material price sensitive information was disclosed during the briefing, he or she must immediately notify the Company Secretary.

3.9 Responding to analyst reports and forecasts

Stockbroking analysts frequently prepare reports on securities of listed entities, including the Company, which contain performance and financial forecasts. The Company acknowledges the importance of analyst reports in facilitating the operation of the market in an informed and efficient manner.

However, the Company is independent of analysts. The Company will not endorse any such reports, and will restrict its comments to factual matters and information which has been previously disclosed to ASX and the market generally.

3.10 Chatrooms and social media

Company employees or associated parties must not participate in chat rooms and social media discussions on the internet where the subject matter relates to the Company unless



authorised in writing to do so by the CEO, CFO or Company Secretary. Any such participation must clearly identify the participant by name and as a Company spokesperson.

3.11 Inadvertent or premature disclosure of information

Disclosure of material price sensitive information to an external party prior to disclosure to ASX constitutes a breach of Listing Rule 15.7.

If a Director or employee becomes aware that:

- (a) there may have been disclosure of material price sensitive information (for example through analyst briefings or responses to security holder questions) which has not been disclosed to ASX; or
- (b) confidential Company information may have been leaked (whatever its source),

he or she should immediately notify the Company Secretary. If the Company Secretary believes that the information may require disclosure, they will follow the procedures in clause 3.5.

4. TRADING HALTS

In certain circumstances, the Company may need to request a trading halt from ASX to maintain the efficient trading of its securities. The CEO and/or Company Secretary will in consultation with the Disclosure Committee or Chair make all decisions in relation to trading halts and are the only personnel authorised to request or delegate the requesting of a trading halt on behalf of the Company.

5. OTHER MATTERS

5.1 Breach of Policy

All employees should read this Policy carefully. Breaches of this Policy may result in disciplinary action against the employee including dismissal in serious cases.

5.2 Questions?

If you have any questions on the Policy, please contact the Company Secretary at company.secretary@nuix.com.

6. REVIEW

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

Adopted by the Board on 27 June 2025.

OVERVIEW OF THE CONTINUOUS DISCLOSURE DECISION PROCESS (from ASX Guidance Note 8)

