



Audit & Risk Committee Charter

1. INTRODUCTION

The Audit & Risk 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 its 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 escalate 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 operates 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 auditor, 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	<ul style="list-style-type: none">• 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, 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;• review and make recommendations to the Board regarding the adequacy of the Company's corporate reporting processes; and• oversee the Company's climate-related financial disclosures prepared in accordance with AASB S2 Climate-related Disclosures, including reviewing the accuracy and completeness of those disclosures, and making recommendations to the Board regarding their approval.
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Oversight of risk management framework	<ul style="list-style-type: none">• monitor the adequacy of the Company’s risk management processes to assess and manage material risks, including:<ul style="list-style-type: none">○ 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	<ul style="list-style-type: none">• periodically, meet separately from management with the external statutory auditor to discuss issues and concerns warranting Committee attention, including:<ul style="list-style-type: none">○ the appropriateness of accounting judgements and choices exercised by management in preparing the Company’s financial statements;



	<ul style="list-style-type: none"> ○ the external statutory 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.
<p>External Statutory Audit</p>	<ul style="list-style-type: none"> • 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: <ul style="list-style-type: none"> ○ 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: <ul style="list-style-type: none"> ○ the length of appointment; ○ the last dates on which lead engagement partners were rotated; ○ fees paid to external statutory auditor, 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 statutory auditor; and • evaluate whether to recommend to the Board that an external statutory auditor be replaced.
<p>Internal Audit</p>	<ul style="list-style-type: none"> • 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.
<p>Ethical conduct and legal compliance</p>	<ul style="list-style-type: none"> • review the effectiveness of the Company’s system for monitoring compliance with applicable laws and regulations;



	<ul style="list-style-type: none"> • 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; • consider any other compliance areas relevant to the Company which are not currently addressed by the Company’s risk and compliance systems; • oversee the preparation and approval of the Company’s Modern Slavery Statement, including reviewing management’s assessment of modern slavery risks in the Group’s operations and supply chains; and • oversee the Company’s Responsible AI Policy, including monitoring management’s implementation of the Policy and reviewing its continuing adequacy having regard to developments in AI governance frameworks.
<p>Performance and Remuneration Arrangements</p>	<ul style="list-style-type: none"> • advise the Remuneration & Nomination Committee on matters that may be relevant to assessing the performance and remuneration of the Executive Leadership Team.
<p>Continuous Disclosure and Whistleblowing</p>	<ul style="list-style-type: none"> • regularly review the operation of the Company’s Continuous Disclosure Policy and Communications Policy; • review corporate legal reports on any material violation of the <i>Corporations Act 2001</i> (Cth), the ASX Listing Rules or breaches of fiduciary duties; • • oversee the Company’s Whistleblower Policy, including receiving and assessing whistleblowing complaints and the actions taken in response, and periodically satisfying itself that the Policy 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 relevant Group entity employing them.

The Committee has the right to meet separately and directly with the external statutory auditor and the Head of Risk, without management present, to discuss any matters the Committee or those people consider appropriate.

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 recommend to the Board for approval 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 at least annually to check that it is operating effectively and to consider whether any changes are required.

Notwithstanding the above, the Chair of the Committee, acting with the concurrence of the Company Secretary, is authorised to approve non-material amendments to this Charter between annual reviews, where "non-material" has the meaning given in the Policy and Procedure Approval Matrix.

Approved by the Board on [20 May 2026]