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 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://www.nuix.com/investors/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 6 October 2026 and has been approved by the board.

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

Date:	6 October 2026
Name of authorised officer authorising lodgement:	Nicholas Vesic 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://www.nuix.com/investors/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.

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]**
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://www.nuix.com/investors/corporate-governance. and we have disclosed the information referred to in paragraph (c) at: …….. [*insert location*] and if 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 its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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]**
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 Composition and Independence.	☐ set out in our Corporate Governance Statement **OR** ☐ 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 **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 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://www.nuix.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: The members of the Committee and the number of times the Committee met is set out in the 2026 Annual Report.	☐ 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

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]**
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 and, where applicable, the information referred to in paragraph (b) at: The Corporate Governance Statement under the heading Board Composition and Independence and the length of service of each director at: The Corporate Governance Statement under the heading Board Composition and Independence.	☐ 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

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 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: https://www.nuix.com/aboutus.	☐ 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://www.nuix.com/investors/corporate-governance.	☐ set out in our Corporate Governance Statement
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://www.nuix.com/investors/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://www.nuix.com/investors/corporate-governance.	☐ set out in our Corporate Governance Statement

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 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://www.nuix.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) under the heading Board Composition and Independence in our Corporate Governance Statement.	☐ 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

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://www.nuix.com/investors/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://www.nuix.com/investors/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: https://www.nuix.com/investors/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
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

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 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 committee at: https://www.nuix.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: page 47 of the 2026 Annual Report.	☐ 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 2026 Annual Report	☐ set out in our Corporate Governance Statement
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 the fact 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.	☐ set out in our Corporate Governance Statement

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]**
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: section 2.6 of the 2026 Annual Report	☐ set out in our Corporate Governance Statement

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 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://www.nuix.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: page 47 of the 2026 Annual Report.	☐ set out in our Corporate Governance Statement **OR** ☐ 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 2026 Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ 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: https://www.nuix.com/investors/corporate-governance.	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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]**
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: …… [*insert location*]	☐ 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			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* 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: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* 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: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT 2026

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 (the **Board**) is responsible for the overall corporate governance, operation and stewardship of the Company. The Board oversees the long-term growth and profitability of the Company, in accordance with 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 (the **Company**) for the financial year ending 30 June 2026 (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).

This statement, together with ASX Appendix 4G is current as at 6 October 2026 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://www.nuix.com/investors/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 to 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 the Executive Leadership Team;
- "setting the tone" from the top, and overseeing the Executive Leadership team as they promote and maintain the desired culture for the Nuix Group;
- 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 and artificial-intelligence related disruption, cyber security, privacy and data breaches, sustainability and climate change;
- establishing the acceptable levels of risk within which the Board expects the Executive Leadership Team to operate, and analysing whether Nuix is operating with due regard to the risk appetite set by the 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;
  - undertaking evaluation of the performance of the Board (including the Chair), each Board Committee and their respective Chairs and individual Directors;
  - with the assistance of the Remuneration and Nomination Committee, reviewing the Board's skills matrix to ensure all skills needed to address existing and emerging business and governance issues are covered;
  - approving Nuix's Statement of Values and Code of Conduct; and
  - monitoring and evaluating the Company's compliance with its corporate governance standards.

The Charter provides for the Board to delegate day to day management of Nuix to the Executive Leadership Team, and to delegate matters to committees established by the Board, however ultimate responsibility for strategy and control rests with the Board.

CORPORATE GOVERNANCE STATEMENT

The composition of the Board, its performance and the appointment of new Directors is reviewed periodically by the Board, taking advice from external advisers where 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; and their details are provided on our website at https://www.nuix.com/the-people-of-nuix. The Executive Leadership Team meets regularly, and meetings are normally chaired by the CEO.

3.3 Company Secretary

The Board has appointed Mr Nicholas Vesic as Company Secretary. Mr Vesic reports directly to the Board through the Chair, and all directors will have access to him 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's 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 eight (8) directors comprising seven (7) 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, and has begun a global search to identify a new director in anticipation of Sir Iain Lobban's retirement later this year.

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

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 2026 Annual Report.

Non-Executive Directors	Date of Appointment
Robert Mactier	06 October 2021
Sir Iain Lobban *(to retire at close of 2026 AGM)*	18 November 2020
Jacqueline Korhonen	06 October 2021
Alan Cameron AO	03 January 2023
Sara Watts	03 January 2023
Edward (Ted) Pretty	01 March 2026
Rachel Barger	01 March 2026
Executive Director	**Date of Appointment**
John Ruthven	04 May 2026

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.

Robert Mactier is the present serving Chairman. Further information on Mr Mactier is set out on page 48 of the Company's 2026 Annual Report.

4.3 Director Independence

The Board requires a majority of its directors to be independent, using the guidelines in the ASX Principles.

Currently, six (6) directors are considered by the Board to be independent non-executive directors, namely Robert Mactier (Chairman of the Board), Sir Iain Lobban, Jacqueline Korhonen, Alan Cameron AO, Sara Watts, and Rachel Barger.

Edward (Ted) Pretty is a nominee director of the major shareholder of the Company, Macquarie Capital, and is therefore not considered to be independent.

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

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.

The Board has also appointed a Disclosure Committee to assist with the timely disclosure of information to the market.

CORPORATE GOVERNANCE STATEMENT

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 the Audit and Risk Management Committee and the Remuneration and Nomination 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 the Audit and Risk Management Committee and the Remuneration and Nomination Committee are set out in the Directors' report on page 47 of the Company's 2026 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 implementation of the Company's governance policies, and whether changes or new policies are required to deal with new or changing compliance areas;
  - the effectiveness of the Company's information security and artificial intelligence management systems;
  - the independence, objectivity, and performance of external auditors; and
  - the Company's risk management processes;
- making recommendations to the Board in relation to the appointment of external auditors and approving the remuneration and terms of their engagement;
- making recommendations to the Board regarding changes that could be made to the Company's risk governance processes, including whether an internal audit function should be established; 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.

REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee is responsible for supporting the Board on matters relating to:

- succession planning for the Board and Executive Leadership Team;
- Board composition and performance; and
- remuneration of the directors, the 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	• Sara Watts (Chair), Independent Non-Executive Director • Robert Mactier, Independent Non-Executive Director • Alan Cameron AO, Independent Non-Executive Director	• 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 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

CORPORATE GOVERNANCE STATEMENT

Committee	Members	Composition
Remuneration and Nomination Committee	• Jacqueline Korhonen (Chair), Independent Non-Executive Director • Edward (Ted) Pretty, Non-Executive Director. • Alan Cameron AO, Independent Non-Executive Director	• 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 1 member who has expertise in remuneration • Members to be appointed for a fixed period of no more than 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 in identifying 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 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 re-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

Skill / Experience	Description
Customer Markets (e.g. eDiscovery, Intelligence, Cyber etc)	Has substantial experience in Nuix's customer markets
Experienced ASX Board Director / Committee Chair	Substantial experience as an NED on multiple ASX listed boards including chairing committees
Finance & Accounts	Detailed understanding of finance including capital markets. *For example, as a CFO, banker or auditor, or from an extended period as an ARC Chair*
International	Has work experience in the geographic markets Nuix is targeting
Leadership	Experience in leading large, complex and global teams
M&A / Transaction Experience	Has substantial M&A experience either as an executive in an acquiring company or as a banker
People & Remuneration	Relevant experience for Remuneration & Nomination Committee. *For example, prior HR experience or as a Nomination & Remuneration Chair*
Product & Engineering	Has substantial executive experience in leading product or engineering functions
Risk & Legal	Experience with Board Governance and Compliance. *For example, working as an advisor, substantial experience Chairing Risk Committees, or through a legal background or managing cyber risk.*
Software / SaaS Sales and Marketing	Has substantial executive experience in selling and marketing b2b software

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, the Board and its Committees were undertaken in July 2026.

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 new executives are able to participate fully and actively in management decision-making at the earliest opportunity.

6. DIVERSITY AND INCLUSION

The Company is a forward thinking and dynamic organisation that holds its people in the highest esteem and considers them to be its greatest asset. The Company'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.

The Company values and is proud of its strong and diverse workforce and is committed to supporting this diversity through broad recruiting and outreach designed to improve diversity in our applicant pools, hiring the best talent through de-biased processes, and strengthening programs designed to engage and retain all our employees.
The Company believes that such a commitment 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 and publishes a Diversity Policy which sets out Nuix's commitment to diversity and fairness in the workplace and is subject to applicable national and local laws and guidance on diversity, hiring practices and workplace culture, including in the United States. The Company has not set specific objectives relating to gender diversity, as this is not lawful in certain jurisdictions in which the Nuix Group does business.

In Australia, Nuix issues a Workplace Gender Equality Report in accordance with Nuix's obligation as a "relevant employer" under the Workplace Gender Equality Act 2012 (Cth). This can be found at https://www.nuix.com/investors/corporate-governance.

CORPORATE GOVERNANCE STATEMENT

7. ETHICAL AND RESPONSIBLE BEHAVIOUR

7.1 Code of Conduct

Nuix is committed to being a "Force for Good"

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 values:

- Take Ownership;
- Resilient;
- Unafraid;
- Team Nuix;
- Hero our customers.

As a company, Nuix aims to:

- promote a culture of respect;
- Provide a working environment that is safe, challenging and rewarding;
- protect customers', suppliers' and employees' personal and sensitive information;
- Use artificial intelligence responsibly
- demonstrate the Company's commitment to the highest standards in business and professional ethics;
- Encourage people to speak up if they see or experience behaviour inconsistent with the Code of Conduct; and
- comply with all applicable laws.

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 personnel and reflects the Directors' intention to ensure that their duties and responsibilities of all staff to the Company are performed with the utmost integrity.

The Code of Conduct deals with the following principal areas:

- the Company's values and commitment to be a Force for Good;
- the Company's business ethics and commitment to governing responsibly;
- 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; responsible use of AI; 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.

Nuix's Anti-Corruption and Anti-Bribery Policy applies to anyone employed or engaged by the Company and its subsidiaries. Its purpose is to:

- ensure that the Company complies with anti-bribery and anti-corruption laws including applicable sections of Australia's Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act ;
- set clear limits or prohibitions on gifts, entertainment, hospitality and other benefits; and
- promote investor and customer confidence in the integrity of the Company.

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;
- accurate and transparent record-keeping; and
- due diligence on third parties with whom Nuix works.

The Anti-Corruption and Anti-Bribery Policy also encourages all employees to report any concerns or suspicions of bribery or corruption.

7.3 Conflicts of Interest Procedure

Personnel are required to promptly and 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 the Company's Conflict of Interest Procedure which supports the Company's Anti-Corruption and Anti-Bribery Policy, and is an internal document made available to all employees, officers, agents, consultants, and business partners.

In circumstances where personal, financial or professional interests have the potential to interfere with a person's responsibilities to Nuix, the person must provide details of the interest to the Company's Legal team, which will implement measures to mitigate the risk of detriment to Nuix.

7.4 Securities Trading Policy

The Nuix Group has a Securities Trading Policy for Directors and employees of the Group.

The policy states that staff may not trade in Nuix securities at any time other than during specific trading windows. 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.

CORPORATE GOVERNANCE STATEMENT

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 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 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. For example:

- Nuix uses reputable recruitment agencies and Employer of Record (EOR) providers when sourcing and engaging employees. These providers are required to comply with the relevant labour laws in each of the 13 countries in which Nuix has direct employees, contractors or staff engaged via EORs.
- Nuix conducts due diligence on all new vendors. This includes a 3rd party due diligence questionnaire with modern slavery questions and interrogation of a 3rd party intelligence database to identify any adverse media and modern slavery red flags. Nuix has a standard vendor agreement which includes modern slavery commitments. Nuix also commissions an annual independent review of all vendors for modern slavery risks.

7.6 Whistleblower Policy

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

Nuix's Whistleblower Policy 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 Nuix's whistleblower process including how Nuix will:

- protect such persons for raising concerns;
- undertake an initial assessment of a received disclosure; and
- investigate disclosures and report on findings.

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 appointment and performance of external auditors, together with business risks including strategic operation and regulatory risk and compliance with applicable laws, regulation and Company policies.

The membership and composition of the Audit and Risk Management Committee are set out on page 4 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 has unrestricted access to management, employees and all relevant Company information and regularly meets with the Company's external auditors. The CEO, Chief Financial Officer, General Counsel, Company Secretary, the external auditor, and other members of the executive leadership team attend meetings of the Committee by invitation.

8.2 Chief Executive Officer and Chief Financial Officer Declaration

Before the Board approves the Company's half-year and full-year financial reports, the CEO and 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 2025 and of the financial year ended 30 June 2026 from the Chief Executive Officer and the Chief Financial Officer prior to approving those financial reports.

CORPORATE GOVERNANCE STATEMENT

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.

Trent Duvall, lead auditor, has provided the required independence declaration to the Board for the financial year ended 30 June 2026. The independence declaration forms part of the directors' report and is provided on page 53 of the Company's 2026 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 151 of the Company's 2026 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 Company Secretary as the person with the primary responsibility for all communication with the ASX in relation to Listing Rule matters. The Board has also established a Disclosure Committee to assist with the timely disclosure of information to the market.

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 will ensure that all stakeholders, market participants and the wider community are informed of its activities and performance.

The Company's Communication Policy, in combination with the Company's Continuous Disclosure 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.

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.

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 who cannot attend are encouraged to forward questions or comments to the Company Secretary prior to the meeting;
- **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. 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.

CORPORATE GOVERNANCE STATEMENT

The Company encourages shareholders to contact the Company Secretary with queries relating to shareholder meetings. Shareholders are encouraged to receive communications from the Company, and send communications to the Company, electronically.

All resolutions in a notice calling a shareholder meeting 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. At least annually, the Board reviews the Company's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk.

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 the Company's financial statements before they are considered by the Board;
- 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;
- review the engagement and performance of the Company's external auditors;
- ensure adequate policies and processes have been designed and implemented to manage identified risks;
- review the Company's level of insurance;
- overseeing the Company's responsible use of artificial intelligence;
- receive reports from the Executive Leadership Team on emerging sources of risk, and risk controls to deal with those risks; 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 page 4 of this Corporate Governance Statement.

10.2 Internal Audit

The Company does not currently have an internal audit function in place. The Audit and Risk Management Committee is responsible for considering, in the course of its periodic reviews of the Group's risk management framework, whether to recommend to the Board the creation of an internal audit function.

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:

- Energy consumption and emissions
- Data security and privacy
- Robust governance and risk management frameworks
- Employee wellbeing, diversity and inclusion

Full details are contained in page 18 set out in the Company's 2026 Annual Report.

CORPORATE GOVERNANCE STATEMENT

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 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, 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 4 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 non-executive directors, those directors are paid fixed fees and 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 54 of the Company's 2026 Annual Report together with details of remuneration paid during the reporting period.

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