



Whistleblower Policy

1. PURPOSE

Nuix Group Limited and its subsidiary companies (collectively, "**Nuix**") are committed to conducting business with integrity and in accordance with Nuix's corporate values.

The purpose of this Policy is to:

- (a) encourage Eligible Whistleblowers to raise concerns and report an issue if they genuinely believe someone has engaged in serious wrongdoing with respect to Nuix;
- (b) explain how Eligible Whistleblowers can lodge a report;
- (c) explain how Nuix will investigate the report;
- (d) explain the legal protections for whistleblowers under the *Corporations Act, 2001* (Cth) (**Corporations Act**) and *Taxation Administration Act, 1953* (Cth) (**TAA**); and
- (e) explain how in practice Nuix will protect a whistleblower.

This Policy forms part of Nuix's risk management framework which includes our Risk Management Policy, Code of Conduct, Anti-Bribery and Anti-Corruption Policy and other related documents.

This Policy aligns with Nuix's Statement of Values at <https://www.nuix.com/what-we-stand-for>, to help us all **take ownership** of our legal responsibilities and be **unafraid** to do the right thing, quickly.

2. OVERVIEW OF OUR REPORTING PROCESS

2.1 Who is an Eligible Whistleblower?

This Policy applies to anyone who is currently, or who has previously been:

- (a) employed or engaged by Nuix, including employees (whether permanent, part time, fixed term or temporary), contractors, consultants, secondees and directors;
- (b) a supplier of goods or services to Nuix (including their employees); or
- (c) a spouse, dependent, or other relative of a person listed above.

2.2 What can I report?

You may make a report under this Policy if you have reasonable grounds to suspect misconduct or an improper state of affairs or circumstances in relation to any company in the Nuix Group. '**Reasonable grounds**' means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

This can include information about Nuix, or an officer or employee of Nuix, or a contractor, supplier, tenderer or other person doing business with Nuix, engaging in conduct with respect to Nuix that:

- (a) breaches the Corporations Act;
- (b) breaches other financial sector laws enforced by the Australian Securities and Investments Commission (**ASIC**) or Australian Prudential Regulation Authority (**APRA**);



- (c) amounts to an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months;
- (d) breaches the Nuix Code of Conduct or Anti-Bribery and Anti-Corruption Policy; or
- (e) represents a danger to the public or the financial system.

Nuix's Board expects that employees of Nuix who become aware of actual or potential Reportable Events will make a report under this Policy or under other applicable policies. Employees are encouraged to raise concerns about any issue or reasonable suspicion as quickly as possible.

2.3 What if I have a grievance about a work-related matter that affects me personally?

- (a) A Reportable Event generally does not include a **personal work-related grievance** in relation to your employment, or former employment, with Nuix that has implications for you personally, such as:
 - (i) a dispute about your terms of employment,
 - (ii) interpersonal conflict with other employees,
 - (iii) disciplinary or performance management processes; or
 - (iv) termination of employment.
- (b) Disclosures that are not about Reportable Events do not qualify for protection under the Corporations Act. A disclosure about a **personal work-related grievance** may still qualify for protection if:
 - (i) it suggests misconduct beyond your personal circumstances, such as Nuix breaking the law; or
 - (ii) you are experiencing or threatened with negative consequences for making a disclosure.
- (c) If you have a grievance that is not a Reportable Event, please raise it in accordance with your local grievance policy. Your local policy can be found here: [People and Culture Policies](#).

2.4 Who are the Protected Disclosure Officers?

If you become aware of any issue or behaviour which you consider to be a Reportable Event, please report the matter through:

- (1) the Nuix compliance and whistleblower hotline (**Hotline**) by accessing the designated Whistleblower_system through the Nuix Legal_Compliance SharePoint page or accessing the designated reporting system directly on the internet, or by phone.; or
- (2) Nuix's General Counsel, directly via email or to conduct@nuix.com.



The role of the Hotline and the General Counsel in this capacity is to receive disclosures that qualify for protection under this Policy. If the General Counsel is involved in the concern, the concern should be reported via the Hotline and, in that case, the disclosure will be directed to external legal counsel.

While we encourage you to report to the Hotline or our General Counsel in the first instance, you may also make a disclosure to the following people:

- a) a member of our Leadership Team (see <https://www.nuix.com/the-people-of-nuix>);
- b) any other director of Nuix;
- c) Nuix's auditor, or a member of Nuix's audit team; or
- d) ASIC.

The General Counsel, members of our Leadership Team and other Directors of Nuix are all **Protected Disclosure Officers** for the purpose of this policy.

2.5 Emergency or public interest disclosures

Certain disclosures made in 'emergency' or 'public interest' situations can be made to additional recipients. Those recipients include members of parliament and professional journalists. We strongly recommend you seek legal advice before disclosing to one of these persons, as the disclosure can only be made after you have already notified ASIC, APRA or another Commonwealth body nominated by regulation, and other criteria apply. General information on these disclosures is included in the materials published by ASIC at: <https://asic.gov.au/about-asic/contact-us/how-to-complain/whistleblower-protections/#public>

2.6 How do I make a report?

You may make a disclosure at any time to the people identified in section 2.4 in person, by phone, email, post, or by hand.

- (a) However you report, please indicate whether you consent to the recipient of the report disclosing your identity to other relevant persons, such as a designated investigation team (if one is established), Company officers and Nuix's external legal advisors. **Unless you positively indicate you wish to remain anonymous, we will assume your consent to your identity being shared to these limited persons.**
- (b) If you make a disclosure from or to a Nuix email address, your email may be accessed by certain people within our IT department in accordance with Nuix's policies. If you are concerned about those limited circumstances in which your email might be accessed, you may prefer to make your disclosure verbally, by post or by hand
- (c) If you elect to remain anonymous we will respect your right not to identify yourself, and you will still have the benefit of any protections that apply under the Corporations Act. However, it may mean that our investigation will be limited. Anonymity can also be limited to particular circumstances (i.e. *'I do consent to you sharing my identity with an external investigator but not to employees or officers of Nuix'*).



2.7 What do I include in a report?

- (a) We encourage that you make the disclosure using the form that is attached to this policy and is also available on the [Legal Compliance](#) home page.
- (b) We do not expect an initial disclosure to include absolute proof of misconduct. However, where possible please provide:
 - (i) the name, job title and workplace address of the person the subject of the disclosure;
 - (ii) details of the misconduct including dates and places;
 - (iii) names of anyone who may substantiate the disclosure; and/or
 - (iv) any other evidence that supports the disclosure such as emails or other documents.

2.8 What if I want some advice?

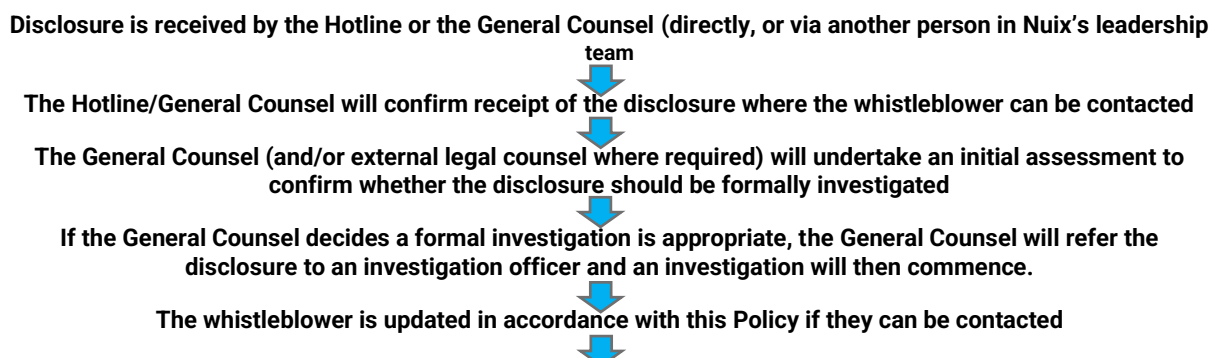
- (a) If you wish, you may contact NuiX's General Counsel directly via email or to conduct@nuiX.com, or another Protected Disclosure Officer with high level information, or to ask questions about the process, and then follow up with further detail later.
- (b) If you decide to obtain independent legal advice before making a disclosure, your communication with your legal adviser will also be protected under the Australian whistleblower laws.

2.9 What if I provide incorrect information?

- (a) You must have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised if the information turns out to be incorrect. However, you must not make a report that you know is not true or is misleading.
- (b) If you knowingly made a false report, this will be considered a serious matter that may result in disciplinary action. There may also be legal consequences for you if you make a knowingly false report.

3. HOW DOES NUIX INVESTIGATE DISCLOSURES?

This diagram outlines the high level steps NuiX will generally take once a disclosure has been received.





Once any investigation is finalised a disclosure is prepared which is the property of Nuix. The whistleblower will be informed of the findings of the investigation where appropriate



Subsequent actions are taken as appropriate

Where an investigation is undertaken, the objective will be to determine whether there is enough evidence to substantiate the matters disclosed. The investigator will be independent of both the person who made the disclosure and the person(s) or business unit(s) whose conduct is disclosed.

Nuix endeavours to complete investigations within 90 days of receipt of a disclosure, however this time period may be exceeded depending on the circumstances of the matter.

3.1 Using third parties

The General Counsel may undertake an investigation themselves or delegate the investigation to another appropriate Nuix personnel, or to external legal counsel, accountants, or other experts. This is subject to compliance with the confidentiality protections set out in this Policy.

3.2 Updating the whistleblower

Nuix will provide regular updates to a whistleblower on the progress of the investigation (including in relation to timeframes) if they are willing to be contacted. The frequency and timeframe of these updates will vary depending on circumstances.

While Nuix may in its discretion communicate the findings of any investigation to a whistleblower who has made a disclosure, it may not always be appropriate to provide details of the outcome having regard to confidentiality and privacy considerations.

3.3 Further action following investigation

Where an investigation identifies misconduct or other inappropriate conduct, Nuix may take appropriate disciplinary action in its discretion. This may include, but is not limited to, verbal or written warnings, suspension of employment or termination of employment or engagement of a person(s) involved in any such conduct. If an investigation finds that criminal activity is likely to have occurred, the matter may also be disclosed to the police and/or other regulatory authorities by the responsible area within Nuix.

3.4 Escalation

If you are not satisfied with a decision not to conduct an investigation into your concern or the findings of any investigation, you can escalate this to the Chair of the Audit and Risk Committee who can be contacted via email at sara.watts@nuix.com

While the Chair of the Audit and Risk Committee commits to review the request, Nuix is under no obligation to commence or reopen any investigation. If the Chair of the Audit and Risk Committee concludes that an investigation was not appropriate, or that the findings of any investigation were appropriate, the matter will be concluded.

4. FAIR TREATMENT OF EMPLOYEES WHO ARE MENTIONED IN DISCLOSURES

In order to fairly treat all persons involved, Nuix will ensure that:



- (a) when an investigation is undertaken, the process will be objective, fair and independent;
- (b) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure and given an opportunity to respond to any allegations as and when required by principles of natural justice and procedural fairness; and
- (c) an employee who is the subject of a disclosure may contact the Company's Employee Assistance Program for confidential wellbeing support. This can be found here: <https://nuix0.sharepoint.com/sites/IntranetHome/SitePages/Employee-Wellness.aspx>.

5. WHAT PROTECTION IS AVAILABLE FOR WHISTLEBLOWERS?

The Corporations Act provides for a number of protections for whistleblowers. In this Policy we summarise the protections available to you. More information can be found at:

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>

Nuix is committed to ensuring that whistleblowers receive the benefit of these protections including confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly and do not suffer detriment.

5.1 Protection of your identity and confidentiality

(a) Legal protection

After receiving a report under this Policy, Nuix will only share your identity as a whistleblower or information likely to reveal your identity if:

- (i) you consent; or
- (ii) Nuix reports the matter to ASIC, APRA, the Tax Commissioner (**ATO**) or the Australian Federal Police (**AFP**); or
- (iii) Nuix discloses your identity to a lawyer for the purpose of obtaining legal advice or representation about the whistleblower provisions in the Corporations Act.

Unless one of these exceptions applies, disclosure of your identity, or information that could lead to your being identified, is an offence under the Corporations Act which carries serious penalties.

(b) How Nuix puts this into practice:

- (i) Nuix's Hotline includes the option for disclosures to be made anonymously.
- (ii) Nuix will ensure that all files and records created from an investigation are held securely.
- (iii) If Nuix needs to investigate a report, Nuix may disclose information that could lead to your identification, but unless you have consented to your identity being disclosed in these circumstances:



- (A) Nuix will not disclose your identity, and will only disclose information necessary for investigating the disclosure; and
 - (B) Nuix will take all reasonable steps to reduce the risk of your identity being discovered through that information, for example by using gender-neutral language and by removing references to other identifying information such as your role in Nuix.
- (iv) Nuix will ensure that everyone involved in handling and investigating your disclosure is aware of their confidentiality obligations.

5.2 Protection against detrimental conduct

(a) Legal protection

Whistleblowers are entitled to protection from detrimental treatment by any person in connection with making the report. Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment in connection with making a report.

(b) How Nuix puts this into practice

If you are subjected to detrimental treatment as a result of making a report under this Policy you should inform a Protected Disclosure Officer, or other officer or senior manager of Nuix. Nuix does not tolerate any detrimental conduct against persons who ask questions or report concerns under this Policy. Any person involved in detrimental conduct may be subject to disciplinary action. In some circumstances, this may also be a criminal offence, and Nuix may refer any person that has engaged in detrimental conduct to law enforcement authorities for further investigation.

5.3 Corporations Act protection for whistleblowers against litigation

If you are an eligible whistleblower, the Corporations Act protects you against civil, administrative and criminal litigation for protected disclosures.

5.4 Corporations Act protection: Reinstatement of employment

If you are an eligible whistleblower, and Nuix terminates your employment as a result of a protected disclosure, you may ask the court for an order to reinstate you either in your original position, or in another position at a comparable level in Nuix.

5.5 Corporations Act protection for whistleblowers against victimisation

It may be a civil and/or criminal offence to victimise you because of a protected disclosure made by you, as an eligible whistleblower.

If you suffer damage because of such victimisation, you may be able to claim compensation for that damage from the offender.



6. ADDITIONAL PROTECTIONS FOR DISCLOSURES ON TAX MATTERS

The *Taxation Administration Act 1953* (Cth) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met. Information can be found here: <https://www.ato.gov.au/general/gen/whistleblowers/>

7. REPORTING TO THE BOARD

The General Counsel regularly updates the Board of Nuix on Nuix's whistleblowing program, including summary information on disclosures, investigations, and results, which are de-identified as required. Disclosures or investigations concerning material incidents may be reported to the Board outside of scheduled updates. The Board at any time can ask about the state of Nuix's whistleblowing program.

8. BREACH OF THIS POLICY

Where you are concerned that a breach of this Policy has occurred or will occur, you should report your concern to the Hotline or the General Counsel. A breach of this Policy may be regarded as misconduct, which may lead to disciplinary action (including up to termination of employment or engagement). An individual may also be exposed to criminal and civil liability for a breach of legislation.

9. REVIEW

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

10. MISCELLANEOUS

10.1 Access and Training

As well as being published on our external website, this Policy can be found here: [People and Culture Policies](#).

Nuix will provide training to Protected Disclosure Officers about how to respond to reports and for all employees in relation to their rights and obligations under this Policy.

10.2 Local Variations

Certain jurisdictions where Nuix operates, or specific regulations that Nuix is required to follow, may impose additional or different legal requirements to those set out in this Policy. Where this occurs, the local laws supersede this Policy to the extent that they expressly conflict.

Nuix may also depart from the processes set out in this Policy in its absolute discretion where it is not required to comply with those processes as a matter of law.

10.3 Effect of policy

This policy is non-contractual and does not form part of any employment agreements with employees.

Adopted by the Board on 27 June 2025.



ANNEXURE: DISCLOSURE FORM

Nuix Group Limited and its related companies/subsidiaries (**Nuix**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Nuix values teamwork, respect and integrity and wishes to encourage a culture where any officer, employee or contractor feels safe to raise concerns about potential misconduct. Nuix appreciates you taking the time to bring matters of concern to our attention; thank you for speaking up.

This form may be used by anyone who is or was a Nuix officer (including a director or company secretary), employee, contractor or supplier to Nuix (for example, consultants, service providers and business partners) or an employee of such a contractor or supplier, as well as a parent, grandparent, child, grandchild, sibling, spouse or dependant of any of these individuals.

This form is part of Nuix's whistleblower program and is intended to assist you make a disclosure in relation to Nuix, or an officer or employee of Nuix, under Nuix's Whistleblower Policy.

Use of this form (including provision of all information requested in it) is optional and it is open to you to make your disclosure in another way.

You may provide this form to us by email or hand via:

- a) the Nuix compliance and whistleblower hotline (**Hotline**) by going online to the designated third-party disclosure site [\[link\]](#) or
- b) Nuix's General Counsel, by hand, directly via email or to conduct@nuix.com.

SECTION A: CONSENT	
☐	I consent to my identity being shared in relation to this disclosure; OR
☐	I consent to my identity being shared with an external investigator but not to employees or officers of Nuix other than the General Counsel or the Protected Disclosure Officer receiving this report OR
☐	I wish for my identity to remain anonymous <i>(If you wish to remain anonymous, you do not need to complete Section B and Section C)</i>
☐	I consent to being contacted about my disclosure <i>(If so, please complete Section C)</i>
☐	I wish to receive updates about my disclosure <i>(If so, please complete Section C)</i>
SECTION B: PERSONAL DETAILS	
Name:	
Address:	
Location (if applicable):	☐ Australia ☐ Other (write country)
Department / Team (if applicable):	
Role / Position:	
SECTION C: CONTACT DETAILS	
Preferred telephone no: <i>(this may be a private number; please include country and area code)</i>	
Preferred email address: <i>(this may be a private email address)</i>	
Preferred contact method: <i>(phone / email / in person)</i>	☐ Phone ☐ Email ☐ Mail ☐ In person
Best time to contact you:	



SECTION D: DISCLOSURE

All questions are optional – however, the more information that you provide, the easier it will be for us to investigate and address your concerns.

1	A description of your concerns, including: <ul style="list-style-type: none">• Location• Time• Persons involved <i>(You are encouraged to include with this disclosure any supporting evidence you may hold – you may use box 7 or a separate page if you run out of space)</i>	
2	How did you become aware of the situation?	
3	Who was involved in the conduct, including any names, departments and position?	
4	Does anyone else know about the matters you are concerned about? <i>(If yes, please describe any steps you have taken to report or resolve your concern and the outcome, if applicable)</i>	
5	Do you have any concerns about you or any other person being the subject of detrimental action because of this disclosure?	
6	Do you think the reported conduct might happen again?	
7	Please include any other details which you believe are relevant.	