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nuix

NOTICE OF ANNUAL GENERAL MEETING 2026

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Dear Shareholder,

I enclose a Notice of Meeting for the Annual General Meeting of Nuix Limited (**Company**) which is to be held at 10.00 am (AEDT) on 19 November 2026 (**Meeting**). The Meeting will be held online at https://meetings.openbriefing.com/NXL26 and in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000.

The Meeting will include resolutions regarding the re-election of Directors, the renewal of approval for the Nuix Incentive Plan, and the remuneration of executives.

In addition, the Company's Chief Executive Officer and Managing Director (CEO), John Ruthven and I will comment briefly on the activities and performance of the Company **during** the year to 30 June 2026. Detailed information is available in the Company's 2026 Annual Report, which is available on our website: https://www.nuix.com/investors.

Further information on the business of the Meeting, and how you can participate in the Meeting (including how to attend, vote and ask questions) is set out in the following pages and in the Online Platform Guide available at https://www.nuix.com/investors.

We hope you will join us to listen to our presentations, vote and ask questions on the items of business.

ATTENDING THE MEETING VIA THE ONLINE PLATFORM

Shareholders may participate in the Meeting online, which will allow you to view a live webcast, ask questions and make comments in writing, and vote during the Meeting.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter https://meetings.openbriefing.com/NXL26 in the web browser on your computer or online device;
- shareholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- proxyholders will need their proxy code which MUFG Corporate Markets (AU) Limited will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting and the time at which the Chairman announces voting closure. More information about online participation in the Meeting is available in the Online Platform Guide at https://www.nuix.com/investors.

ATTENDING THE MEETING IN PERSON

Shareholders may also attend the Meeting in person at

The Gold Melting Room
The Mint
10 Macquarie Street
Sydney NSW 2000.

VOTING PRIOR TO THE MEETING

Shareholders who are unable to join us at the Meeting are encouraged to cast a direct vote prior to the Meeting, or alternatively, to appoint a proxy to participate and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions.

Shareholders can cast their direct vote or appoint a proxy online at https://au.investorcentre.mpms.mufg.com/ or by following the instructions on the Proxy Form. These must be submitted by no later than 10.00am (AEDT) on 17 November 2026 to be valid.

Even if you plan to attend the Meeting or participate online, you are still encouraged to cast a direct vote or submit a directed proxy in advance of the Meeting so that your votes can be counted if for any reason you cannot attend online or in person.

Further information about voting, and the appointment of proxies, corporate representatives and attorneys, is contained in the following pages.

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MEETING CONSIDERATIONS AND SHAREHOLDER QUESTIONS

A discussion will be held on all items to be considered at the Meeting.

All shareholders, whether attending online or in person, will have a reasonable opportunity to ask questions during the Meeting, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with the Notice of Meeting and is also available on the Company's website: https://www.nuix.com/investors.

We will attempt to address the more frequently asked questions in the Chairman and CEO's presentations to the Meeting. Written questions must be received by the Company or MUFG Corporate Markets (AU) Limited by 5.00pm (AEDT) on 12 November 2026, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

ALL RESOLUTIONS BY POLL

In accordance with the Constitution, I intend to call a poll on each of the proposed resolutions.

We look forward to welcoming you to the Meeting.

Yours sincerely

ROBERT MACTIER
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

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Notice is hereby given that the Annual General Meeting of the members of Nuix Limited (**Company**) will be held via the online platform at https://meetings.openbriefing.com/NXL26 and in person at 10.00am (AEDT) on 19 November 2026 (**Meeting**).

BUSINESS

Item 1: Financial Statements and Reports

To receive and consider, in respect of the Company for the financial year ended 30 June 2026:

1. the Annual Financial Report;
2. the Directors' Report; and
3. the Auditor's Report.

Item 2: Adoption of Remuneration Report

Resolution 1:

To consider and, if thought fit, to pass the following non-binding resolution as an ordinary resolution:

That the Remuneration Report, included in the Directors' Report provided to shareholders as part of the Annual Report of the Company for the year ended 30 June 2026, be adopted.

Note: In accordance with section 250R of the Corporations Act 2001 (Cth) this resolution is advisory only and does not bind the Directors or the Company.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 1

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report for the financial year ended 30 June 2026, or that KMP's closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the Meeting, or that KMP's closely related parties;

unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with their directions on how to vote as set out in the proxy appointment; or
- by the Chairman pursuant to an express authorisation to exercise the proxy as the Chairman decides.

Item 3: Re-election of Directors

Resolution 2: Re-election of Ms Sara Watts as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Ms Sara Watts be re-elected as a Director of the Company.

Resolution 3: Election of Ms Rachel Barger as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Ms Rachel Barger be elected as a Director of the Company.

Resolution 4: Election of Mr Edward (Ted) Pretty as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Mr Edward (Ted) Pretty be elected as a Director of the Company.

Item 4: Renewal of Nuix Employee Incentive Plan Approval Requirements (Resolution 5)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That, for all purposes, including ASX Listing Rule 7.2 exception 13, the issue of Equity Securities under the Nuix Employee Incentive Plan (**Nuix Incentive Plan**) on the terms set out in the Explanatory Statement be approved.*

VOTING EXCLUSION STATEMENT FOR RESOLUTION 5

The Company will disregard any votes cast on this resolution by or on behalf of a person who is eligible to participate in the Nuix Incentive Plan or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chairman to vote on this resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and

Notice of Annual General Meeting and Explanatory Statement

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- the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

- In addition, a vote must not be cast on this resolution by a member of the KMP or a Closely Related Party of such a member as proxy where the appointment as proxy does not specify the way the proxy is to vote on the resolution (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard votes cast on this resolution if the votes are cast by the Chairman and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Item 5: Approval of Grant of Performance Rights to the Chief Executive Officer and Managing Director (Resolution 6)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, for all purposes, including ASX Listing Rule 10.14, the grant of performance rights to the Chief Executive Officer and Managing Director Mr John Ruthven under the Nuix Incentive Plan in respect of the Company's Long Term Incentive for the 2027 financial year on the terms set out in the Explanatory Statement be approved.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 6

The Company will disregard any votes cast on this resolution by or on behalf of Mr John Ruthven and any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Nuix Incentive Plan or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chairman to vote on this resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and
  - the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on this resolution by a member of the KMP or a Closely Related Party of such a member as proxy where the appointment as proxy does not specify the way the proxy is to vote on the resolution (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard votes cast on this resolution if the votes are cast by the Chairman and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

EXPLANATORY STATEMENT

Further information about each item of business is set out in the Explanatory Statement accompanying and forming part of this Notice of Meeting.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that those persons who are registered as holding shares in the Company at 7.00 pm (AEDT) on 17 November 2026 will be entitled to vote at the Meeting on 19 November 2026. Any share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

VOTING ONLINE – BEFORE THE MEETING

Shareholders can cast their direct vote online at https://au.investorcentre.mpms.mufg.com/.

If you cast a direct vote prior to the Meeting, you may still participate in the Meeting. If you participate in the Meeting, the Chairman has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting or complete and submit a poll voting card on the day.

VOTING ONLINE – DURING THE MEETING

Online attendees will be able to vote in real-time during the Meeting when invited by the Chairman. Shareholders will be able to vote for, against or abstain on each item through the online platform.

Notice of Annual General Meeting and Explanatory Statement

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VOTING IN PERSON – DURING THE MEETING

Eligible shareholders may attend the Meeting and vote in person.

You may still attend the Meeting and vote in person even if you have appointed a proxy prior to the Meeting. You will be provided with a poll voting card on the day. If you have previously voted online and you vote during the Meeting, your vote at the Meeting will cancel your direct vote. If you have appointed a proxy, the proxy appointment will be suspended while you are present at the Meeting.

PROXIES

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf. A shareholder may appoint not more than two proxies. If any shareholder is unable to attend the Meeting they are encouraged to appoint a proxy.
2. A proxy need not be a shareholder of the Company, and can be either an individual or body corporate. Where the appointment of a proxy does not identify the person who may exercise it, the appointment will be deemed to be in favour of the Chairman of the meeting to which it relates, or to another person as the Board determines.
3. Shareholders can appoint a proxy online at https://au.investorcentre.mpms.mufg.com/ or by following the instructions on the Proxy Form. These must be received by no later than 10.00 am (AEDT) on 17 November 2026 to be valid. Further information on how to lodge a Proxy Form is contained below.
4. A shareholder that is entitled to cast two or more votes may appoint up to two proxies. Where two proxies are appointed, the shareholder may specify the number or proportion of the votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half the votes.
5. Votes may be cast for or against, or you may abstain from voting on a resolution. To direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the Proxy Form or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100%. If you abstain from voting, your votes will not be counted in computing the required majority on a poll. If a Proxy Form directs the proxy how to vote on an item of business, the proxy may only vote on that item in accordance with that direction. If the proxy is not directed how to vote on an item of business, a proxy may vote as they think fit. The Chairman of the Meeting intends to vote all undirected proxies held by the Chairman in favour of each resolution to be proposed at the Meeting.
6. If despite their appointment, a proxy does not vote on a resolution, the Chairman of the Meeting will be taken to have been appointed as the proxy for the appointing shareholder in respect of that vote.

CORPORATE REPRESENTATIVES

If a corporate shareholder or proxy that is a body corporate wishes to appoint a person to act as its representative at the Meeting, that person should be provided with a letter or certificate authorising them as the body corporate's representative (executed in accordance with the body corporate's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the body corporate. A form of appointment of corporate representative may be obtained from the Company's share registry, MUFG Corporate Markets (AU) Limited, online at https://au.investorcentre.mpms.mufg.com/ or on +61 1300 554 474.

The form attaching the letter, certificate or certified resolution referred to above must be received by MUFG Corporate Markets (AU) Limited by hand, post or fax as set out below, by no later than the commencement of the Meeting, unless it has previously been lodged with the Company's share registry.

POWERS OF ATTORNEY

If a shareholder has appointed an attorney to participate and vote at the Meeting, or if the Proxy Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Company's share registry, MUFG Corporate Markets (AU) Limited by hand, post or fax as set out below, by no later than 10.00 am (AEDT) on 17 November 2026, unless the power of attorney has been previously lodged with the Company's share registry.

Notice of Annual General Meeting and Explanatory Statement

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LODGEMENT OF PROXY FORMS AND OTHER DOCUMENTS

To appoint a proxy, shareholders should complete the Proxy Form and return it (together with the original or a certified copy of the power of attorney or other authority, if any, under which the Proxy Form is signed).

In order to be effective, the Proxy Form (and accompanying documents) must be received **no later than** 10.00 am (AEDT) on 17 November 2026 by one of the following methods:

- lodging the Proxy Form online at https://au.investorcentre.mpms.mufg.com/, in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your Proxy Form online;
- posting it in the reply paid envelope included with the Proxy Form; or
- returning it by hand or posting it or faxing it to the following:

By mail:
Nuix Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

By hand:
MUFG Corporate Markets (AU) Limited
Parramatta Square
Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

If you require an additional Proxy Form, or have other questions, please contact MUFG Corporate Markets (AU) Limited on +61 1300 554 474.

TECHNICAL DIFFICULTIES DURING MEETING

The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising that discretion, the Chairman of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where he considers it appropriate, the Chairman of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if shareholders have already decided how they will cast their vote, they are encouraged to cast a direct vote online or lodge a proxy by 10.00 am (AEDT) on 17 November 2026 even if they plan to attend online or in person.

PROXY VOTING BY KMP

Each of Resolutions 1, 5 and 6 on the Agenda relates to the remuneration of KMP (which includes the Directors).

If a shareholder who is not a member of the Company's KMP appoints a member of the Company's KMP (which includes the Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as their proxy, the proxy will not be able to cast the shareholder's votes on these resolutions unless the proxy is directed how to vote or the Chairman of the Meeting is appointed as proxy.

If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default and the shareholder does not mark a voting box on the Proxy Form, then by completing and submitting the Proxy Form the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of that Resolution as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution to be proposed at the Meeting.

By order of the Board of Directors

NICHOLAS VESIC
Company Secretary

16 October 2026

EXPLANATORY STATEMENT

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PURPOSE

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting) is to provide shareholders with an explanation of the business of the Annual General Meeting to be held on 19 November 2026 (**Meeting**), particularly in regard to the resolutions to be proposed and considered at the Meeting, and to allow shareholders to determine how they wish to vote on those resolutions.

Item 1: Reports

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2026 (**FY26**) will be presented to the Meeting. The Financial Report contains the financial statements of the Company.

There is no requirement for a formal resolution on this item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, KPMG, questions about its Auditor's Report, the conduct of its audit of the Company's Financial Report for FY26, the preparation and content of its Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

In accordance with section 250PA of the Corporations Act, shareholders who are eligible to cast a vote at the Meeting may also submit to the auditor a written question in relation to either the content of the Auditor's Report or the conduct of the audit of the Financial Report. Questions will be answered by the auditor at the Meeting and must be given to the Company no later than by 5.00 pm (AEDT) on 12 November 2026.

Item 2: Adoption of Remuneration Report (Resolution 1)

Corporations Act requirements

In accordance with section 300A of the Corporations Act the Company has prepared a Remuneration Report, which is included within the Directors' Report in the Company's FY26 Annual Report.

As provided by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted will be put to shareholders for their consideration as Resolution 1. This resolution is advisory only and is not binding on the Directors or the Company.

Under the Corporations Act, if 25% or more of votes are cast against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting of the Company's shareholders be held within 90 days at which all of the Company's Directors (other than the CEO and Managing Director) will cease to hold office immediately before the end of that meeting but may stand for re-election at that meeting.

Summary of FY26 Remuneration Report

In summary, the Remuneration Report describes the principles used to determine the nature and amount of remuneration; details of remuneration and share-based compensation; and additional disclosures relating to key management personnel.

As was stated in the Remuneration Report, a fundamental principle of the Company's executive remuneration strategy is the alignment between the Company's performance and executive reward, ensuring our leadership team's outcomes are linked to sustainable value creation for all stakeholders.

The Board will continue to monitor the Company's executive remuneration framework and seek feedback from its shareholders to ensure that it provides the right balance between attracting, motivating and retaining the Company's executives to deliver on the strategy for shareholders and customers, while meeting the expectations of the Group's shareholders.

A voting exclusion statement applies to Resolution 1 and is set out on page 4 of the Notice.

Board recommendation:

Noting that each Director has a personal interest in their own remuneration from the Company, each of the Directors recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Item 3: Re-election and election of directors (Resolutions 2, 3 and 4)

ASX Listing Rule 14.4 and clauses 47(a)(i)(A) and 47(a)(ii) of the Constitution provide that:

- a director of the Company must not hold office beyond the third annual general meeting following the director's appointment or 3 years, whichever is longer; and
- a director appointed by the Board to fill a casual vacancy or as an additional director must not hold office (without election) past the next annual general meeting.

Explanatory Statement

- Ms Sara Watts joined the Board in January 2023. Her appointment was confirmed by shareholders at the 2023 Annual General Meeting. Ms Rachel Barger and Mr Edward (Ted) Pretty joined the Board as additional directors in March 2026.

In accordance with the ASX Listing Rules and the Constitution, Ms Watts, Ms Barger, and Mr Pretty will retire and will seek re-election and election, respectively, by the Company's shareholders.

The background, skills and experience of Ms Sara Watts, Ms Rachel Barger, and Mr Edward (Ted) Pretty are set out below.

Ms Sara Watts

Sara joined the Nuix Board in January 2023, and chairs the Audit and Risk Committee. Sara is a Non-Executive Director and Audit Committee Chair with experience across a range of sectors.

In addition to Nuix, Sara currently serves on the boards of Syrah Resources since June 2019, Uniting NSW. ACT, the Sydney Opera House Trust and the National Anti-Corruption Commission's audit committee.

Before moving into her non-executive career Sara was CFO of IBM Australia/New Zealand and Vice-Principal Operations at the University of Sydney. These roles gave her a solid grounding in finance, risk, technology, and international operations.

Sara is a Fellow of the Australian Institute of Company Directors, and a Fellow of CPA Australia. She holds a Bachelor of Science from the University of Sydney and a Master of Business Administration from Macquarie Graduate School of Management.

Ms Rachel Barger

Rachel joined the Nuix Board in March 2026.

Rachel has over 20 years' experience in enterprise software and SaaS, with a background in global go-to-market leadership across public and private-equity-backed companies. She has held executive responsibility for sales, marketing, professional services, customer success and revenue operations in large, international organisations.

Rachel is the Chief Revenue Officer at Epicor. Prior to this, she held senior leadership roles at UKG as President Go-To-Market, at Cisco, including Senior Vice President of the Americas and Senior Vice President of Global Enterprise Sales, and previously held executive roles at SAP in the United States and Asia Pacific, including President Southeast Asia and Chief Operating Officer APAC.

Rachel also previously served as Non-Executive Director and Sustainability, Social Responsibility and Governance Committee Chair of CSG Systems International.

Rachel holds an MBA from the Australian Graduate School of Management and a Bachelor of Chemical Engineering from the University of Delaware.

Mr Edward (Ted) Pretty

Ted joined the Nuix Board in March 2026.

Ted is a member of the Remuneration & Nomination Committee.

Ted brings exceptional experience to the Nuix Board through his long history in technology transformation, corporate strategy, and capital markets, having led major technology businesses in Australia including as Telstra Group Managing Director - Technology and Product.

Ted also brings to the Board deep governance experience including his recent track record as Non-Executive Chairman in positioning Firmus as a leading AI infrastructure company and as Non-Executive Chairman of Dubber Limited. He was previously a former Chairman of NEXTDC Limited, RP Data Limited, Fujitsu Australia Limited and Tech Mahindra ANZ. He has a deep understanding of venture capital, telecommunications, and enterprise technology.

Ted graduated in Law (Hons) and Arts (Economics) from Macquarie University.

Ted joined the board as a nominee (non-independent) director of Macquarie Capital, the major shareholder of Nuix.

Resolution 2: Re-election of Ms Sara Watts as a Director

Prior to submitting herself for re-election, Ms Watts acknowledged to the Company that she would continue to have sufficient time to properly fulfil her responsibilities to the Company.

The Board considers Ms Watts to be an independent director.

Board recommendation:

Each of the Directors (Ms Watts abstaining) recommends that shareholders vote in favour of the re-election of Ms Watts as a Director.

Resolution 3: Election of Ms Rachel Barger as a Director

Prior to submitting herself for election, Ms Barger acknowledged to the Company that she would continue to have sufficient time to properly fulfil her responsibilities to the Company.

The Board considers Ms Barger to be an independent director.

Board recommendation:

Each of the Directors (Ms Barger abstaining) recommends that shareholders vote in favour of the election of Ms Barger as a Director.

Resolution 4: Election of Mr Edward (Ted) Pretty as a Director

Prior to submitting himself for election, Mr Pretty acknowledged to the Company that he would continue to have sufficient time to properly fulfil his responsibilities to the Company.

The Board considers Mr Pretty to be a non-independent director.

Board recommendation:

Each of the Directors (Mr Pretty abstaining) recommends that shareholders vote in favour of the election of Mr Pretty as a Director.

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Explanatory Statement

Item 4: Renewal of Nuix Employee Incentive Plan Approval Requirements (Resolution 5)

Background

The Nuix Employee Incentive Plan (**Nuix Incentive Plan**) was adopted by the Company prior to its initial public offering and approved by shareholders at the 2023 Annual General Meeting under ASX Listing Rule 7.2 (Exception 13). The Nuix Incentive Plan provides the framework under which individual grants of equity incentives (awards) may be made to employees of the Company for the purpose of attracting and retaining talent and providing an additional incentive to employees to promote the Company's success.

Since the 2023 Annual General Meeting, the Company has granted various awards under the Nuix Incentive Plan, including under its short-term incentive (**STI**) and long-term incentive (**LTI**) programs. A total of 13,450,288 securities have been issued under the Nuix Incentive Plan since the 2023 Annual General Meeting.

Listing Rule 7.2 (Exception 13) provides that Listing Rule 7.1 (which restricts issues exceeding 15% of capital) does not apply to securities issued under an employee incentive scheme if, within three years before the issue date, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1. As shareholders last approved the Nuix Incentive Plan at the 2023 Annual General Meeting, the Company must seek approval for a further three-year term.

Resolution 5 seeks shareholder approval for the issue of Equity Securities under the Nuix Incentive Plan, allowing the Company to manage its capital requirements efficiently without diminishing its Listing Rule 7.1 capacity.

Equity Securities are defined under Listing Rule 19.12 as including a share, an option over an issued or unissued share, or a right to an issued or unissued share (e.g a performance right). In the Nuix Limited Employee Incentive Plan Rules, the corresponding term is an "Award".

The maximum number of Equity Securities that may be issued under Listing Rule 7.2 (Exception 13) over a three-year period is 5% of the Company's ordinary shares on issue at the date of this Notice of Meeting, being 17,177,063. This figure represents a ceiling for the purposes of Listing Rule 7.2 (Exception 13), not the precise number of Equity Securities that will be issued. The Board believes shareholder approval will provide additional flexibility to raise capital as and when appropriate.

If Resolution 5 is passed, any securities issued to eligible participants under the Nuix Incentive Plan over a three-year period (up to the maximum above) will be excluded from the calculation of equity securities the Company can issue without shareholder approval under Listing Rule 7.1. Specific Shareholder approval will still be required before any Director (such as Mr John Ruthven) is issued securities under the Nuix Incentive Plan (as contemplated by Resolution 6).

If Resolution 5 is not passed, the Company may still issue securities under the Nuix Incentive Plan to eligible participants, but any such issues will reduce the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the issue.

A voting exclusion statement applies to Resolution 5 and is set out on page 4 of the Notice.

Amendments to Nuix Incentive Plan

Furthermore, the Company has amended the Nuix Incentive Plan to reflect developments in law and general corporate and commercial practice for ASX listed entities since its adoption.

The Board is of the view that the amendments do not constitute a material change to the Nuix Incentive Plan's terms disclosed at the Company's 2023 Annual General Meeting, and do not affect existing participants' rights.

The principal amendments are outlined below.

Compliance with Part 7.12 of the Corporations Act

The Nuix Incentive Plan has been amended to reflect the replacement of the previous ASX class order regime with a new disclosure and on-sale regime under Part 7.12 of the Corporations Act. These amendments formalise the Company's obligations under the regime and primarily affect grants for monetary consideration, which must now be issued as formal offer documents with prescribed content and disclosures. Performance rights, however, remain unaffected.

New sell-to-cover mechanism

The Nuix Incentive Plan now includes a new sell-to-cover mechanism, which enables the Company to sell, on behalf of the participant, a portion of that participant's vesting shares on-market to meet a tax liability of the participant at vesting for which a Group Company would be responsible for paying an amount.

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Explanatory Statement

Miscellaneous Updates

The Nuix Incentive Plan has also been amended to update general drafting and formatting throughout, with no change to intent.

The key terms of the Nuix Incentive Plan are set out below.

Term	Meaning
Administration	The Nuix Incentive Plan is administered by the Board.
Eligibility	Full-time and part-time employees of the Company are eligible to receive awards under the Plan. The Board will select eligible employees to whom awards are to be granted from time to time.
Awards	The Nuix Incentive Plan provides the Company with flexibility to grant the following types of awards: • fully paid ordinary shares (**Shares**) that are subject to restrictions, including on transfer, until specified conditions are satisfied (**Restricted Shares**); or • options to subscribe for Shares (**Options**); or • rights to be paid a cash amount determined by the price of Shares at a specified time or the movement in price over a period of time (**Incentive Rights**); or • rights to receive Shares or cash, based on specified performance factors (**Performance Rights**), (together Awards).
Shares	Shares issuable under the Nuix Incentive Plan may be newly issued Shares or already issued Shares acquired and held by an employee benefit trust established by the Company.
Conditions	The Board will determine the terms and conditions of each award, including: • the type of Award; • the number or value of Shares or other consideration subject to the Award; • if the Award is an Option, the exercise price of the Option, or if it is any other type of Award, the purchase price (if any) payable for the Shares under the Award; and • any vesting conditions, including service and/or performance conditions. The terms and conditions of each award will be set out in an award agreement. The Board retains the discretion to waive any vesting condition if it considers it to be in the best interests of the Company.
Exercise price or Purchase price	The exercise price or purchase price will be determined by the Board.
Vesting and exercise	Options will become exercisable when the applicable vesting conditions have been satisfied. Incentive Rights and Performance Rights will vest and be settled by the delivery of Shares (or, where applicable, cash) when the applicable vesting conditions have been satisfied. Restricted Shares will cease to be restricted when the applicable vesting conditions have been satisfied in accordance with the award agreement.
Lapsing and forfeiture	An Option will lapse on the date specified in the grant (or three years after vesting if not specified), or any earlier date specified in the award agreement (for example, upon failure to satisfy a vesting condition). Restricted Shares will become subject to forfeiture or compulsory transfer, and Incentive Rights and Performance Rights will lapse, on the occurrence of a date or circumstance specified in the award agreement (for example, upon failure to satisfy a vesting or performance condition).
Dealing restrictions	A participant may not deal with an award in any manner, other than as required by law or permitted by the Company's Securities Trading Policy.
Treatment on cessation of employment	The Board may specify in the terms of an invitation or make a determination as to how an employee's Awards will be treated on the occurrence of cessation of employment of the employee. Applicable treatment may include: • vesting on the cessation date; • options only be exercisable within a specified period; or • lapse or forfeit of the Awards.

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Explanatory Statement

Term	Meaning
Clawback	In the event of an inappropriate circumstance, the Board retains the discretion to determine the treatment of Awards. Examples of inappropriate circumstance include (without limitation): • fraudulent or dishonest behaviour, serious misconduct or any breach of obligation to the Company; • acting in a manner that brings the Company into disrepute; and • any other circumstance which the Board determines in good faith constitutes an inappropriate circumstance. If an inappropriate circumstance occurs, the Board retains absolute discretion and may exercise its discretion to (amongst other things) determine that the Performance Rights (or Shares acquired on the exercise of Performance Rights) will lapse.
Change of control	The Board may specify in the terms of an invitation or make a determination as to how an employee's Awards will be treated on the occurrence of a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event for us). This may include, subject to the ASX Listing Rules, with respect to each award, that: • Awards, to the extent not fully vested, will become vested and exercisable in full or in part; • Options may be exercised within a specific period only, otherwise they will lapse; • disposal restrictions or any other terms which apply to the Awards cease to apply; or • the Company, on behalf of the employee, will direct the trustee to transfer trust shares into the employee's name.
Award adjustments	In order to minimise material advantage or disadvantage to a participant resulting from a variation in the Company's issued share capital, before the delivery of Shares or payment to a participant, the Company may, subject to the ASX Listing Rules, appropriately and proportionately adjust the exercise price and/or number and/or class of Shares subject to each outstanding Option or Award, provided that the exercise price or purchase price of any Share may not be less than the nominal value of a Share, and a fraction of a Share will not be issued.
Amendments	The Board may amend or supplement the Nuix Incentive Plan, however it may not do so in a manner which adversely affects the existing rights of a Participant in respect of any granted Award already allocated except with the consent of the Participant affected, or in the case of a class of Participants, with approval of more than 50% of the Participants holding the particular Award affected by that amendment.
ASX Listing Rules	The Nuix Incentive Plan and awards made under it are always subject to the ASX Listing Rules and applicable law.

Board recommendation:

Each of the Directors (Mr Ruthven abstaining) recommends that shareholders vote in favour of the resolution to approve the issue of Equity Securities under the Nuix Incentive Plan.

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Item 5: Approval of Grant of Performance Rights to the Chief Executive Officer and Managing Director (Resolution 6)

Remuneration of Mr John Ruthven

Mr John Ruthven is the Company's Chief Executive Officer and Managing Director (CEO). As noted in the FY26 Remuneration Report, Mr Ruthven's remuneration for FY26 was comprised of:

- Total fixed remuneration (TFR) of $900,000 (excluding superannuation); and
- As no formal STI applied for the period Mr Ruthven served as interim and permanent CEO (between 3 November 2025 and 30 June 2026), the Board exercised its discretion to award Mr Ruthven a one-off cash bonus of $275,000.

ASX Listing Rule 10.15.4 requires that this Notice of Meeting include Mr Ruthven's current remuneration.

In considering Mr Ruthven's FY27 remuneration, the Board decided to maintain the CEO's fixed remuneration at $900,000 (excluding superannuation guarantee contribution cap) in light of the fact that Mr Ruthven had only recently joined the Company.

In FY27, Mr Ruthven's remuneration package includes:

- TFR of $900,000 (excluding superannuation);
- STI of a potential award of up to $540,000 for on-target performance, to be awarded in cash (in FY27, and subject to the Board's discretion, the CEO may be eligible to receive up to a total maximum award of $675,000); and
- LTI of up to a maximum of $900,000 to be awarded in performance rights.

Explanatory Statement

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Requirement for shareholder approval

ASX Listing Rule 10.14 requires shareholder approval for Mr Ruthven, being a director of the Company and therefore a Listing Rule 10.14.1 party, to be issued securities under an employee incentive plan.

Accordingly, the grant of performance rights to Mr Ruthven is subject to shareholder approval pursuant to Resolution 6.

If shareholder approval is obtained under ASX Listing Rule 10.14, the grant of performance rights can rely on ASX Listing Rule 7.2 (Exception 14), and therefore will not be included in the calculation of the Company's 15% placement capacity under ASX Listing Rule 7.1.

A voting exclusion statement applies to Resolution 6 and is set out on page 5 of the Notice.

Proposed grants of performance rights

Resolution 6 relates to the proposed grant of performance rights to Mr Ruthven under the Nuix Incentive Plan in respect of the Company's FY27 LTI program.

Noting that Mr Ruthven's eligibility under the Nuix Incentive Plan only commenced on 1 July 2026, no Equity Securities have previously been issued to Mr Ruthven. The proposed grants to Mr Ruthven will only proceed if shareholder approval is obtained at the Meeting for Resolution 6.

Information applicable to the grant of performance rights

The following information applies to the grant of performance rights which is the subject of Resolution 6.

A performance right entitles the holder to one fully paid ordinary share in the Company (or a cash equivalent payment at the discretion of the Board). No amount is payable by the holder for the issue of the performance rights or for shares (if any) allocated to the holder upon the vesting of the performance rights. Performance rights are being used to provide cost effective remuneration and as an incentive, alignment and retention tool.

If shareholder approval is obtained for an issue of performance rights pursuant to Resolution 6, the performance rights will be issued promptly following the meeting and in any event no later than 3 years after the date of the Meeting.

If shareholder approval is not obtained in respect of the issue of performance rights, the Board will consider alternative arrangements to appropriately remunerate, incentivise, align and retain Mr Ruthven, which may include cash.

No loan will be provided to Mr Ruthven in relation to the acquisition of the performance rights.

Details of the performance rights issued to Mr Ruthven under the LTI program will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in any issue of securities under the incentive plan after the resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

The key terms of the Nuix Incentive Plan are summarised above.

The amount of LTI entitlement available to Mr Ruthven is $900,000. The number of performance rights to be issued will be calculated by dividing the dollar value attributable to those rights by the 30-trading day VWAP in the period following the release of Nuix's audited financial statements for FY26 (being $1.9265). Accordingly, Mr Ruthven will be issued 467,168 performance rights.

Explanatory Statement

The FY27 LTI performance rights will be granted under, and subject to, the Nuix Incentive Plan, the key terms of which are summarised above, subject, however, to the additional detail set out below.

Performance period	1 July 2026 to 30 June 2029.
Vesting conditions	The FY27 LTI performance rights are subject to performance testing against the following performance conditions over the 3-year performance period: • ACV (50%); and • rTSR (50%). The ACV and rTSR targets are assessed at the end of FY29. If the targets are met, the performance rights will vest in the Company's first open trading window following the release of its audited financial statements for FY29 in accordance with the below, unless otherwise already vested including as a result of a change of control event as outlined below. Specific ACV targets (which are compound annual growth rate targets (CAGR) over the 3-year performance period) will not be disclosed until the end of FY29 due to commercial sensitivity. In respect of the rTSR targets, this will be measured against a peer group comprising of companies in the ASX All Technology Index.

ACV Performance (50% weighting)

	Level of vesting	ACV targets
Below Threshold	0%	*To be disclosed at the end of FY29*
Between Threshold and Maximum	Between 0% and 100% determined on a linear sliding scale	*To be disclosed at the end of FY29*
Maximum	100%	*To be disclosed at the end of FY29*

rTSR Performance (50% weighting)

	Level of vesting	rTSR targets
Below Threshold	0%	*< 50th percentile*
Threshold	50%	*Equal to 50th percentile*
Between Threshold and Maximum	Between 50% and 100% determined on a linear sliding scale	*Between 50th and 75th percentile*
Maximum	100%	*Equal to or more than 75th percentile*

Change of control	Where there is a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event), (unless otherwise determined by the Board), a pro-rated number (based on the proportion of the performance period elapsed up to the date of the change of control event) of performance rights will vest. Notwithstanding the above, if a change of control event occurs, the Board retains absolute discretion in respect of the treatment of the awards in the context of the relevant circumstances and may exercise its discretion to (amongst other things) waive any vesting condition and/or determine that any vesting condition is satisfied.

Board recommendation:

Each of the Directors (Mr Ruthven abstaining) recommends that shareholders vote in favour of the resolution to approve the grant to Mr Ruthven of FY27 performance rights.

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nuix

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ABN 80 117 140 235

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Nuix Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

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PROXY FORM

I/We being a member(s) of Nuix Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 19 November 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000** or logging in online at **https://meetings.openbriefing.com/NXL26** (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1, 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

		For	Against	Abstain*
1	Adoption of Remuneration Report	☐	☐	☐
2	Re-election of Ms Sara Watts as a Director	☐	☐	☐
3	Election of Ms Rachel Barger as a Director	☐	☐	☐
4	Election of Mr Edward (Ted) Pretty as a Director	☐	☐	☐
5	Renewal of Nuix Employee Incentive Plan Approval Requirements	☐	☐	☐
6	Approval of Grant of Performance Rights to the CEO and Managing Director	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

STEP 3

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SAMPLE

NXL PRX2601N

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 17 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Nuix Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

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SAMPLE

nuix

ABN 80 117 140 235

LODGE YOUR QUESTIONS

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Nuix Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

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Please use this form to submit any questions about Nuix Limited ("the Company") that you would like us to respond to at the Company's 2026 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's security registrar, MUFG Corporate Markets (AU) Limited, by **5:00 pm (AEDT) Thursday, 12 November 2026.**

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised securityholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to securityholders.

QUESTIONS

My question relates to *(please mark the most appropriate box)*

- ☐ Performance or financial reports
- ☐ Remuneration Report
- ☐ My question is for the auditor
- ☐ A resolution being put to the AGM
- ☐ Sustainability/Environment
- ☐ Future direction
- ☐ General suggestion
- ☐ Other

Performance or financial reports
Remuneration Report
My question is for the auditor
A resolution being put to the AGM
Sustainability/Environment
Future direction
General suggestion
Other

MUFG

MUFG Corporate Markets
A division of MUFG Pension & Market Services

Online Meeting Guide

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Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Online Meeting Guide

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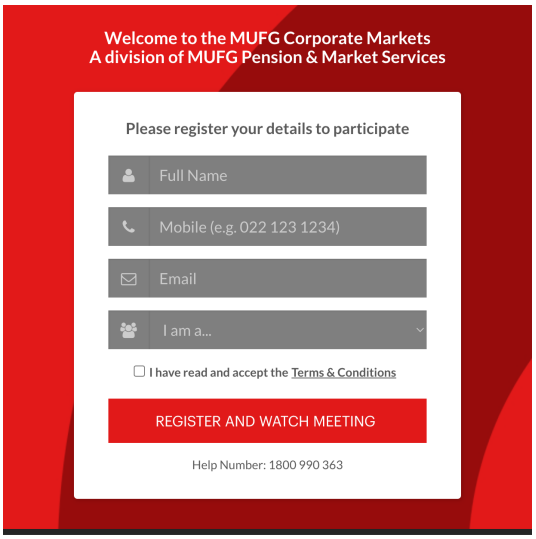


Step 1

Open your web browser and go to https://meetings.openbriefing.com/NXL26

Step 2

Log in to the portal using your full name, mobile number and email address, and participant type

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

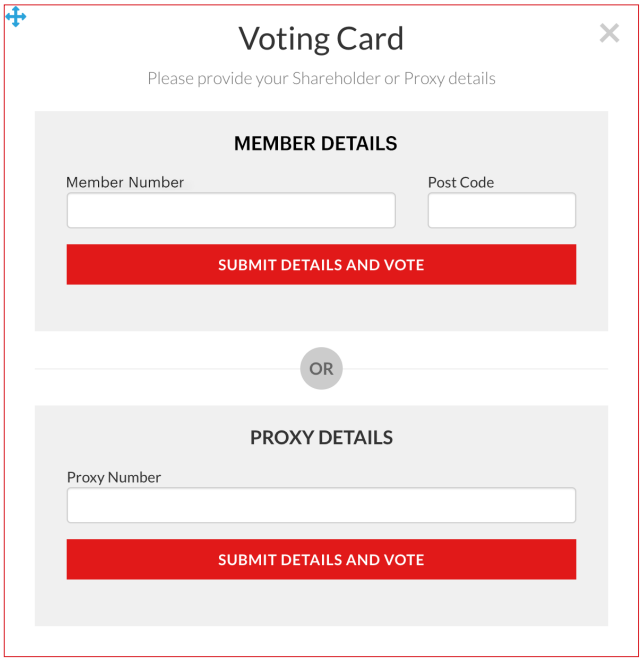
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit either a Full Vote or Partial Vote.

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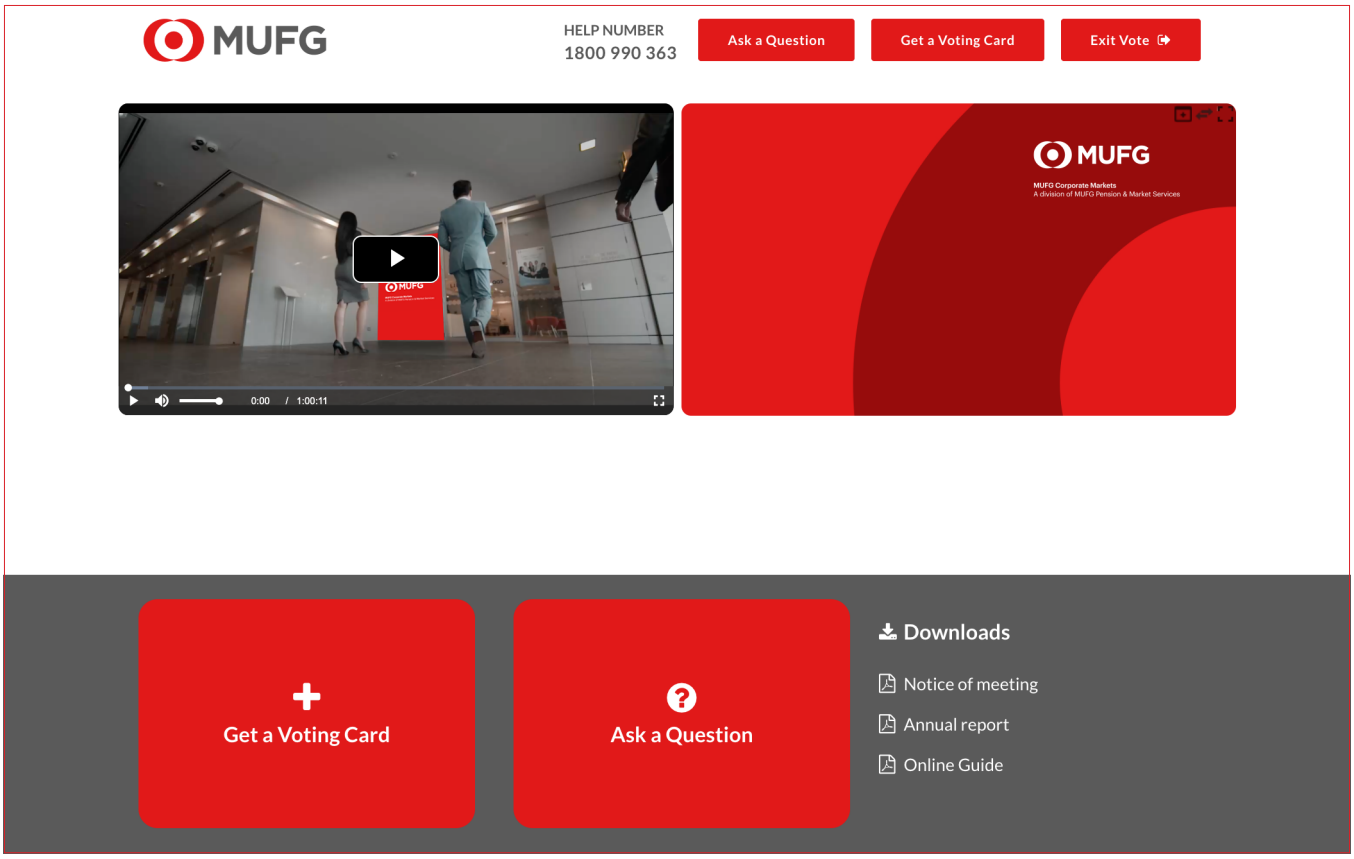

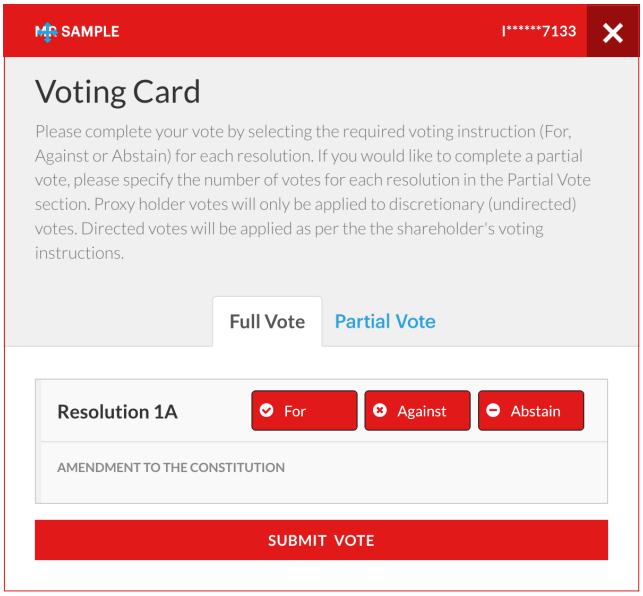

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Online Meeting Guide *continued*

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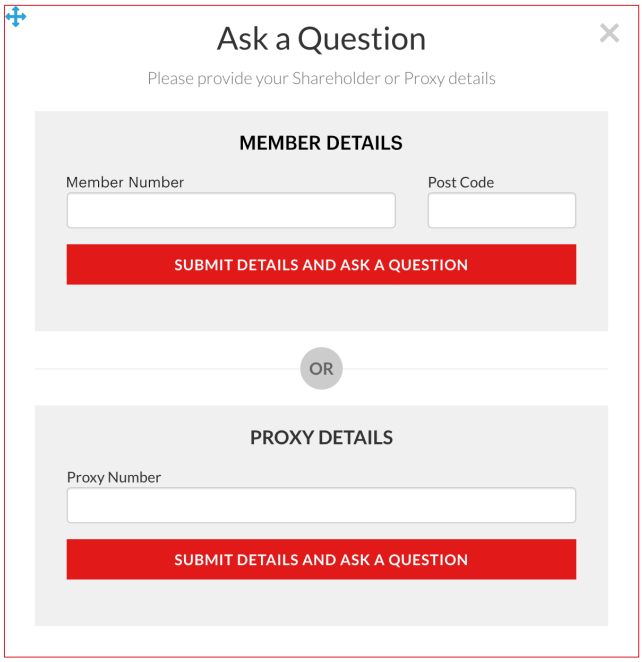
2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The **'Ask a Question'** box will pop up and you have the option to type in a written question of ask an audio question over the phone line.



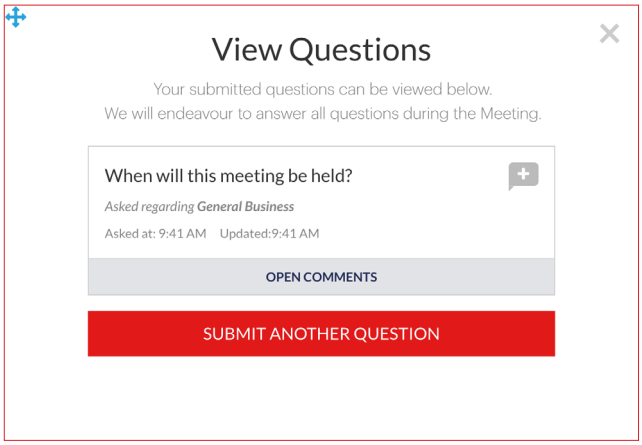
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

Click in the **'Question'** section and type your question and click on 'Submit'.

A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

Contact us

Australia
T +61 1800 990 363