

MARKET RELEASE

29 October 2021

Notice of Annual General Meeting, Proxy Form and online guide

Sydney, Australia – Nuix Limited attaches a Notice of Annual General Meeting, Proxy Form, Question Form and Online Guide for the AGM to be held at 10.30 am (Sydney time) on 30 November 2021.

This document has been authorised for release by the Board of Directors.

Investor Contact

Brett Dimon
Head of Investor Relations
+61 410 671 357
brett.dimon@nuix.com

Media Contact

Helen McCombie
Citadel-MAGNUS
+61 411 756 248
hmccombie@citadelmagnus.com

About Nuix

Nuix Limited is a leading provider of investigative analytics and intelligence software, with the vision of “finding truth in a digital world”. Nuix helps customers to process, normalise, index, enrich and analyse data from a multitude of different sources, solving many of their complex data challenges. The Nuix platform supports a range of use cases, including criminal investigations, financial crime, litigation support, employee and insider investigations, legal eDiscovery, data protection and privacy, and data governance and regulatory compliance. Headquartered in Sydney, Australia, Nuix licenses its software to more than 1,000 customers across 79 countries in North America, Asia Pacific and EMEA.

For further information, please visit investors.nuix.com

For personal use only

For personal use only



NUIX LIMITED
ABN 80 117 140 235

**NOTICE OF ANNUAL
GENERAL MEETING AND
EXPLANATORY STATEMENT**

for a meeting to be held
via the online platform
<https://agmlive.link/NXL21>
at 10.30 am Sydney time on
30 November 2021

LETTER TO THE SHAREHOLDER

29 October 2021

Dear Shareholder

I enclose a Notice of Meeting for the Annual General Meeting of Nuix Limited (the “Company”) which is to be held at 10.30 am (Sydney time) on 30 November 2021 (“Meeting”).

The Board has decided to hold the Annual General Meeting as a virtual meeting. This step has been taken to protect the safety of shareholders and staff attending the Meeting.

Shareholders can attend the meeting through the online platform, <https://agmlive.link/NXL21>.

The Notice of Meeting containing a full listing of the items of business can be located in our ASX Announcements at <https://investors.nuix.com/Investor-Centre/>.

Further details of the resolutions to be proposed at the Meeting are set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting. Shareholders should consider this material before determining how they will vote at the Meeting.

AGM CONSIDERATIONS AND SHAREHOLDER QUESTIONS

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

All shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform, 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 AGM are invited to do so. A Shareholder Question Form has been included with the Notice and is also available on the Company’s website: <https://investors.nuix.com/Investor-Centre/>.

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 Link Market Services Limited by 5.00 pm on 23 November 2021, 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 Company’s Constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by poll. The Chair considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the meeting.

For personal use only

LETTER TO THE SHAREHOLDER (CONTINUED)

VOTING

Shareholders may vote by either:

- using the online platform
- appointing a Proxy to vote on their behalf

USING THE ONLINE PLATFORM

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://agmlive.link/NXL21> into a web browser on your computer or online device;
- Securityholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 10.30 am Sydney time on 30 November 2021 and the time at which the Chair announces voting closure. More information about online participation in the Meetings is available in the Online Platform Guide at <https://investors.nuix.com/Investor-Centre/>.

APPOINTING A PROXY TO ATTEND AND VOTE ON THEIR BEHALF, USING THE ENCLOSED PROXY FORM

A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a member of the Company.

If you require an additional proxy form, please contact the Company Share Registry on 1300 554 474, which will supply it on request. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than 10.30 am on 28 November 2021 (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.

Instructions for completing the proxy form are outlined on the form, which may be returned by:

- posting it in the reply-paid envelope provided;
- posting it to Nuix Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000;
- faxing it to Link Market Services Limited on +61 2 9287 0309;
- lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your proxy form online.

Proxies from corporate shareholders must be executed in accordance with their Constitution or signed by a duly authorised attorney.

For personal use only

LETTER TO THE SHAREHOLDER (CONTINUED)

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

The Company's 2021 Annual Report can be accessed on our website: <https://investors.nuix.com/Investor-Centre>. Shareholders who have previously specifically requested a hard copy of the Annual Report will find it enclosed with this letter.

Yours sincerely



Michael Egan
Company Secretary

For personal use only

BUSINESS OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of NuiX Limited (the "Company") will be held via the online platform <https://agmlive.link/NXL21> at 10.30 am Sydney time on 30 November 2021 (the "Meeting").

BUSINESS

Item 1: Financial Statements and Reports

To receive and consider, in respect of the Company for the year ended 30 June 2021:

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

Item 2: Adoption of Remuneration Report

Resolution 1: Remuneration Report

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 2021, be adopted.

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

VOTING EXCLUSION STATEMENT FOR RESOLUTION 1

Nuix will disregard any votes cast on this resolution:

- by or on behalf of a member of the Key Management Personnel ("KMP") named in the Remuneration Report for the year ended 30 June 2021, or that KMP's closely related party, 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 party;

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 Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit.

Item 3: Re-election of Directors

Resolution 2: Re-election of Ms Jacqueline Korhonen as a Director

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

That Ms Jacqueline Korhonen, being a Director seeking re-election in accordance with clause 47(d) of the Constitution of the Company and being eligible, offers herself for re-election, be hereby re-elected as a Director of the Company.

Resolution 3: Re-election of Mr Robert Mactier as a Director

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

That Mr Robert Mactier, being a Director seeking re-election in accordance with clause 47(d) of the Constitution of the Company and being eligible, offers himself for re-election, be hereby re-elected as a Director of the Company.

For personal use only

BUSINESS OF THE ANNUAL GENERAL MEETING (CONTINUED)

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 (Sydney time) on 28 November 2021 will be entitled to vote at the Meeting on 30 November 2021. Any share transfers registered after that time will be disregarded in determining entitlements to attend and vote 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.
2. A proxy need not be a shareholder of the Company, and can be either an individual or body corporate.
3. The Proxy Form that accompanies this Notice of Meeting should be used to appoint a proxy. If any shareholder is unable to attend the Meeting, they are encouraged to appoint a proxy. Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.
4. A shareholder that is entitled to cast 2 or more votes may appoint up to 2 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. If a shareholder appoints a body corporate as proxy, that body corporate will need to ensure that:
 - it appoints an individual as its corporate representative to exercise its powers at the meeting in accordance with section 250D of the Corporations Act; and
 - provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting. Such evidence may include a letter or certificate authorising the individual as the body corporate's representative, executed in accordance with the body corporate's constitution, or a copy of the resolution appointing the representative, certified by the secretary or a director of the body corporate.
6. Where a body corporate appoints a proxy, the Proxy Form must be signed by a duly appointed attorney or by a director jointly with either another director or a company secretary or, for a proprietary company that has a sole director who is also the sole company secretary, that director.

PROXY VOTING BY KMP

Resolution 1 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 Resolution 1 (Remuneration Report) 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 for Resolution 1, 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 Resolution 1 as the Chairman decides, even though the item 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.

For personal use only

BUSINESS OF THE ANNUAL GENERAL MEETING (CONTINUED)

LODGEMENT OF PROXY FORMS

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 a proxy is signed).

In order to be effective, the Proxy Form (and accompanying documents) must be received **no later than** 10.30 am on 28 November 2021 ("Proxy Deadline") by one of the following methods:

- By lodging the Proxy Form online at www.linkmarketservices.com.au;
- By posting it in the 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/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By Hand:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By Fax: +61 2 9287 0309

All Enquiries to: Telephone: +61 1300 554 474

Proxy Forms (together with any power of attorney, where relevant) must be received by the Proxy Deadline.

By order of the Board of Directors



Michael Egan
Company Secretary

29 October 2021

For personal use only

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 29 October 2021) is to provide shareholders with an explanation of the business of the Annual General Meeting to be held on 30 November 2021 (the "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 Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year 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, PricewaterhouseCoopers, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PricewaterhouseCoopers 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 annual financial report. Questions will be answered by the auditor at the Meeting and must be given to the Company no later than 23 November 2021.

Item 2: Adoption of Remuneration Report (Resolution 1)

In accordance with section 300A of the Corporations Act the Company has prepared a Remuneration Report in its Directors' Report for the consideration of shareholders.

As provided by section 250R(3) of the Corporations Act, Resolution 1 on the Remuneration Report is advisory only and is not binding on the Directors or the Company.

In summary, the Remuneration Report provides 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.

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 managing director) will cease to hold office immediately before the end of that meeting but may stand for re-election at that meeting.

Board recommendation:

Each of the Directors recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.

For personal use only

EXPLANATORY STATEMENT (CONTINUED)

Item 3: Re-election of director (Resolution 2 and 3)

ASX Listing Rule 14.4 and clause 47(b) of the Company's Constitution, provides that a director who is appointed by the directors as an additional director only holds office until the termination of the next annual general meeting of the Company, and is eligible for re-election at that meeting.

Ms Jacqueline Korhonen and Mr Robert Mactier were appointed as a director of the Company by the existing directors (the date of appointment for both being 6 October 2021). In accordance with the ASX Listing Rules and the Company's Constitution both directors are seeking re-election at the Meeting.

The skills and experience of Ms Korhonen and Mr Mactier are set out below.

Jacqueline has over 30 years' experience in the Information Technology, Telecommunications and Financial Services sectors, where she built her career around transformation, P&L management, complex negotiations, project delivery, operations, strategy development and risk management.

She started her career as an engineer in IBM where she spent 23 years living and working across Australia, New Zealand, ASEAN, India and China. After leaving IBM, Jacqueline was appointed CEO of Infosys Australia and New Zealand, a position she held for six years. In the later years of her executive career Jacqueline was the CEO of SMS Management & Technology, an ASX listed IT Services company and subsequently returned to IBM as the Vice President of Cognitive Transformation Services across the Asia Pacific Region.

Jacqueline is now a Non-Executive Director (NED) and board advisor. She was a NED of NetComm Wireless (ASX: NTC) until 2019. She is currently a NED of MLC Insurance, Auswide Bank (ASX: ABA) and .au Domain Administration. In addition, Jacqueline is a member of the Board of Chief Executive Women.

Jacqueline holds a Bachelor of Science and Bachelor of Engineering with Honours from the University of Sydney and is a Graduate of the Australian Institute of Company Directors.

Robert is currently the Non-Executive Chairman of ALE Property Group (ASX: LEP) (Director since November 2017 and Chairman from May 2017) as well as a Consultant to the Investment Banking Division of UBS AG in Australia (since June 2007). Between 2006 and May 2021 he was Non-Executive Chairman of ASX-listed WPP AUNZ Limited (Director since December 2006 and Non-Executive Chairman from July 2008) and between December 2006 and January 2017 he served as a Non-Executive Director of NASDAQ listed, Melco Resorts and Entertainment Limited.

Robert began his career at KPMG and from January 1986 to April 1990 worked across their audit, management consulting and corporate finance practices. He has extensive investment banking experience in Australia having, prior to his current role with UBS, worked for Ord Minnett Securities (now J P Morgan), E.L. & C. Baillieu and Citigroup between 1990 and 2006.

Robert holds a Bachelor's degree in Economics from the University of Sydney and has been a Member of the Australian Institute of Company Directors since 2007 and is formerly a member of the Institute of Chartered Accountants in Australia and New Zealand.

For personal use only

EXPLANATORY STATEMENT (CONTINUED)

Resolution 2: Re-election of Ms Jacqueline Korhonen as a Director

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

The Board considers Ms Korhonen to be an independent director.

Board recommendation:

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

Resolution 3: Re-election of Mr Robert Mactier as a Director

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

The Board considers Mr Mactier to be an independent director.

Board recommendation:

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

For personal use only

For personal use only



www.nuix.com

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY MAIL**
Nuix Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY

the Chairman (mark box)

OR if you are **NOT** appointing the Chairman as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

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 **10:30am (AEDT) on Tuesday, 30 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/NXL21> (refer to details in the Notice of Meeting and Virtual Meeting Online Guide).

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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.


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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Jacqueline Korhonen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Robert Mactier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * 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 on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).



For personal use only

STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, the Chairman will be your proxy. A proxy need not be a shareholder of the Company.

DEFAULT OF PROXIES

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 will be voted according to the instructions set out in this Proxy Form.

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 shares 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 shares 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 he or she chooses. 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 share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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
- 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 shareholder 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 registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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 **10:30am (AEDT) on Sunday, 28 November 2021**, 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

www.linkmarketservices.com.au

Login to the Link website 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, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

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 www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

Virtual Meeting Online Guide

For personal use only

Before you begin

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

Supported browsers are:

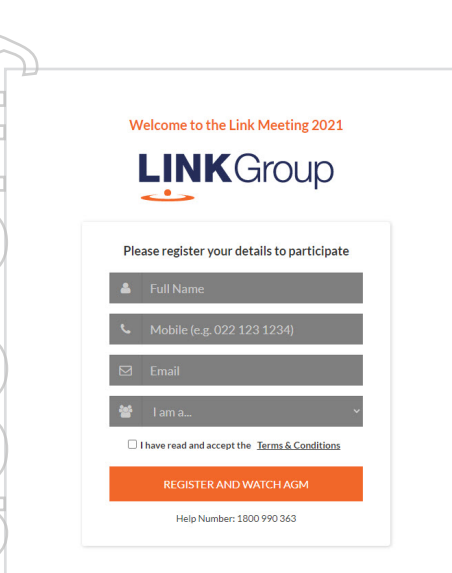
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

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

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

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/NXL21>

Step 2

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

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

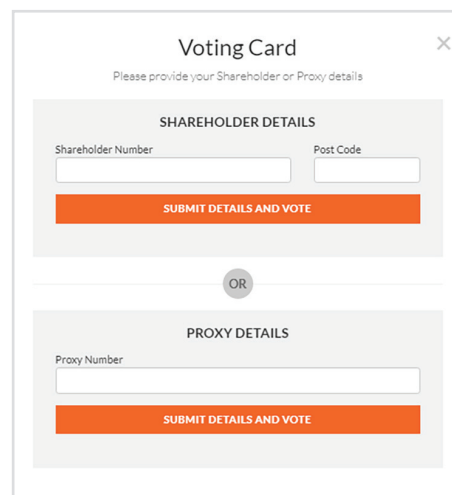
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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.

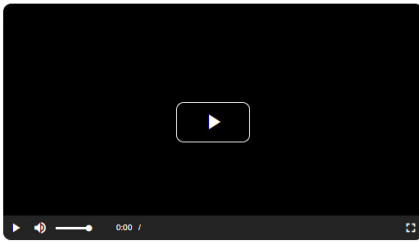


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

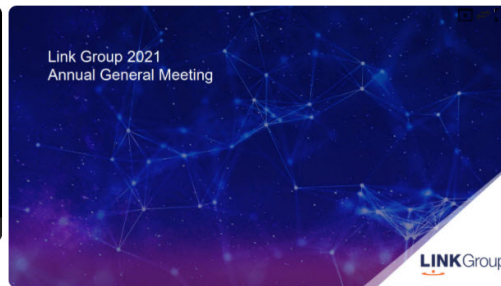
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders 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.

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



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B For Against Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C For Against Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3 For Against Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 For Against Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

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.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

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

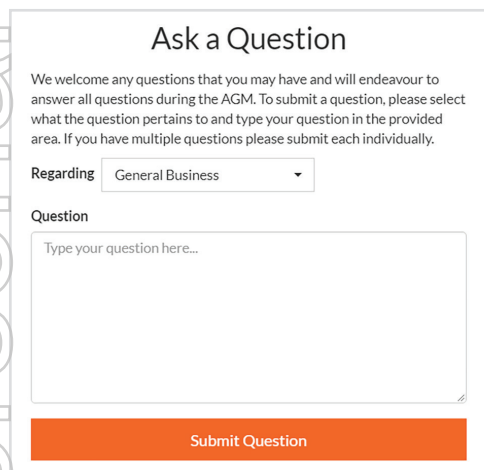
Virtual Meeting Online Guide continued

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number 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 then pop up with two sections for completion.



The screenshot shows a form titled "Ask a Question". At the top, it says: "We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this is a "Regarding" section with a dropdown menu currently set to "General Business". Underneath is a "Question" section with a text input field containing the placeholder "Type your question here...". At the bottom of the form is an orange button labeled "Submit Question".

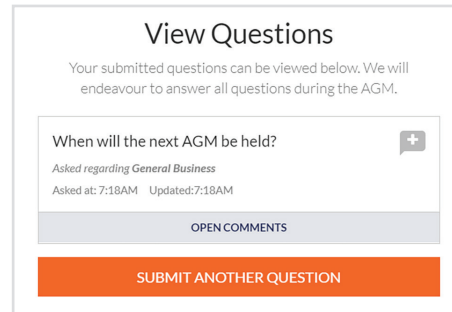
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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 that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The screenshot shows a box titled "View Questions". At the top, it says: "Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM." Below this is a question card for "When will the next AGM be held?". The card includes the text "Asked regarding General Business" and "Asked at: 7:18AM Updated:7:18AM". There is a plus icon in the top right corner of the card. Below the card is a grey button labeled "OPEN COMMENTS" and an orange button labeled "SUBMIT ANOTHER QUESTION".

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.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 316 941
International Number: +61 2 9000 2112

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au