



# Code of Conduct

Nuix Limited ACN 117 140 235 (the Company)  
and its subsidiaries

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## INTROUCTION

Nuix Limited, and its subsidiary companies, is committed to behaving with integrity, developing best-in-class software, and providing superior service. We can only achieve this through our people. For us to do this, obligations and responsibilities must fall equally on the Company and every one of its employees. These standards are reflected in our statement of values which we will articulate and disclose publically. Nuix expects you to be familiar with its values and have a personal commitment to meeting these standards. These standards go beyond mere compliance with laws and regulations. They embrace the values which are essential to Nuix's continued success and involve acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the broader community.

### *As a Company, we will:*

- Respect every employee's dignity, rights, freedoms, and individual needs.
- Provide a working environment that is safe, challenging, and rewarding.
- Recognize the work of each of our employees.
- Respect customers', suppliers' and employees' personal and sensitive information.
- Reinforce the Company's commitment to the highest standards in business and professional ethics.
- Obey the law.

### *As employees, we will:*

- Treat customers, the public and fellow employees with honesty, courtesy and respect.
- Respect and safeguard the property of customers, the Company and fellow workers.
- Maintain confidentiality of all customer, Company or other parties' information gained through our work.
- Perform our duties, as best we can, taking into account our skills, experience, qualifications and position.
- Do our jobs in a safe, responsible and effective manner.
- Respect personal and sensitive information in accordance with privacy legislation.
- Ensure our personal business and financial interests do not conflict with our duty to the Company.
- Adhere to and work within the Company's policies and rules.
- Obey the law.

If we, as leaders and employees, undertake these obligations and responsibilities, our workplace, job satisfaction and performance will benefit, and we will better achieve our Company's business goals.

## GUIDELINES FOR EXPECTED BEHAVIOR

AREA	EXPECTED BEHAVIOR
BUSINESS RECORDS	Business records (whether paper or electric) can only be destroyed with authorization and in accordance with approved Company policies and rules.
CODE OF CONDUCT	<p>This Code is about a common ethical sense. It is not a legal document. However, this Code sets the standard for our behavior. We are all accountable for putting the spirit and letter of this Code into practice.</p> <p>An essential element in ethical behavior is a sense of personal responsibility. This Code, like any other, will only be successful if it is understood and followed.</p> <p>In any case, it is important to remember that this is our Company Code and therefore it is owned by each of us. Both individuals and companies are judged as much for their integrity as for their service quality.</p>
CONFLICT OF INTEREST	<p>A conflict of interest exists where loyalties are divided. It is expected we will guard against any possibility of conflict of interest in employment.</p> <p>If any employee thinks that he or she has a possible conflict of interest in relation to their employment, it should be discussed with their Leader.</p>
COMPANY FUNDS / EXPENDITURES	Every employee who has control of Company funds, or incurs an expenditure on behalf of the Company, is personally accountable for those funds and expenditures.
COMPANY PROPERTY	<p>We all share the responsibility for looking after Company property, especially if it is under our control. Company property must not be removed without authorization or used for personal benefit or any other improper purpose.</p> <p>The Company's property may only be given away, lent, destroyed or otherwise disposed of, if this action is properly authorized, no matter how old or damaged.</p>
CUSTOMER SERVICE	<p>We must ensure that:</p> <ul style="list-style-type: none"> <li>• Our customers can deal with us easily and efficiently.</li> <li>• Our products and services suit customer's needs and always work as they should.</li> <li>• Our products and services are easily understood by customers.</li> <li>• We use our knowledge and expertise</li> </ul>

<p>DEALING WITH SUPPLIERS AND SERVICES</p> <p>(See also Conflict of Interest)</p>	<p>Our Company awards its business strictly on the basis of suitability and price.</p> <p>Each employee involved in buying goods and services on the Company's behalf must avoid any relationship, financial or otherwise, with suppliers that could be seen as unfairly influencing judgement.</p>
<p>DRUGS AND ALCOHOL</p>	<p>Illegal drugs are not acceptable nor permitted in the workplace.</p> <p>Whilst in the workplace, consumption of alcohol is not permitted without the prior approval of the Region CEO.</p>
<p>ELECTRONIC EQUIPMENT (USE OF COMPUTERS)</p>	<p>The use of electronic mail, internet system, and other company information technology is for the conduct of Company business, or as otherwise set out in approved Company policies and rules.</p>
<p>ENVIRONMENT</p>	<p>We are all responsible for maintaining and improving the environment.</p>
<p>FAIR COMPETITION</p>	<p>We aim to be an effective competitor and to act according to accepted community and ethical standards.</p> <p>Bribes, payoffs or kickbacks will not be tolerated or accepted.</p> <p>Offering a Bribe (as defined in the Company's Anti-Bribery and Corruption Policy) to a government official and the receipt of a Bribe by a government official is prohibited under Australian law and the laws of most countries. Australia is a signatory to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions and has enacted legislation prohibiting the offering of anything of value to foreign public officials which enables it to prosecute its citizens and corporations for the bribery of public officials in other countries.</p> <p>A contravention of anti-bribery legislation has serious consequences, such as imprisonment or fines.</p> <p>In all dealings with others, we will be courteous, well-informed and truthful, and careful not to misrepresent the quality, features or availability of our products.</p> <p>Competitive information will be obtained only by ethical means - covert attempts to gain competitive information are not permitted.</p>

<p>GIFTS, LOANS, HOSPITALITY (See also Conflict of Interest)</p>	<p>No-one should ask for or accept any gift, loan, unusual or expensive hospitality or other benefit of significant value. In particular, we must not seek or accept a significant gift that could cause pressure on our judgement, or could seem to be a conflict of interest, or could damage relationships with others.</p> <ul style="list-style-type: none"> <li>Hospitality in the form of entertainment in the interests of normal business practice is normally acceptable. However, it is important not to give any impression that there may be a connection between the hospitality and business opportunities.</li> <li>If one of us is sent a significant gift, that person should report it to his or her Leader and, if possible, return it with a polite note. However, it is sometimes awkward to refuse a gift. If refusal of an offer might damage relationships, it may be appropriate to accept the gift on the Company's behalf. If in any doubt about gifts, hospitality or concessions offered, then ask your Leader or refer the matter to the Legal Department.</li> </ul> <p>A gift is defined here as an item or service of <i>significant</i> value. Unsolicited promotional materials of little or nominal value such as pens, pencils, key rings, diaries, etc. are not gifts for the purposes of this definition.</p>
<p>IMPROPER INFLUENCE (See also Political Associations)</p>	<p>No pressure is to be put on employees to influence their personal preferences in private or political matters. Further, no approval or disapproval should be shown by anyone in their Company role, of an employee's private political preferences or activities.</p>
<p>LAW</p>	<p>Our Company is subject to local, State, Federal, and international laws. We have a duty to act within those laws. The law helps to define our roles within the Company.</p> <p>You must comply with all laws and regulations relating to your business conduct and the Company's operations. This includes being familiar with the duties and responsibilities applying to you under the laws relevant to the Company and in the context of your role in the Company. The laws that govern the Company's business activities may be complex. You are encouraged to contact the General Counsel if you are unclear about laws or regulations relating to your work.</p> <p>Each member of the leadership team is required to ensure that they are aware of the legal obligations and requirements that impact their areas of responsibility.</p> <p><b>No one can be directed to carry out an illegal act, and no one can justify an illegal act by claiming to be acting under the order of a Leader, or to be simply complying with a policy.</b></p>

<p>TRADING IN SHARES</p>	<p>The law prohibits dealing in the shares of a company while in possession of "inside information". "Inside information" is information that is not generally available and if it was available, a reasonable person would expect it to have a material effect on the price or value of company shares.</p> <p>You must not (and must not cause another person to) trade in the Company shares or the shares of any other company to which the information relates on the basis of inside information or pass inside information onto someone who might use inside information to trade in the Company shares or any other company to which the information relates.</p> <p>A breach of insider trading provisions may result in criminal prosecution.</p> <p>Any trading or other dealing in the Company shares must be done in accordance with the Securities Trading Policy. If you have any doubt, you should contact the Company Secretary</p>
<p>FINANCIAL INTEGRITY</p>	<p>The Company has stringent financial accounting procedures that are overseen by management, the Audit Committee and the external auditor. Therefore:</p> <ul style="list-style-type: none"> <li>(a) the use of Company funds or assets for any unauthorised or unethical purpose, including for the advantage of others, or to cause loss to the Company is prohibited. No undisclosed funds or assets of the Company have, or will be, maintained or established for any purpose;</li> <li>(b) no false or misleading entries may be made in the books or records of the Company for any reason; and</li> <li>(c) no payment on behalf of the Company may be made or approved on the understanding that it will or might be used for something other than the stated purpose.</li> </ul> <p>You must ensure that:</p> <ul style="list-style-type: none"> <li>(d) the Company's financial books, records, reports and statements properly document all assets, liabilities, and revenue; and</li> <li>(e) expenses accurately reflect all transactions of the Company and are retained in accordance with the Company's policies and all applicable laws and regulations</li> </ul>
<p>LEAVING THE COMPANY (See also Protection of Information (Privacy) and Intellectual Property)</p>	<p>On leaving or retiring from the Company, each employee must hand over to his or her Leader any Company assets and items containing business information. Even after leaving the Company, each of us has a continuing obligation to maintain the confidentiality of such information which includes intellectual property that may have been created whilst working with the Company.</p>

<p>NON-DISCRIMINATION / HARASSMENT</p>	<p>Management is committed to equal opportunity for all of its employees. Employees must not discriminate against a person on the basis of race, color, ethnicity, religion, gender, age, marital status, sexual preference, disability or other factors unrelated to legitimate business interests.</p> <p>Harassment of any person on any basis will not be tolerated. Sexual advances or comments, racial or religious "jokes" or slurs, or any other conduct in the workplace that is intimidating or offensive is unacceptable behavior and will not be condoned.</p> <p>Recruitment, promotions and other conditions of employment or career development will be based on individual merit. Unethical means of achieving performance or promotion will not be condoned or rewarded.</p>
<p>OUTSIDE EMPLOYMENT AND OTHER ACTIVITIES (See also Conflict of Interest)</p>	<ul style="list-style-type: none"> <li>• We should keep outside activities separate from Company work;</li> <li>• We will ensure that outside activity does not involve use of our Company's property, information, money, facilities, time or the services of fellow workers; and</li> <li>• We should avoid outside activity likely to affect either our work or someone else's, or which could discredit either ourselves or our Company, or which could conflict with the Company's interests.</li> </ul> <p>Our Company does have a concern with the well-being of communities in which it is located. The quality of our work with the Company can be increased by the contribution that we might make as an individual. If it is practical, management will endorse and support part-time involvement by its staff in public or community service.</p>
<p>PERSONAL CONDUCT</p>	<p>Our personal conduct should be consistent with the Code.</p> <p>Employees should deal fairly and honestly with our customers, each other, business suppliers and competitors.</p> <p>This means:</p> <ul style="list-style-type: none"> <li>• Handling all customer contacts with professionalism and courtesy.</li> <li>• Reporting to work as scheduled, keeping absences to a minimum and, when an absence is necessary, promptly notifying the appropriate person of the reason.</li> </ul>
<p>POLITICAL ASSOCIATIONS</p>	<p>Our Company must not be used to support a political party, a member of a party, or an independent politician, either in your local region or overseas. When acting on the Company's behalf, no action should be made which might be seen as assisting a political party, politician or political candidate. However, this does not include normal hospitality when conducting business.</p>

<p>PROTECTION OF INFORMATION (PRIVACY) AND INTELLECTUAL PROPERTY</p>	<p>All employees must maintain the privacy of business information and protect it from any disclosure.</p> <p>Personal and Sensitive information relating to customers, suppliers and employees is to be respected and remain private (See Company's Privacy Policy).</p> <p>All intellectual property that you generate in relation to the Company and its activities is the property of the Company. You are responsible for protecting the Company's intellectual property rights.</p> <p>On leaving or retiring from the Company, you must hand over to your manager any Company assets and items containing business information. Even after leaving the Company, you have a continuing obligation to maintain the confidentiality of such information which includes intellectual property created while working at the Company.</p>
<p>WORK ENVIRONMENT</p>	<p>The Company is committed to provide its employees with a working environment which is healthy, safe, and productive. Besides physical factors, our work environment should also be challenging, stimulating and rewarding for us all.</p> <p>For a productive and safe workplace, the following are not acceptable or permitted:</p> <ul style="list-style-type: none"> <li>• Smoking in Company buildings.</li> <li>• Using, possessing, or trafficking firearms or illegal drugs.</li> <li>• Consuming alcohol that might affect anyone's safety. For the avoidance of doubt, any consumption of alcohol in the work environment must be approved by the Region CEO.</li> <li>• Using offensive language and/or unwarranted or violent physical behavior.</li> </ul>
<p>MATERIAL PRICE SENSITIVE INFORMATION</p>	<p>As soon as an employee or Director becomes aware of material price sensitive information which has not been previously released by the Company, he or she should immediately inform their Disclosure Officer as described in the Company's Continuous Disclosure Policy, or the Company Secretary if they are unsure who their Disclosure Officer is or if that person is unavailable.</p> <p>If you become aware that there may have been inadvertent disclosure of material price sensitive information (which has not been disclosed to the ASX) during any communication with external parties, or that confidential Company information may have been leaked (whatever its source), you should immediately notify the CEO or Company Secretary in accordance with the Company's Continuous Disclosure Policy</p>

<b>MATTERS OF CONCERN OR INTEREST TO INVESTORS</b>	Nuix will maintain an investor relations programs to seek to understand matters of concern or interest to professional and retail investors. If employees or Directors receive significant comments or concerns from investors or their representatives, they should convey those comments to the Company Secretary who will consider that information and if appropriate inform the Board and senior executives.
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### **Conduct not Prohibited by the Code**

This Code is not intended to restrict communications or actions protected or required by local, State or Federal law.

### **Reporting Procedure**

If you become aware of any actual or potential violation of the Code, potential conflict of interest or ethical concern regarding your employment or another employee, you must promptly speak to, write or otherwise contact the Legal Department at the following address: [conduct@nuix.com](mailto:conduct@nuix.com).

You may also choose to inform the Company's auditors. Details of any concerns and the identity of any persons making the report will be treated confidentially to the extent possible. A register of complaints or actions will be maintained. Any matter reported will be handled promptly and in a manner that ensures the individual is not disadvantaged for reporting their concerns. For full details, please see the Company's Whistleblowers Policy.

Employees will receive appropriate training on how to comply with their obligations under the Code.

### **No Retaliation**

Company prohibits any form of discipline, reprisal, intimidation or retaliation for the good faith reporting of a potential violation of this Code, conflict of interest, or other ethical concern, or cooperating in related investigations.

### **Consequences for breaching the code**

All suspected breaches of the Code will be investigated by the Company. If these investigations reveal breaches of the Code, appropriate and proportionate disciplinary and remedial action will be taken, depending on the nature of the breach. This will range from providing the director, senior manager or employee with training, coaching and counselling through to formal warnings and/or to termination. Directors and senior executives in particular are expected to reinforce the code by taking appropriate and proportionate disciplinary action in relation to any breaches identified.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law

### **Administration of this Code**

The Legal Department is responsible for the administration, monitoring, and enforcement of this Code. If you have any questions regarding this Code, please contact the Legal Department. The Company may change this Code in its sole discretion, however amendments may only be made with the approval of the Board.

The Board will review this Code of Conduct periodically to ensure effective operation and assess whether any changes are necessary. The General Counsel or Company Secretary will communicate any amendments to employees as appropriate.