



Securities Trading Policy

1. INTRODUCTION AND PURPOSE

This is the Securities Trading Policy for Nuix Limited ACN 117 140 235 (“**Nuix**”, or “the **Company**”).

The purpose of this Policy is to guide and assist Directors and employees to:

- (a) understand and comply with their obligations under the insider trading prohibitions of the Corporations Act; and
- (b) protect the reputation of the Company, its Directors and employees;
so that we can **take ownership** of our legal responsibilities and be **unafraid** to do the right thing, quickly.

2. KEY PRINCIPLES OF INSIDER TRADING PROHIBITION

2.1 Conduct prohibited by law

Under the Corporations Act, if a person possesses "inside information" in relation to Securities of the Company or any other company, the person must not:

- (a) Deal in those Securities; or
- (b) Procure another person (such as a trust or company associated with them) to Deal in those Securities; or
- (c) directly or indirectly communicate the information, or cause the information to be communicated, to another person if the person knows, or ought reasonably to know, that the other person would, or would be likely to, Deal in those Securities in any way or Procure a third person to Deal in those Securities

2.2 When a person possesses inside information

A person possesses inside information in relation to Securities of the Company or another company where:

- (a) the person possesses information that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the Securities; and
- (b) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Securities.

Directors and employees must assume that information is generally available only if it has been announced to ASX.

A reasonable person would be taken to expect information to have a material effect on the price or value of Securities if the information would, or would be likely to, influence persons who commonly acquire Securities in deciding whether or not to acquire or dispose of the Securities.

2.3 A person does not need to be an "insider"

A person can possess inside information in respect of a company, even if they are not associated in any way with that company. It is irrelevant how the inside information was



obtained.

2.4 Penalties

A person who Trades in Securities while they possess inside information or communicates that information in the circumstances described in paragraph 2.1(c) above may be liable for both significant civil and criminal penalties.

In addition, a breach of this Policy may lead to disciplinary action by the Company or Group, including termination of employment with the Group.

2.5 Examples of inside information

Examples of inside information include:

- (a) a change in financial performance of the Company as against forecasts or expectations;
- (b) changes in the Board of Directors or senior executives;
- (c) a proposed capital raising;
- (d) significant changes in operations, strategy or proposed changes in the general character or nature of the business of the Company or its subsidiaries;
- (e) significant new contracts or customers or termination of a significant contract;
- (f) significant litigation involving the Company;
- (g) allegations of any breach of the law or other regulatory requirements by the Company; and
- (h) an unexpected liability;

where that information is not generally known.

3. RESTRICTIONS ON TRADING

3.1 General principles - all Directors and employees

- (a) Directors and employees must comply with the insider trading provisions of the Corporations Act at all times and must not Trade in Securities whilst in possession of inside information in respect of those in Securities; and
- (b) Directors and employees have legal duties not to use information which has been obtained by reason of their connection with the Group to gain advantage for themselves or someone else.

3.2 Short term Trading - all Directors and employees

- (a) Directors and employees must not engage in short term Trading of Company Securities.
- (b) In general, the acquisition of Securities with a view to resale within a 6 month period and the sale of Securities with a view to repurchase within a 6 month period would be considered "short term trading". Transactions related to the exercise or conversion of options or rights and the subsequent sale of any resultant Securities under the Company's employee incentive schemes are not considered "short term trading".



3.3 Securities of other companies - Directors and all employees

Directors and employees must not Trade in Securities of another company whilst in possession of inside information in respect of that company.

3.4 No Trading in Company Securities outside a Trading Window - Directors and all Employees

Directors and employees may only Trade in Company Securities during these Trading Windows:

- (a) the four week period commencing on the business day after the release of the Company's full year results to ASX;
- (b) the four week period commencing on the business day after the release of the Company's half year results to ASX;
- (c) the four week period commencing on the business day after the Company's Annual General Meeting; and
- (d) any additional periods permitted by the Board from time to time.

However, even if a Trading Window applies:

- (a) Directors and employees must not Trade in Company Securities at that time if they are in possession of inside information; and
- (b) Directors and Restricted Employees may only trade during Trading Windows if they have first received written approval from the Designated Officer, and they trade within 5 Business Days of receiving that approval .

The Trading Windows may be shortened. Notice of such changes will be communicated by email to Directors and employees and will be effective immediately upon the giving of such notice.

3.5 Subsequent notification of all Trading - Directors and Restricted Employees

Directors and Restricted Employees notify the Company Secretary in writing of all Trading in Company Securities within 2 business days, regardless of whether prior written approval has been given for that Trading.

Directors must provide sufficient details of all Trading to enable the Company to file a notice in accordance with the ASX Listing Rules within 5 business days of the Trade. The Company will also be obliged to notify the ASX whether the Trading by a Director occurred during a Closed Period where prior written approval was required and, if so, whether prior written approval was provided.

The Company Secretary will inform the Board of the details for all Trading notified to ASX.

3.6 Margin loans and other security interests - Directors and Restricted Employees

No Director or Restricted Employee may enter into a margin loan or similar funding arrangement to acquire any Company Securities, (which includes transferring Securities into an existing margin loan account, or selling Securities to satisfy a call pursuant to a margin loan) or grant lenders any rights over their Company Securities.

3.7 Hedging and Derivatives - Directors and employees



Directors and employees must not use, or allow to be used, any Derivatives or other products which operate to limit the economic risk of holding unvested Company Securities or Company Securities subject to a holding lock.

3.8 Trading may be approved due to Exceptional Circumstances

A Director or employee may Trade in Company Securities because of Exceptional Circumstances if:

- (i) the person is not in possession of inside information in relation to the Company;
- (ii) the person seeking approval to Trade in Company Securities applies for approval in writing and satisfies the Designated Officer that Exceptional Circumstances exist and that the proposal to Trade is the only reasonable course of action available; and
- (iii) the Designated Officer determines that an Exceptional Circumstance applies to the person and gives prior written approval in accordance with this Policy to permit the person to Trade in Company Securities in the circumstances. The Designated Officer's discretion will be exercised with caution and having regard to the importance of minimising both the risk, and appearance, of insider trading.

However, even if prior written approval is given, Directors and employees must not Trade in Company Securities if the person is in possession of any inside information.

Directors and employees may only engage in the proposed Trading if written approval is given, and within 7 days from the date it is given.

Approval to Trade can be withdrawn if there is a change in circumstances.

3.9 Limited exceptions

Directors and employees may Trade in Company Securities outside a Trading Window in these limited circumstances:

- (a) **(No change in beneficial ownership)** Trades in Company Securities where the Trading does not result in a change of beneficial interest in the Securities.
- (b) **(Transfers into a superannuation fund)** Transfers of Company Securities already held into a superannuation fund or other saving scheme in which the Director or employee is a beneficiary.
- (c) accepting an offer for all or most security holders (for example, in a takeover);
- (d) circumstances where the holder has no control or influence over the trading decisions, such as in a dividend reinvestment plan; or
- (e) the exercise (but not the sale of securities following exercise) of an option under an employee incentive scheme where the final day for exercise falls during a Closed Period and the Company has been in an exceptionally long Closed Period or has had a number of consecutive Closed Periods and the holder could not reasonably have been expected to exercise it at a time when free to do so.

OTHER MATTERS

3.10 Cautions to consider

Under insider trading laws, a person who possesses inside information about an entity's securities is generally prohibited from trading in those securities and that this applies even where:



- (a) the trading occurs in a Trading Window;
- (b) the trading falls within an exclusion in this Policy; or
- (c) the person has been given approval under the Policy to Trade in Exceptional Circumstances.

Approval to Trade under this Policy is not an endorsement of the proposed Trade. The person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws.

3.11 Closely Connected Persons

Directors and employees must take reasonable steps to advise their Closely Connected Persons of this Policy and procure that they comply with this Policy as if they were a Director or employee.

3.12 Changes to Policy

If any material changes are made to this Policy, the Company will give the amended Policy to ASX for release to the market within 5 business days of the material change taking effect.

3.13 Record keeping

The Board will ensure that records are made capturing the details of all applications by Directors and employees for approval under this Policy and the decisions made in relation to those applications.

4. REVIEW

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

Adopted by the Board on 23 March 2023 and effective as of 1 May 2023



Schedule 1 Definitions

For the purposes of this Policy:

Closed Period means any period which is not a Trading Window

Closely Connected Persons means:

- (a) any spouse, de facto partner of, or any children residing with, a Director or employee; and
- (b) companies, trusts, self-managed or other super funds and entities which are controlled by a Director or employee of individual referred to in paragraph (a) above;

Company means Nuix Limited ACN 117 140 235

Company Securities means Securities issued by the Company;

Corporations Act means the Corporations Act 2001 (Cth);

to **Deal** in Securities means to apply for, acquire or dispose of Securities, or enter into an agreement to do any of those things, and **Dealing** has a corresponding meaning;

Designated Officer means:

- (a) for a Director or the CEO or the Company Secretary: the Chair;
- (b) for the Chair: the Chair of the Audit & Risk Committee;
- (c) for any employee (other than the CEO or Company Secretary), the Company Secretary;

or such other person appointed by the Board as a Designated Officer for this Policy;

Directors means directors of any company in the Group;

employee means full-time, part-time and casual employees, consultants, secondees, contractors of, and persons seconded to, any company in the Group;

Exceptional Circumstances means, in relation to a person:

- (a) **(Severe financial hardship)**: a pressing financial commitment or tax liability that can only be satisfied by selling the relevant Company Securities.
- (b) A tax liability relating to Securities received under an employee incentive scheme would also not normally constitute severe financial hardship;
- (c) **(Court order)**: a requirement to Trade in Company Securities as a result of:
 - (i) a court order;
 - (ii) court enforceable undertakings (eg as part of a bona fide family settlement); or
 - (iii) some other overriding legal or regulatory requirement; or
- (d) **(Other circumstances)**: other circumstances considered genuinely exceptional by the Designated Officer.



to **Procure** another person to Deal in Securities includes inciting, inducing or encouraging a person to Deal or not Deal in Securities;

Prohibited Period means any period which is not in a Trading Window;

Restricted Employees means:

- (a) the CEO;
- (b) the Chief Financial Officer;
- (c) the Company Secretary;
- (d) the General Counsel;
- (e) direct reports to the above positions;
- (f) employees involved with preparing the Group's monthly financial reports; and
- (g) employees nominated by the CEO or Board as Restricted Employees (and who are notified accordingly).

Securities includes shares, options, rights, debentures (including convertible notes), interests in a managed investment scheme and derivatives.

Trade means to Deal in Securities or Procure another person to Deal in Securities, and **Trading** has a corresponding meaning; and

Trading Window means the periods set out in paragraphs 3.4(a)3.4(b)3.4(c) and 3.4(d)