



Whistleblower Policy

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

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1	Legal Department	18 November 2020
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PURPOSE

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

Nuix also requires its directors, officers, employees, consultants, contractors and suppliers to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of Nuix, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy (the "**Policy**") has been adopted to reinforce that Nuix provides a safe and confidential environment where concerns regarding misconduct, impropriety or wrongdoing may be raised without fear of reprisal or detrimental treatment.

This Policy sets out:

- a) when you will be protected for speaking up about misconduct;
- b) the protections that may be provided to you if you speak up; and
- c) how disclosures made under this Policy will be handled by Nuix.

Australia's *Corporations Act 2001* (Cth) provides certain people legal rights and protections as whistleblowers and requires Nuix to have a whistleblowing policy that addresses the protections under that Act.

However, it is important to remember that Nuix operates in multiple countries; your legal rights and obligations as a whistleblower will depend on the laws applicable to your particular situation and Nuix must comply with all local laws. If compliance with this Policy would breach any local laws, or if those local laws impose a higher standard of protection, the applicable laws will take precedence.

WHO IS COVERED BY THIS POLICY?

You will be covered under this Policy if:

- a) you are one of the individuals set out in section 3;
- b) you disclose information about the type of matters set out in section 4; and
- c) you disclose that information:
 - o internally to one of the persons set out in section 6; or
 - o externally to one of the persons set out in section 10.



WHO MAY MAKE A PROTECTED DISCLOSURE?

You may make a disclosure that qualifies for protection under the Australian whistleblower laws if you are or were:

- a) a Nuix employee (including a full time, part time, casual, fixed term employee or temporary employee);
- b) a Nuix officer (including a director or company secretary);
- c) a person who supplies services or goods to Nuix, whether paid or unpaid (for example, a contractor, consultant, service provider, supplier or business partner), or an employee of such a supplier;
- d) an associate of Nuix (which includes a director or company secretary of a related company); or
- e) a parent, grandparent, child, grandchild, sibling, dependant or spouse (including a de facto partner) of any of the people listed above.

WHAT MAY A PROTECTED DISCLOSURE BE ABOUT?

Disclosures do not have to be about breaking the law.

Eligible disclosures may be about misconduct or an improper state of affairs or circumstances (such as conduct revealing a systemic issue within Nuix) in relation to Nuix, including by an officer or employee of Nuix, that you have reasonable grounds to suspect has occurred or is occurring in relation to Nuix.

Examples of eligible disclosures

Some examples of eligible disclosures include:

- conduct that amounts to a criminal offence or contravention of the *Corporations Act 2001* or *Australian Securities and Investments Commission Act 2001*;
- conduct that is a Commonwealth criminal offence punishable by more than 12 months imprisonment;
- illegal conduct, such as fraud, theft, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- fraud, money laundering or misappropriation of funds;
- negligence, default, breach of trust and breach of duty;
- improper, unethical or dishonest conduct, such as misuse of company assets, conflicts of interest or abuses of authority;



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- conduct that poses a significant risk to public safety or the stability of, or confidence in, the financial system;
 - any conduct that may indicate a systemic issue in relation to Nuix;
 - any business behaviours and practices that may cause consumer harm;
 - conduct that is damaging to Nuix's financial position;
 - misconduct in relation to Nuix's tax affairs;
 - other misconduct concerning corporate governance, accounting or audit matters;
 - engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure;
 - unauthorised use of Nuix's confidential information, including in terms of product pricing and product development; or
 - anti-competitive behaviour.

You may still qualify for protection if your disclosure turns out to be incorrect, but you must have reasonable grounds for suspecting that the information you are disclosing concerns misconduct or an improper state of affairs or circumstances in relation to Nuix.

A disclosure made without reasonable grounds (such as where you know it to be false) may amount to misconduct and be subject to disciplinary action. 'Reasonable grounds' means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

What is not an eligible disclosure?

Disclosures solely about a personal work-related grievance are not covered by this Policy and do not qualify for protection under the Australian whistleblower laws (unless they also relate to any detriment or threat of detriment by reason of you making/being suspected of making a protected disclosure, or constitute conduct that may indicate a systemic issue in relation to Nuix).

A personal work-related grievance is a grievance about any matter in relation to your employment or former employment that has, or tends to have, implications only for you personally. Examples of a personal work-related grievance includes (but are not limited to):

- an interpersonal conflict between you and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about your engagement, transfer or promotion;



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- a decision about your terms and conditions of engagement, payroll, or remuneration; or
 - a decision to suspend or terminate your engagement, or otherwise discipline you.

Personal work-related grievances should instead be raised via the usual channels, pursuant to your local grievance policy.

WHO MAY RECEIVE A PROTECTED DISCLOSURE

All of the people listed in this section may receive disclosures that qualify for protection under the Australian whistleblower laws. However, we encourage you to make your disclosure through the following channels:

- (1) the Nuix compliance and whistleblower hotline (**Hotline**) by going online to the following third-party site www.nuix.ethicspoint.com; or
- (2) Nuix's General Counsel, directly via email or to conduct@nuix.com.

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

If you prefer, you may also make a disclosure to the following people:

- a) a member of our Leadership Team (see Nuix Organisational Chart);
- b) any other Nuix officer (including a director or company secretary) or senior manager (i.e., a senior manager being anyone who has the capacity to significantly affect Nuix's financial standing);
- c) an internal or external auditor (including a member of an audit team conducting an audit on Nuix); or
- d) if the disclosure concerns Nuix's tax affairs or the tax affairs of an associate of Nuix: an employee or officer at Nuix who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information.

HOW MAY A PROTECTED DISCLOSURE BE MADE?

You may make a disclosure at any time to the people identified in section 6 in person, by phone, email, post, or by hand.

We encourage that you make the disclosure using the form that is attached to this policy and is also available at <https://nuix0.sharepoint.com/sites/IntranetHome>.

If you make a disclosure from or to a Nuix email address, your email may be accessed by certain people within our IT department in accordance with Nuix's policies. If you are



concerned about those limited circumstances in which your email might be accessed, you may prefer to make your disclosure verbally, by post or by hand. Disclosures can be made anonymously, and you can remain anonymous while interacting with Nuix or the Hotline in relation to your disclosure, including during any investigation of your disclosure, as well as after your case is closed. At any given time, you can identify yourself, but this is your choice and at no point do you need to do this or will you be forced to provide your identity. If you decide to disclose your identity, Nuix will take steps to protect your identity and to protect you from detriment.

If you would like to make an anonymous disclosure, it is recommended that you do so through the Hotline, which allows for anonymous disclosures to be made. Nuix will make every endeavor to investigate your disclosure where possible and appropriate, but in some cases, there are limitations of what can be achieved if you decide to remain anonymous (for example, if Nuix is not able to contact you to obtain sufficient information).

You may wish to obtain independent legal advice before making a disclosure. That communication with your legal adviser will also be protected under the Australian whistleblower laws. If you would like some further information before making a disclosure, please contact Nuix's General Counsel directly via email or to conduct@nuix.com

Confidentiality of a discloser's identity

Confidentiality and secure record-keeping

Nuix's priority is to support and protect people who make disclosures under this Policy. As part of this, a person who raises a disclosure under this Policy will be afforded the confidentiality protections set out in this Policy.

If you make a protected disclosure, it is illegal for anyone to identify you or disclose any information that is likely to lead to you being identified, unless:

- a) you consent to the disclosure of that information;
- b) it is necessary to obtain legal advice about your disclosure and the whistleblower laws, in which case, we can pass the information on to our lawyer;
- c) Nuix needs to disclose the information to the Australian Federal Police, Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulatory Authority (**APRA**), or the Australian Taxation Office (**ATO**), if the disclosure concerns Nuix's tax affairs or the tax affairs of an associate of Nuix; or
- d) in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken by Nuix to prevent someone from identifying you.

Disclosures received will be treated sensitively and seriously. To maintain the confidentiality of a disclosure, Nuix:



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- a) limits access to information relating to your disclosure;
 - b) stores all material relating to disclosures securely;
 - c) carefully reviews and takes reasonable steps to remove your name and identifying features, including gender (unless you agree for your identity to be known);
 - d) uses tools and platforms (such as the Hotline) that allow disclosures to be made anonymously; and
 - e) ensures that anyone who is involved in handling and investigating your disclosure is aware of the confidentiality requirements.

Please be aware that if you do not consent to the limited sharing within Nuix of your identity and the information provided by you as needed, this may limit Nuix's ability to progress your disclosure and to take any action in relation to it.

You have a right to raise with Nuix any issue you experience as a result of making a disclosure (including if you believe or suspect that there has been a breach of your confidentiality) directly with the Hotline or the General Counsel.

You may lodge a complaint to a regulatory body, such as ASIC, APRA, ATO, if you believe that your confidentiality has been breached.

Provision of identity to a court or tribunal

No-one at Nuix may disclose or produce to a court or tribunal any information or documents which disclose your identity (or information likely to lead to your identification) without seeking the advice of our General Counsel.

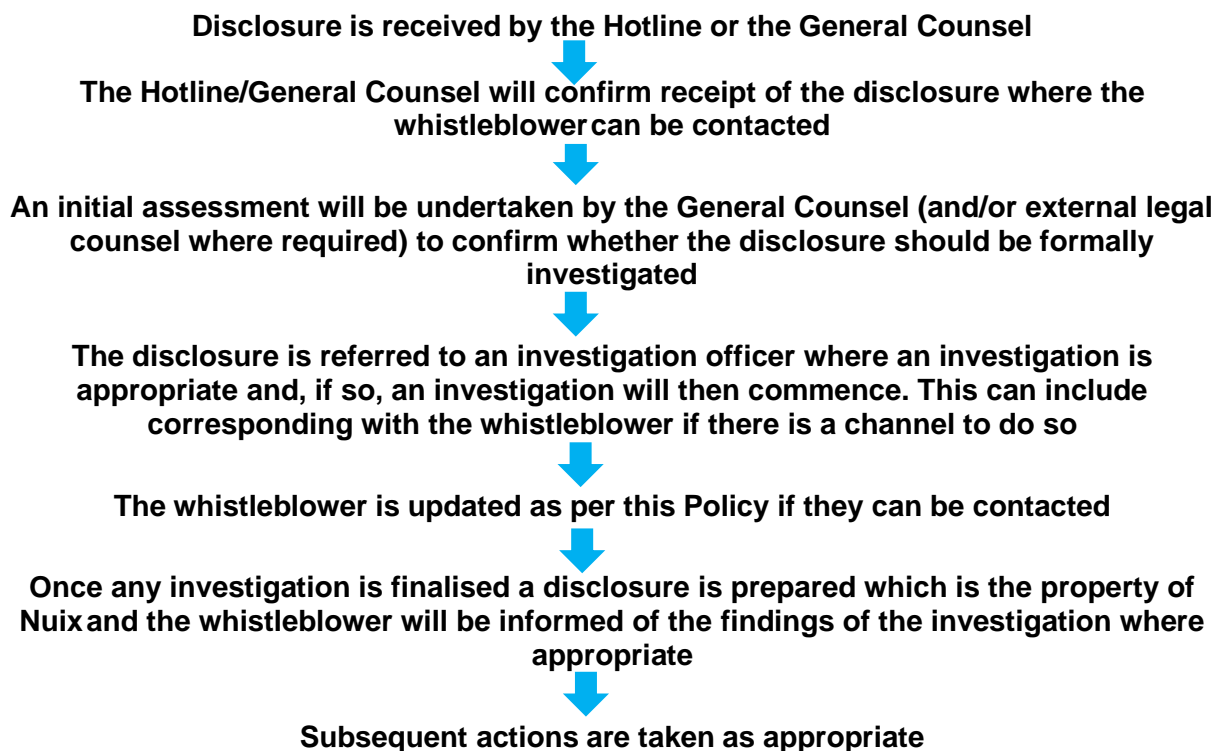
If you make a protected disclosure and become aware that a court or tribunal has requested disclosure of your identity or production of documents containing your identity (or information likely to lead to your identification), you may apply to the court or tribunal for an order protecting your identity.

INVESTIGATION

Making a disclosure under this Policy guarantees that it will be initially assessed by Nuix and a decision made by Nuix as to whether it should (and can) be investigated further. Nuix's response will vary depending on the nature of the disclosure (including the amount of information provided). It may not be possible to investigate a disclosure if Nuix is not able to contact you to obtain sufficient information (for example, if you have made the disclosure anonymously and have not provided contact details).



The diagram below outlines the high level steps Nuix will generally take once a disclosure has been received.



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

The timeframe for an investigation will vary depending on the nature of the disclosure. Nuix endeavours to complete investigations within 90 days of receipt of a disclosure, however this time period may be exceeded depending on the circumstances of the matter.

Unless there are confidentiality or other reasons not to do so, employees to whom a disclosure relates will be informed of the allegation at the appropriate time, and given an opportunity to respond to the allegation(s) made against them. They can also access Nuix's Employee Assistance Program.

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

The method for documenting and disclosing the findings of an investigation will depend on the nature of the disclosure. Any disclosure prepared in relation to an investigation may be provided to a decision-maker in relation to the matter and remains the property of Nuix. It will not be provided to a person who makes a disclosure or any other person to whom a disclosure relates.



Using third parties

The General Counsel may undertake an investigation themselves or delegate the investigation to another appropriate NuiX personnel, or to external legal counsel, accountants, or other experts. This is subject to compliance with the confidentiality protections set out in this Policy and the delegate not being a subject of the disclosed concern.

Updating the whistleblower

NuiX will provide regular updates to a whistleblower on the progress of the investigation (including in relation to timeframes) if they are able to be contacted. The frequency and timeframe of these updates may vary depending on the nature of the disclosure. These updates may include the following:

- a) confirming receipt of a disclosure;
- b) advising that an investigative process has begun;
- c) providing updates on the investigation status (even if there has been no progress);
- d) advising when an investigation has been closed.

Further action following investigation

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

Escalation

If you are not satisfied with a decision not to conduct an investigation into your concern or the findings of any investigation, you can escalate this to the Chair of the Audit and Risk Committee. You should provide this escalation in writing so that a formal review can take place.

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

PROTECTION

Protection from detriment

NuiX is committed to protecting whistleblowers from any detriment or threats of detriment



against any person because of a disclosure raised under this Policy, or because of a belief or suspicion that such a disclosure is proposed to be made. These protections are an essential element of creating an environment in which whistleblowers feel safe to raise concerns about disclosable conduct.

It is against the law for anyone at Nunix (including any officers, employees or contractors) to cause or threaten any detriment to any person because that person:

- is or proposes to make a disclosure under this Policy or the Australian whistleblower laws; or
- is suspected or believed to have made a disclosure under this Policy.

Detriment includes (but is not limited to):

- a) dismissal of an employee;
- b) injury of an employee in their employment or alteration of their duties to their disadvantage;
- c) discrimination between an employee and other employees;
- d) harassment or intimidation of a person;
- e) harm or injury to a person, including psychological harm;
- f) damage to a person's property, reputation, business, financial position, or any other damage;
- g) taking action against a person (including any disciplinary action or imposing a liability) for making a disclosure; and/or
- h) threats to carry out any of the above.

Any actual or threatened detriment will be treated as serious misconduct and may result in disciplinary action, which may include termination of employment. In some circumstances, this conduct can also attract civil and/or criminal penalties.

If you believe you or someone else has suffered detriment or the threat of detriment as a result of a concern being disclosed or being proposed to be disclosed, please immediately disclose this to the Hotline or the General Counsel on the contact details outlined further above.

Nunix can take a number of steps that:

- are reasonably necessary to protect you from detriment (for example, moving you to another office to protect you from detriment if you have made a disclosure about your immediate work area); or



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- relate to managing unsatisfactory work performance or other disciplinary action where appropriate.

Nuix has in place processes for protecting, supporting and monitoring the welfare of anyone who makes a disclosure. This includes risk assessment of any potential detriment, work adjustment considerations and support services such as Nuix's Employee Assistance Program.

Nuix will look for ways to support all people who raise a concern, but it will not be able to provide non-employees with the same type and level of support that it provides to its employees. Where this Policy cannot be applied to non-employees, Nuix will still seek to offer as much support as reasonably practicable.

Protection from civil, criminal and administrative liability

If you make a protected disclosure, you will also be protected from any of the following in relation to your disclosure:

- civil liability – for example, any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or otherwise using your disclosure against you in a prosecution (other than for making a deliberately false disclosure); and
- administrative liability – for example, disciplinary action for making a disclosure.

However, you may be liable for any personal misconduct revealed by your disclosure (or revealed by an investigation following your disclosure).

Compensation and other remedies

You may seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of a disclosure; and
- Nuix failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

We encourage you to seek independent legal advice if you wish to seek compensation or remedies in court.

HOW THIS POLICY INTERACTS WITH THE WHISTLEBLOWER LAWS

Australian whistleblower laws

By making a disclosure in accordance with this Policy, you may be protected under the



Australian whistleblower laws if the type of matter you disclose is protected by those laws.

While this Policy principally deals with internal disclosures, the protections afforded by the Australian whistleblower laws (set out in sections 8 and 10) also include some types of disclosure made to external parties, such as:

- legal representatives, to obtain advice or representation about the Australian whistleblower laws;
- ASIC, APRA or the ATO; or
- MPs or journalists, where you have reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but only if:
 - you previously made a disclosure of that information to either ASIC, APRA or another Commonwealth body prescribed by regulation; and
 - you notified that body in writing of your intention to disclose to an MP or journalist (where, for public interest disclosures, at least 90 days must first have passed since your previous disclosure before this notice may be given).

It is important you understand strict criteria may apply and you should obtain legal advice before making a disclosure to an MP or journalist.

For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see the information available on the ASIC website (including Information Sheet 239 How ASIC handles whistleblower reports) and the ATO website.

Whistleblower laws outside Australia

You may make a disclosure regardless of where you are or where the conduct is occurring.

If your disclosure concerns the conduct of Nuix, Nuix people, or Nuix operations outside of Australia, you may also have protections and obligations under the whistleblower laws of that country.

If there is nothing specified for a country, the general provisions of this Policy apply in full.

REPORTING TO THE BOARD

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



REVIEW

This Policy will be periodically reviewed at least every two years to ensure that it is operating effectively and appropriately reflects how whistleblowing matters are managed by Nuix. The review will also ensure that the Policy evolves in line with changes in the nature, scale and complexity of Nuix's business, its operating and regulatory environments.

BREACH OF THIS POLICY

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

MISCELLANEOUS

Training

Nuix will provide training to "eligible recipients" of disclosures about how to respond to them if received and for all Australian employees in relation this Policy and their rights and obligations under it.

Local Variations

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

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

Effect of policy

This policy is non-contractual and does not form part of any employment agreements with employees. This policy does not bind Nuix and does not create any obligation on the part of Nuix toward an employee.

Policy Administration and Amendments.

This Policy is subject to ongoing review and may be amended, replaced or revoked at any time by Nuix in its absolute discretion. Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the Legal Department.



DISCLOSURE FORM

Nuix Group Limited and its related companies/subsidiaries (**Nuix**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Nuix values teamwork, respect and integrity and wishes to encourage a culture where any officer, employee or contractor does not suffer detriment because of speaking up about potential misconduct concerns. Nuix appreciates you taking the time to bring matters of concern to our attention; thank you for speaking up.

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

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

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

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

- a) the Nuix compliance and whistleblower hotline (**Hotline**) by going online to the following third-party site www.nuix.ethicspoint.com; or
- b) Nuix's General Counsel, by hand, directly via email or to conduct@nuix.com.



SECTION A: CONSENT	
<input type="checkbox"/>	I consent to my identity being shared in relation to this disclosure; OR
<input type="checkbox"/>	I wish for my identity to remain anonymous <i>(If you wish to remain anonymous, you do not need to complete Section B and Section C)</i>
<input type="checkbox"/>	I consent to being contacted about my disclosure <i>(If so, please complete Section C)</i>
<input type="checkbox"/>	I wish to receive updates about my disclosure <i>(If so, please complete Section C)</i>
SECTION B: PERSONAL DETAILS	
Name:	
Address:	
Location (if applicable):	<input type="checkbox"/> Australia <input type="checkbox"/> Other (write country)
Department / Team (if applicable):	
Role / Position:	
SECTION C: CONTACT DETAILS	
Preferred telephone no: <i>(this may be a private number; please include country and area code)</i>	



Preferred email address: <i>(this may be a private email address)</i>	
Preferred contact method: <i>(phone / email / in person)</i>	<input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person
Best time to contact you:	
SECTION D: DISCLOSURE All questions are optional – however, the more information that you provide, the easier it will be for us to investigate and address your concerns.	
1	A description of your concerns, including: <ul style="list-style-type: none">• Location• Time• Persons involved <p><i>(You are encouraged to include with this disclosure any supporting evidence you may hold – you may use box 7 or a separate page if you run out of space)</i></p>
2	How did you become aware of the situation?



3	Who was involved in the conduct, including any names, departments and position?	
4	Does anyone else know about the matters you are concerned about? <i>(If yes, please describe any steps you have taken to report or resolve your concern and the outcome, if applicable)</i>	
5	Do you have any concerns about you or any other person being the subject of detrimental action because of this disclosure?	
6	Do you think the reported conduct might happen again?	
7	Please include any other details which you believe are relevant.	