ASX Appendix 4E

Results for announcement to the market

Statutory results for the period ended 30 June	% change	2026 $000	2025 $000
Revenue from ordinary activities	Improved 18.8%	263,212	221,500
Profit / (Loss) from ordinary activities after tax attributable to members	Improved 278.5%	16,448	(9,213)
Profit / (Loss) for the year attributable to members	Improved 278.5%	16,448	(9,213)

Non-GAAP measures of Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) for the period[1]	% change	2026 $000	2025 $000
Adjusted Management EBITDA	Improved 60.4%	59,765	37,250
EBITDA	Improved 40.5%	66,916	47,613

Other information

Dividends

It is not proposed that dividends be paid for the year ended 30 June 2026 (June 2025: nil).

Dividend reinvestment plan

Nuix Limited has not implemented a dividend reinvestment plan.

Net Tangible Assets ('NTA') backing

As of 30 June	2026	2025
NTA[2] (thousands of dollars)	81,452	73,934
Number of shares (thousands)	338,752	330,733
NTA per share (cents)	24.0	22.4

Explanation of results

During the year ended 30 June 2026, the Group reported a profit after tax of $16,448,000, compared to a loss after tax of $9,213,000 in the prior corresponding period. The $41,712,000 increase in revenues was driven by further multi-year deal wins with key accounts, along with strong new customer growth, particularly in Nuix Neo. Legal fees related to litigation and regulatory matters were $13,003,000, up from $10,598,000 in the prior corresponding period. Profit and loss has also been impacted by changes in estimates relating to historical tax matters which in part gave rise to an income tax benefit of $2,919,000 in the current period.

Supplementary comments

Additional information may be found in the media release and investor presentation lodged with the ASX on 24 August 2026 and the Operating and Financial Review forming part of the Directors' Report.

Entities over which control, joint control or significant influence was gained or lost

The Group obtained control of Linkurious SAS and, indirectly, of its wholly-owned subsidiary Linkurious Incorporated (together, "Linkurious") on 20 April 2026, through the acquisition of 100% of the shares in Linkurious SAS. Details of the acquisition are set out in Note 8.3 to the financial statements included in this report. No entities ceased to be controlled by the Group during the current period, and the Group held no interests in associates or joint ventures in either the current period or the prior corresponding period.

[1] Adjusted Management EBITDA incorporates both expensed and capitalised Research and Development spend, but excludes regulatory and litigation related legal costs, restructuring costs, and mergers and acquisitions (M&A) costs.

EBITDA is Adjusted Management EBITDA including the impact of capitalisation of development costs, regulatory and litigation related legal costs, restructuring costs and M&A related costs

[2] Net Tangible Assets have been calculated as net assets, adjusted for intangible assets and deferred taxes.

NUIX LIMITED AND CONTROLLED ENTITIES

ANNUAL FINANCIAL REPORT

For the year ended 30 June 2026

A.B.N. 80 117 140 235

A.C.N. 117 140 235

ASX Code: NXL

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Directors' Report

The Directors of Nuix Limited (**Nuix**) present their report for the consolidated entity comprising Nuix and its controlled entities (collectively referred to as the **Group**) in respect of the financial year ended 30 June 2026.

1. Directors

The following persons were directors of Nuix Limited during the year and up to the date of this report unless otherwise stated:

- Robert Mactier — Chair and Non-Executive Director
- John Ruthven[1] — CEO and Executive Director (appointed permanent CEO and director 4 May 2026)
- Sir Iain Lobban — Non-Executive Director
- Jacqueline Korhonen — Non-Executive Director
- Alan Cameron AO — Non-Executive Director
- Sara Watts — Non-Executive Director
- Rachel Barger — Non-Executive Director (appointed 1 March 2026)
- Edward (Ted) Pretty — Non-Executive Director (appointed 1 March 2026)
- Jeffrey Bleich — Deputy Chair and Non-Executive Director (resigned 19 November 2025)
- Jonathan Rubinsztein — CEO and Executive Director (resigned 31 October 2025)

2. Operating and financial review

The Operating and financial review for the year ended 30 June 2026 has been designed to provide shareholders with a clear and concise overview of the Group's operations, financial position, business strategies and prospects. The review also discusses the impact of key transactions and events that have taken place during the reporting period, to allow shareholders to make an informed assessment of the results.

The following commentary should be read with the consolidated financial statements and the related notes in the Financial Report.

Non-IFRS measures have been included, in particular Annualised Contract Value (ACV) and various measures of Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)[2], as Nuix believes they provide information for readers to assist in understanding the company's financial performance. Non-IFRS financial measures should not be viewed in isolation or considered as substitutes for measures reported in accordance with Australian equivalents to International Financial Reporting Standards.

2.1 Principal activities

Nuix is a leading provider of investigative analytics and intelligence software which empowers organisations to simply and quickly find meaningful insights from large amounts of unstructured data.

Nuix offers a software platform (Nuix platform) comprising a powerful proprietary data processing engine (Nuix Engine) and several software applications. It has been developed in-house, shaped by feedback from long-standing government and private sector customers since 2000, and assists customers in solving complex

[1] John Ruthven appointed interim CEO on 3 November 2025, before being appointed permanent CEO and a director on 4 May 2026.

[2] Adjusted Management EBITDA incorporates both expensed and capitalised Research and Development spend, but excludes regulatory and litigation related legal costs, restructuring costs, and mergers and acquisitions (M&A) costs.

EBITDA is Adjusted Management EBITDA including the impact of capitalisation of development costs, regulatory and litigation related legal costs, restructuring costs and M&A related costs.

data challenges. The Nuix platform operates at a "forensic level", providing users with a highly detailed, contextualised and legally defensible way of viewing and interacting with data.

2.2 Significant changes in state of affairs

On 20 April 2026, the Group acquired all of the shares of Linkurious SAS, a provider of graph-powered decision intelligence software and graph visualisations solutions. Linkurious products enable organisations in financial crime, fraud detection, compliance, intelligence analysis and cybersecurity to explore large-scale relationship data through intuitive visual interfaces. The acquisition extends Nuix's capabilities into graph-based relationship analytics and expands its presence in the financial crime and compliance markets, particularly with major global financial institutions and regulatory bodies.

The Federal Court dismissed all of ASIC's claims against the Company and the directors who held office during the period 18 January 2021 to 21 April 2021 (*Australian Securities and Investments Commission v Nuix Limited* [2026] FCA 490). ASIC has filed a Notice of Appeal in respect of the judgment against the Company only; the appeal is pending and a hearing date has not yet been set. The dismissal of all claims against the relevant directors is not subject to appeal and is final. Refer to Note 9.7 for further detail regarding this matter.

With the exception of the Linkurious acquisition and the Federal Court decision, there were no significant changes to the state of affairs of the Group during the year.

2.3 Business strategies

During the year, John Ruthven was appointed Chief Executive Officer on a permanent basis on 4 May 2026, having served in an interim capacity since 3 November 2025.

The Nuix Neo suite of solutions remains the core element of driving strategic growth, and was instrumental in contributing to the strong growth achieved during the year. Nuix Neo resets commercial relationships by accelerating customers' productivity, deployment flexibility and artificial intelligence (AI) innovation in a fully integrated platform. Nuix Neo is accessed through a browser-based, collaborative interface and can be deployed on premise or in a customer cloud. It is a consumption-based subscription model allowing on-demand scalability.

During the year, the Group continued to invest in expanding the capabilities of the Nuix Neo platform, with a focus on AI-driven workflows including deep learning, semantic search and integration of customer AI models. Investment also continued in broadening horizontal workflow capabilities, user interface enhancements and deployment flexibility. These investments are designed to extend the platform's applicability across a wider range of customer use cases and to support the ongoing migration of customers from component products to Nuix Neo. Nuix's competitive moat is reinforced by the combination of its proprietary processing engine, deep embedding in regulated customer workflows, and the forensic-grade enterprise controls that general-purpose AI tools cannot replicate. As enterprise AI adoption accelerates, the platform's model-agnostic architecture and auditable chain-of-custody workflows position Nuix Neo as the defensible data layer upon which customers build their AI capabilities, creating strong structural advantages and elevated switching costs.

The Nuix Neo migration program, was an important strategic element in driving Nuix Neo growth, and accordingly, overall ACV growth during the year. This program provides a structured, predictable, and well-managed journey for customers to move from component products to the Nuix Neo platform. Through customer segmentation and clearly defined customer pathways, the migration strategy has successfully contributed to the shift in customers from components to Nuix Neo, with the program now in its third phase: Execution at Scale. Nuix Neo is positioned to become the majority of ACV in the medium term.

In April 2026, Nuix completed the acquisition of Linkurious, a graph-powered AI decision platform. Founded in 2013 and based in Paris, France, Linkurious provides technology that allows customers to visually explore and investigate graph data, to detect patterns of interest and investigate alerts. The full Linkurious team and Paris office have been retained, and integration is on track and progressing to plan, with early commercial traction. Incorporating Linkurious into the Nuix business is expected to accelerate the strategic vision to enable customers with greater insights from complex data at scale.

2.4 Group performance

Financial Outcomes

Total statutory revenue for the year rose to $263,212,000, up 18.8% on the prior corresponding period (pcp). Excluding the contribution from Linkurious, revenue rose 17.1% on pcp, or 20.3% in constant currency. The stronger revenue outcome was driven by further multi-year deal wins with key accounts, along with strong new customer growth, particularly in Nuix Neo. The proportion of revenue derived from multi-year deals was 35%, compared to 27% in the pcp.

Nuix Neo was the primary driver of growth during the year. The number of Nuix Neo customers grew to 135, from 75 in the pcp and 101 at the half year, with strong demand across both new customers and migrations from existing component products.

Research and Development investment increased to $57,762,000, up 5.4% on the pcp, representing approximately 22 per cent of revenue. The capitalised component of R&D was 41%, in line with the pcp. Spend remained particularly focused on expanding Nuix Neo capabilities. Efficiency gains from the Technology restructure completed in the prior year provided benefits during FY26. Research and Development continues to be funded from underlying cash flow.

Adjusted Management EBITDA includes the full Research & Development spend, both the expensed and capitalised components, and share-based payments, but excludes net non-operational legal costs, restructuring costs and acquisition costs, and is the primary profitability metric used to measure management performance. Adjusted Management EBITDA rose to $59,765,000 for the year, up 60.4% compared to pcp, driven by strong revenue growth and increased operating leverage. The Adjusted Management EBITDA margin expanded to 22.7% from 16.8% in the prior year.

Net non-operational legal expenses increased to $13,003,000, compared to $10,598,000 in the pcp, primarily related to ongoing Class Action proceedings and associated costs.

Statutory EBITDA for the year was $66,916,000, up 40.5% on the pcp, driven by the aforementioned operating leverage, partially offset by higher legal costs and acquisition costs associated with the Linkurious acquisition.

The financial year concluded with a Net Profit After Tax of $16,448,000, compared to the Net Loss After Tax of $9,213,000 recorded in the previous year. The improved result reflects stronger operational performance, as well as a tax benefit recognised during the period following a favourable tax ruling.

A reconciliation of the profit for the year to non-GAAP measures of EBITDA is shown below:

	2026 $000	2025 $000
Adjusted Management EBITDA	**59,765**	**37,250**
Capitalised development costs	23,423	22,705
Legal fees – regulatory/litigation	(13,003)	(10,598)
Consultancy costs related to mergers and acquisitions (M&A)	(2,805)	-
Restructuring costs provision adjustment (recognition)	(464)	(1,744)
EBITDA	**66,916**	**47,613**
Depreciation and amortisation	(48,730)	(55,186)
Finance costs	(2,005)	(1,363)
Finance income	1,140	1,105
Net foreign exchange gains / (losses)	(3,836)	(1,102)
Fair value gain/(loss) on deferred consideration	44	(55)
Profit/(loss) for the period before income tax	**13,529**	**(8,988)**
Income tax benefit/(expense)	2,919	(225)
Profit/(loss) for the period	**16,448**	**(9,213)**

Annualised Contract Value (ACV), Net Dollar Retention and Churn

Annualised Contract Value (ACV) is a non-GAAP measure that gives an indication of the annualised "run rate" of Nuix's contract values at a given point in time, adjusting for the sometimes-variable impacts of multi-year deals on measures such as statutory revenue.

ACV at 30 June 2026 was $260,050,000, up 13.9% compared to 30 June 2025. Excluding the contribution from Linkurious, organic ACV rose 8.6%, or 11.1% in constant currency.

Subscription ACV is a component of Total ACV and is an important indicator of the proportion of ACV that is generally recurring in nature. Subscription ACV represented 97% of total ACV, in line with the pcp.

Nuix Neo was the key driver of ACV growth for the year. Nuix Neo ACV rose to $78,452,000, up 179% on pcp, driven by the Nuix Neo migration program, upsell in existing Neo accounts, and new customer wins. Nuix Neo now represents 30% of total ACV. Particularly strong sales were recorded to government customers in North America and EMEA, with strong demand for Nuix Neo Foundation as a strategic entry point, along with Investigations solutions. Typical ACV uplift for existing customers migrating from component solutions to full Nuix Neo solutions ranges from 30-50%.

From a geographic perspective, growth was led by North America and EMEA. North America generated ACV of $141,255,000 (up 14.6% including Linkurious, or 12.1% on an organic basis, 16.4% in constant currency), representing 54% of Group ACV. EMEA achieved ACV of $70,990,000 (up 22.9% including Linkurious, or 8.4% on an organic basis, 8.3% in constant currency), representing 27% of Group ACV. Asia Pacific contributed ACV of $47,804,000 (up 0.9% including Linkurious; organic ACV was down 0.2%, but up 0.6% in constant currency), representing 19% of Group ACV.

Customer Churn fell to 6.6%, compared to 7.1% in the pcp, although higher than the 5.9% recorded at the half year results. Churn was particularly impacted by an isolated SaaS contract loss.

Net Dollar Retention (NDR) is an indicator of the change in the spend pattern of the Group's existing customer base over a 12-month period and incorporates the impacts of customer churn. NDR rose to 105.2%, up 4.2 percentage points from the half year results, although down 2.2 percentage points on the pcp. The decline on pcp was driven particularly by downsell in a small number of large contracts. New customer growth was stronger over the year, which is not captured in NDR.

2.5 Group financial position

The Group generated strong cash flows during the year. Underlying cash flow rose 154% to $50,994,000, in line with the strategic objective to be underlying cash flow positive for the full year. Overall free cash flow rose to $37,376,000, compared to $4,000,000 in the pcp, driven by strong cash collections from customers. Net non-operational legal payments were $9,300,000, lower than $14,800,000 in the pcp. As in prior years, software development costs were funded from free cash flow.

The Group maintains a $50,000,000 multicurrency revolving facility, which was upsized during the year to support the Linkurious acquisition. As at 30 June 2026, $20,000,000 was drawn down in connection with the Linkurious acquisition, with a further $1,337,000 utilised for bank guarantees.

Closing cash balance at 30 June 2026 was $69,937,000.

2.6 Risk management

The Nuix Risk Management Framework (RMF) is designed to help the business set its risk strategy, build risk awareness and support risk-informed decision making within agreed boundaries. We aim to maximise opportunities without exposing the organisation to unnecessary risk.

To maintain a broad view of risk, and to apply best-practice standards appropriate to Nuix's size and risk profile, we continue to invest across areas that help us grow, support and protect our environment and customers.

Nuix applies a structured approach to identifying and managing both risks and opportunities. While we face strategic, financial and non-financial risks that could affect our business activities, financial position or financial performance, these are actively assessed and managed.

Our material risks are set out below, together with the mitigations employed. These mitigation strategies aim to reduce the likelihood of a risk occurring and/or to lessen its adverse consequences. Some risks, however, are influenced by factors beyond the control of the Group.

Detail on Financial Risks is provided in Section 7 of the notes to the Financial Report, and detail on Contingent Liabilities in Section 9.7 of the notes to the Financial Report.

Risk and Potential Consequences	Mitigations Employed
1. Business Continuity, Third Parties & Resilience	
Nuix's operating model places high reliance on the availability and reliability of third-party core infrastructure, software, hardware, outsourced services and information technology, including data centers and global communication systems. Failure or disruption may impact our customers' use of our products or the execution of enterprise critical business processes. Incidents could result in financial penalties, customer churn or missed business critical deadlines. Increases in third party service provider prices may also increase costs. Nuix uses third party and open-source software in our products. This introduces Nuix to potential security, intellectual property, commercial, reliability and licensing compliance risks	• Nuix Discover SaaS architected for high availability across multiple regions and AWS availability zones • Third party due diligence and contract risk management practices • Incident management, disaster recovery and crisis plans in place and regularly tested • Registers of third party and open-source libraries and licences by product • Contracts in place with third party software providers • Tools to monitor, manage and report on the security profile of open-source code
2. Compliance	
Nuix is impacted by numerous laws and regulations globally, including corporate, privacy, sanctions, employment, tax, and financial reporting. Nuix's activities, including past, current, or future activities, may have contravened laws or regulations in one or more jurisdictions. This could result in financial loss and damage to our reputation and brand. Changes to laws and regulations may disrupt business strategy and performance. Nuix has information security accreditations and certifications which facilitate customer sales. Loss of existing, or failure or delays to obtaining new, accreditations or certifications may have a temporary or permanent impact on financial performance.	• Obligations register and internal review and monitoring of upcoming regulatory changes • Policies, supported by board and staff training, on key legal and regulatory obligations and expected practices • External corporate law and professional services firms provide advice on issues and specialist resourcing and compliance support • Internal auditing and independent external reviews of information security controls • Annual independent certification audits

Risk and Potential Consequences	Mitigations Employed
3. Contractual Risk	
Nuix's business is dependent on our ability to enter and comply with legally binding agreements and allocate and manage contractual risks and obligations. Nuix may enter into agreements that are not legally enforceable, have unintended consequences or create exposures which are not able to be fully mitigated. Nuix may inadvertently breach contractual obligations and be subject to customer or vendor claims and disputes. To win new or retain business, Nuix may need to agree to higher liabilities which may exceed insurance limits.	• Global in-house Legal function which provides review and oversight of agreements prior to execution • Delegations of authority setting out individuals who are authorised to sign agreements • Insurance policies with limits informed by risk profile
4. Cyber & Information Security	
Cyber incidents affecting Nuix, partners, vendors, or customers could compromise sensitive data and disrupt critical services. Use of our products involves the processing and, via Nuix Discover SaaS, the cloud hosting and storage of customers' data which can include privileged, confidential, sensitive, proprietary and 3rd party data and Personally Identifiable Information (PII). There is a risk that a cyber event could result in a security breach which compromises customer data. The rapid evolution of frontier artificial intelligence models accelerates the likelihood of and exposure to an event. Such an event could result in litigation, customer terminations and liability claims, regulatory enforcement action, remediation costs and damage to Nuix's reputation and brand. Actual or perceived failures in our technology security capability and control environment could result in financial loss and impact our reputation and brand. Our information security costs may also increase if customer, regulatory or accreditation minimum standards increase. Whilst Nuix does not collect and store significant quantities of sensitive and PII data, there is a risk that Nuix fails to adequately protect data that it is directly responsible for. This could result in a breach of privacy obligations.	• Cyber risk and security plans and investment • In-house expertise supplemented by external vendors to identify, manage, test and oversee information security risks • Physical and logical separation of environments and duties across SaaS and Corporate IT • Multi-factor authentication and least privileged access to SaaS environment • Strong encryption of customer data • Regular 3rd party penetration testing and secure code reviews • Enterprise third-party solutions to protect and monitor the SaaS and Corporate IT environments • Tested crisis, incident management and recovery playbooks • Information security management certifications (ISO/IEC 27001:2022, ISO/IEC 27017:2015 ISO/IEC 27018:2019) • Privacy Policy, Privacy Officer and a Privacy Compliance plan • Ongoing employee cyber awareness training

Risk and Potential Consequences	Mitigations Employed
5. Enterprise AI Governance Nuix is actively developing and deploying artificial intelligence (AI) capabilities, including generative AI, within its software solutions. While AI presents significant opportunities, it also exposes Nuix to specific and rapidly evolving risks. AI technologies are increasingly the subject of regulatory attention globally, including the EU AI Act and a growing range of regional AI and data laws. New or changing legislation, standards or customer contractual requirements may impose stricter obligations on our AI products and require investment to achieve and demonstrate compliance. AI-enabled features may not perform as intended and may produce inaccurate, fabricated or biased outputs. As our software is often used in sensitive, high-stakes matters, such errors could harm customers or third parties and expose Nuix to liability. The development and operation of AI may also raise data privacy, security, confidentiality and intellectual property risks, including training data, model inputs and outputs, and reliance on third-party AI models and providers. There is also a risk that AI is misused, or perceived to be misused, in ways that damage Nuix's reputation. Successful commercialisation of AI-enabled products remains dependent on market adoption, customer trust and our ability to clearly articulate their value.	• Responsible AI Policy and AI ethics framework, with accountability assigned to the CTO including compliance with ISO/IEC 42001:2023 – AI management systems certification • AI risk and impact assessments and model validation, with Go/No-Go approval before release • Bias and quality testing of AI outputs for accuracy and reliability • Data lineage tracking and controls over data used in AI models • Regular AI audits, with contractual protections (liability and warranty terms) and insurance • Guardrails and scanning of AI systems and usage • Employee and Board AI education
6. Financial Risks Nuix is exposed to a variety of financial risks including foreign exchange (FX), credit, impairment of intellectual property, and liquidity. If financial risk management strategies are ineffective, financial performance may be impacted. There is a risk of error in financial reporting due to inadequate or ineffective financial processes and controls.	• Budgeting, cash-flow forecasting, FX sensitivity and financial performance monitoring and reporting processes • Capitalisation policy, monthly capitalisation reporting and annual impairment testing • Early engagement and consultation with external auditors / professional firms on significant deals and key accounting policies • Strategic operating plan linked to Leadership Team Short-Term Incentives • Global and local Insurance Program aligned to our risk profile and contractual obligations Refer to Section 7.1 of the notes to the Financial Report for more detail on how Nuix manages its financial risks

Risk and Potential Consequences	Mitigations Employed
7. Funding & Refinancing	
Nuix may seek to raise additional capital to support operations, fund future growth or respond to opportunities. Nuix may not be able to secure debt or equity financing on favourable terms or at all. Raising additional funds by issuing equity securities may result in ownership dilution for shareholders. Nuix's ability to meet objectives could be impacted if it is unable to obtain necessary and adequate financing solutions or maintain sufficient working capital.	• Board approved capital, funding, and liquidity management strategy • Access to equity markets • Strong relationships with investors and banking partners • Treasury Policy and working capital management thresholds, processes and controls • HSBC revolving debt facility Refer to Section 7.1 of the notes to the Financial Report for more detail on how Nuix manages its financial risks
8. Intellectual Property	
The value of Nuix's business is, in part, dependent on Nuix's ability to protect its IP and rights. Expiry, theft of, or inability to protect Nuix's IP or create and register new IP could result in a loss of competitive advantage. Infringement of third-party IP by Nuix could also result in claims or litigation.	• Process for registering trademark, copyrights, and patents • Contractual safeguards (e.g., non-disclosure agreements) prior to any proprietary disclosures • Corporate IT information security program • Product innovation programs and initiatives • Source code escrow arrangements
9. Litigation	
There are currently proceedings, that relate to historical events, underway within Australia that pose certain risks to the organisation if the outcomes are adverse to Nuix. Such adverse outcomes may be costly and could damage Nuix's reputation and brand, which in turn may impact Nuix's capital structure. Litigation may also disrupt the execution of strategy and impact business performance. There is a risk that Nuix may be party to new litigation which could have a material impact on future financial and operating performance.	• Litigation, disputes, or investigations are managed in an effective and efficient manner with a view to protecting Nuix's financial position and reputation • Engagement of specialised external legal counsel and dedicated in-house legal counsel • Communications strategy to keep Board, employees and stakeholders informed

Risk and Potential Consequences	Mitigations Employed
10. Market, Customer & Competition	
Nuix's future business prospects are dependent on protecting and growing our share of the addressable market. Nuix may not be able to compete successfully against competitors, some of whom have significantly more financial and operational resources. A decline in general global economic conditions, adverse geopolitical events or a change in business and government spending could adversely impact financial performance. Nuix may not meet customer expectations or our sales enablement and account growth strategies may be ineffective. Nuix has large customer accounts who may choose not to renew with Nuix at the end of their agreements. This may have a material impact on the achievement of sales performance and growth targets.	• Multi region and segmented customer centric strategy • Diversified customer base across industries and geographies • Sales enablement, opportunity pipeline and account management processes • Proactive monitoring of market, industry, and competitor intelligence to identify strategic opportunities • Strong and effective relationships with our customers and partners
11. Mergers, Acquisitions and Integration	
Nuix may pursue acquisitions to accelerate its strategy, access new technology and capabilities, and enter new markets. During the year, Nuix completed the acquisition of Linkurious. Acquisitions carry inherent risks. The anticipated benefits or synergies may not be fully realised, or may take longer or cost more to achieve than expected. Integration activities may prove complex and divert management attention from the existing business. An acquired business may carry liabilities, contractual obligations or compliance exposures that were not identified during due diligence. There is also a risk that Nuix is unable to retain the key personnel, customers or partners of an acquired business. Failure to integrate effectively, or to realise the expected value of an acquisition, could adversely impact financial performance, the carrying value of goodwill and intangible assets, and our reputation.	• Board-approved acquisition strategy with disciplined evaluation and approval processes • Due diligence undertaken with internal teams and external advisers prior to completion • Defined integration plans with executive sponsorship and dedicated workstream ownership across finance, technology, security and people & culture • Post-acquisition integration governance, milestone tracking and reporting to the Leadership Team and the Audit and Risk Committee • Earn-out and deferred-consideration arrangements to ensure alignment of objectives post-acquisition and prove out value of the acquired businesses.

Risk and Potential Consequences	Mitigations Employed
12. Negative Publicity & Reputational Damage	
Negative publicity could impact Nuix's image, reputation and standing in the eyes of our customers, employees, investors, and other stakeholders. Examples of potential triggers for negative publicity may include adverse litigation outcomes, behaviour and conduct matters, external cyber-attacks or not meeting investor, customer and other stakeholder expectations or our compliance obligations. For example, a cyber event could impact customer trust in Nuix products or impact the perception of the value of certain Nuix products such as our Data Privacy solution. Negative publicity and the resulting reputational damage could have wide ranging implications impacting the share price, customer churn or downsell, software value, retention of key persons or make it more difficult to raise capital or access alternative financing options if required.	• A media relations strategy which seeks to nurture relationships and help educate audiences about Nuix, our brand identity, purpose and values • Active investor relations management and engagement with the investment community • Market disclosure policy and supporting approval processes • Value statements underpinned by our Code of Conduct • Crisis Management Team, and tested Crisis Management and Communications Plans
13. Partner Distribution Channel Performance	
A key sales channel for Nuix is to sell with, and sell through, sales partners. This channel may not achieve planned revenue volumes, margins, or renewal targets. This could be caused by sales partner performance, competitor product and incentivisation offerings or competitor M&A activity.	• Partner program focussed on strategic partnerships and mutually beneficial relationships • Alliances and Partnerships strategy with dedicated leadership and program management team • Partner portal, enablement, training, marketing development funds and quarterly business reviews

Risk and Potential Consequences	Mitigations Employed
14. Product Strategy & Technology Innovation	
Our technology strategy and continued investment in product innovation is a critical foundation for our future success. There is a risk that research and development (R&D) investment may be insufficient, not used effectively and efficiently, or may not meet customer and market expectations. This could impact our ability to retain, grow and win customer accounts or the carrying value of software. There is a risk that technological advancement and innovation could disrupt the industry and impact the appeal, value and profitability of our product suite.	• Technology and product roadmap linked to strategy and informed by customer feedback • R&D investment as a percentage of revenue benchmarked and aligned to market • Highly skilled engineers and product development employees • Product Development Framework used to test new concepts with customers as part of the delivery model • Continuously evolving our technology stack to enable innovation and drive efficiencies • Elevating our focus on AI technology advancements and the implementation within our software
15. Product Functionality & Performance	
Our customers include government agencies, regulators, corporations, and professional service firms who often rely on our software to analyse data in sensitive and high-profile investigations. Our software and products may not function as intended, resulting in adverse outcomes for customers. This could be caused by unintended or undetected errors, defects, failures, or bugs in the platform.	• Highly skilled engineers and product development employees • Software Development Life Cycle including review and testing of code prior to release, as well as internal testing prior to General Availability • Vulnerability management and remediation tools and practices • Customer service and Product support system integrated with engineering software development lifecycle • Quality engineering resources, capabilities and practices
16. Sustainability	
Nuix is committed to operating its business in accordance with responsible, ethical, and sustainable practices, which includes preventing the misuse of its technology for unethical or illegal activities. It is also an area of increased focus for customers, employees and investors. Failure to manage our sustainability risks and obligations, could harm our reputation, impact performance, limit access to capital, result in legal action or impact our ability to attract and retain talent.	• Calculation of enterprise scope 1 and 2 emissions and roadmap to meet mandatory climate-related financial disclosures • Modern Slavery Statement and Policy. Periodic review of vendors using a 3rd party risk intelligence tool • Review and approval of sales opportunities with an elevated ethical or social risk profile

Risk and Potential Consequences	Mitigations Employed
17. Talent & Retention of Key Persons	
Nuix's success is dependent on attracting talent, retaining key persons and fostering a high-performance and values driven culture.	• Purpose-led business strategy, vision and value statements underpinned by our Code of Conduct • Regular engagement surveys to better understand employee experiences and views • A remuneration strategy to attract, motivate and retain individuals with performance linked reward • Board and Committees oversight of people and culture strategies and programs • Flexible work policies and hybrid work model • Learning and development frameworks to support career growth • Key person risk assessments and succession planning

3. Environmental regulation

The Group's operations are not significantly impacted by environmental regulations under a law of the Commonwealth or of a state or any other territories of Australia or territory in which it operates, however, in recognition of its importance, climate change risk is addressed separately in the Group's Sustainability Report that is to be included with the Group's Annual Report.

Nuix Limited is classified as a Group 2 reporting entity under Australia's mandatory climate-related financial disclosure legislation. The Company's first mandatory reporting period under the Australian Sustainability Reporting Standards (ASRS), as issued by the Australian Accounting Standards Board, is the year ending 30 June 2027.

4. Dividends paid or recommended

There were no dividends paid, recommended or declared since the start of the financial year and up to the date of this report.

5. Events since the end of the financial year

On 6 July 2026, the following two events occurred. Other than the matters noted below, no other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

Groupwide communication of planned restructuring to impacted employees

The Group formally communicated a restructuring programme to impacted employees across its operations. As the detailed plan had not been announced by 30 June 2026, the recognition criteria for a restructuring provision in respect of this announcement were not met at the reporting date, and this is treated as a non-adjusting event after the reporting period. No provision has been recognised in the financial statements in respect of this announcement.

The associated costs, including termination benefits, will be recognised in the financial year ending 30 June 2027, being the period in which the recognition criteria are expected to be satisfied. As at the date of this report, the estimated financial effect of this announcement is approximately $5m.

The programme is primarily intended to realign resources and organisational capacity toward strategic priorities and go-to-market execution initiatives across the Group. Accordingly, while the programme will result in one-off restructuring and termination costs, it is not expected to give rise to a material reduction in the Group's ongoing operating cost base, as resources are expected to be redeployed and reinvested in areas critical to the Group's strategy and growth objectives. These costs will be excluded from Adjusted Management EBITDA.

Insurance decision

The Full Federal Court of Australia handed down judgement in *Nuix Limited vs Berkshire Hathaway Specialty Insurance Company* [2026] FCAFC 87, dismissing Nuix's appeal from the decision of the primary judge in the same matter (*Nuix Limited vs Berkshire Hathaway Specialty Insurance Company* [2025] FCA 1002*).* The Full Court upheld the primary judge's construction of the relevant insurance policies, confirming that a retention of $10 million (rather than $2.5 million) applies where a claim attracting Side B Coverage and a claim attracting Side C Coverage are treated as a single claim under the policies. The Full Court ordered that Nuix pay the respondents' costs of the application for leave to appeal and the appeal, on an agreed or assessed basis.

A provision has been recognised; the specific amount of the provision has not been disclosed as the Group is currently in negotiations with its insurers and disclosure of this information could be expected to prejudice the outcomes of those negotiations. The recognition of the provision is included in the legal fees – regulatory/litigation line item in the consolidated statement of comprehensive income.

6. Company Secretary

Following Ilona Meyer's promotion to Executive Vice President, Discover and her transition from the role of Company Secretary on 6 July 2026, Nicholas Vesic was appointed Company Secretary.

Ilona Meyer **LLM. LLB GradDipLegPrac. GIA(Cert). GAICD. AMIIA.**

Ilona Meyer served as Company Secretary until 6 July 2026. She remains General Counsel and now holds the combined role of General Counsel and Executive Vice President, Discover. Ilona joined Nuix in August 2022. Prior to that, Ilona was the Head of Legal & Compliance (ANZ) and Company Secretary of Boehringer Ingelheim. Ilona has also held senior legal roles with private and public companies, including ResMed, Ruralco, Medtronic, 3M, NTT and Computer Associates. Since joining Nuix, Ilona has engaged closely with the Nuix board and its committees as a lawyer and company secretary.

Nicholas Vesic **LLB (Hons), GradCertACGRM.**

Nicholas joined Nuix in June 2024 as Head of Corporate Governance and Deputy Company Secretary and was appointed Company Secretary on 6 July 2026. Prior to joining Nuix, Nicholas was Senior Legal Counsel and Deputy Company Secretary at Macquarie Technology Group. Nicholas has also held senior legal and corporate roles with WiseTech Global, SUEZ, Marque Lawyers and King & Wood Mallesons. Since joining Nuix, Nicholas has worked closely with the Nuix Board and its committees on corporate governance, ASX Listing Rule compliance, continuous disclosure, risk and regulatory matters.

7. Directors' interests in securities

At the date of this report, the Directors had the following relevant interests in the securities of the Company:

Name	Ordinary shares
Robert Mactier	300,000
John Ruthven	-
Sir Iain Lobban	-
Jacqueline Korhonen	32,258
Alan Cameron AO	23,800
Sara Watts	12,158
Rachel Barger	-
Edward (Ted) Pretty	-

8. Share options

Unissued shares under options

All options were granted in previous financial years. No options have been granted since the end of the previous financial year.

At the date of this report, unissued shares of the Group under option total 1,826,436, and have an exercise price in the range of $2.00 to $5.79 and a weighted-average remaining contractual life of approximately 6 months.

Shares issued on exercise of options

The Group has not issued any ordinary shares of the Company as a result of the exercise of options during or since the end of the financial year.

9. Meetings of directors

The numbers of meetings of the Company's Board of Directors and Board Committees held during the financial year ended 30 June 2026 and each director's attendance at those meetings is set out below.

	Full board		Remuneration and Nomination committee		Audit and Risk Management Committee	
	Held[1]	Attended	Held[1]	Attended	Held[1]	Attended
Robert Mactier	15	15	-	-	6	6
John Ruthven	4	4	-	-	-	-
Sir Iain Lobban	15	14	-	-	-	-
Jacqueline Korhonen	15	14	6	6	-	-
Alan Cameron AO	15	15	6	6	6	6
Sara Watts	15	15	-	-	6	6
Rachel Barger	6	6	-	-	-	-
Edward (Ted) Pretty	6	5	3	3	-	-
Jeffrey Bleich	6	5	3	2	-	-
Jonathan Rubinsztein	5	3	-	-	-	-

10. Director information

Robert Mactier **Non-Executive Chairman**

Robert joined the Board in October 2021 and was appointed Chairman in February 2023.

Robert has been Non-Executive Director of Iress Limited (ASX:IRE) since October 2024, as well as Kinetic IT Pty Limited. He is also a consultant to the Advisory and Capital Markets division of UBS Australia (since June 2007).

Robert was formerly a Non-Executive Director and Chairman of ASX-listed ALE Property Group (ASX:LEP) from 2016 to 2021 and WPP AUNZ Limited (ASX:WPP) from 2006 to 2021, as well as Non-Executive Director of NASDAQ-listed Melco Resorts and Entertainment Limited (NASDAQ: MLCO) from 2006 to 2017.

Robert began his career at KPMG and 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 JP Morgan), E.L. & C. Baillieu and Citigroup.

Robert holds a Bachelor's degree in Economics from The University of Sydney and is formerly a member of the Institute of Chartered Accountants in Australia and New Zealand.

John Ruthven **Executive Director and Chief Executive Officer**

John joined the Board in May 2026.

John Ruthven is an experienced enterprise software leader who brings a thoughtful, people-first approach to driving business growth and transformation. Most recently CEO of IR, an ASX-listed technology company supporting over 1,000 organisations globally, John led the organisation through a renewed focus on innovation, customer value and employee experience.

With senior leadership roles across TechnologyOne, SAP, Zuora and CA Technologies, John has guided large, diverse teams across Australia, Asia Pacific, Japan, Europe and the United States. He is recognised for building high-performing cultures, simplifying complexity, and delivering outcomes that align commercial performance with genuine customer and employee care.

John also contributes as a Non-Executive Director and Board Advisor, supporting organisations as they scale, evolve and lead confidently into the future.

[1] Number of meetings held during the time the director held office or was a member of the committee during the year.

Sir Iain Lobban **Non-Executive Director**

Sir Iain has been an adviser to the Board since October 2018 and was appointed as a Non-Executive Director of the Company in November 2020. Sir Iain lives in the United Kingdom.

Sir Iain has over 30 years' experience in the security and intelligence sector, including having served as the Director of the British Intelligence Agency GCHQ from 2008 to 2014.

Sir Iain was one of the five experts appointed by Australia's Prime Minister to create Australia's first National Cyber Security Strategy in 2015. He was subsequently one of the senior three-person team appointed by the Prime Minister to conduct the 2017 Independent Review of the Australian Intelligence Community.

Sir Iain's advisory work for boards now spans cyber security risk management and financial crime compliance.

Sir Iain holds a Bachelor of Arts in French and German from the University of Leeds. Sir Iain is a Visiting Professor of King's College London and an Honorary Fellow of the Judge Business School at the University of Cambridge.

Sir Iain was appointed a Companion of the Bath in 2006 and Knight Commander of St Michael and St George in 2013.

Jacqueline Korhonen **Non-Executive Director**

Jacqueline joined the Board in October 2021.

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.

Jacqueline 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 was a Non-Executive Director of NetComm Wireless (ASX:NTC) from July 2018 until August 2019 and a Non-Executive Director of the Civil Aviation Safety Authority from February 2023 to February 2026. Jacqueline is currently a Non-Executive Director of Acenda Life, MyState Bank (ASX:MYS) since April 2021 and Bapcor (ASX:BAP) since February 2025.

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

Alan Cameron AO **Non-Executive Director**

Alan joined the Board in January 2023.

Alan is a respected company director and lawyer, with experience across a range of legal, corporate and regulatory roles.

Alan was Chairman of Property Exchange Australia Limited (PEXA) from its inception in 2011 until shortly before it listed in June 2021, and completed his extended term as Chair of the NSW Law Reform Commission in May 2022.

A former partner (and managing partner) of the firm now called Ashurst Perkins Coie, he was Commonwealth Ombudsman and later Chair of the Australian Securities Commission (ASC) and the Australian Securities and Investments Commission (ASIC).

Alan is currently Chair of the ASX Cash Equities Clearing and Settlement Advisory Group and a board member of Sydney Writers' Festival Limited.

Alan graduated in Arts (BA) and Law (LLM) from The University of Sydney; he also holds an honorary Doctorate in law from that university, and is a Life Fellow of the Australian Institute of Company Directors (AICD).

Sara Watts **Non-Executive Director**

Sara joined the Board in January 2023.

Sara is a Non-Executive Director and Audit Committee Chair with experience across a range of sectors.

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

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

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

Rachel Barger **Non-Executive Director**

Rachel joined the Board in March 2026.

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

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

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

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

Edward (Ted) Pretty **Non-Executive Director**

Ted joined the Board in March 2026.

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

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

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

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

Jeffrey Bleich **Non-Executive Director until 19 Nov 2025**

Jeffrey was a Non-Executive Director of Nuix from 2017 and was appointed as Deputy Chairman in February 2023 until 19 November 2025, after stepping down from the role of Chairman. He served as US Ambassador to Australia (2009-2013) and as special counsel to President Obama in 2009. Jeffrey lives in Piedmont, California, USA.

Currently, Jeffrey is the General Counsel of Anthropic AI. Jeffrey has served as Board Chair of Pacific Gas & Electric Company, Chair of the Fulbright Foreign Scholarship Board, Chair of the California State University Board of Trustees, and President of the State Bar of California. In addition, he has served as a Director of a number of charitable and public policy organisations including the Australian American Leadership Dialogue, RAND Australia, Stanford University's Center for Advanced Study in the Behavioral Sciences, Amherst College, the American Security Project, and Futures Without Violence.

Jeffrey holds a Bachelor of Political Science from Amherst College, a Master in Public Policy from Harvard University, and Juris Doctor from UC Berkeley, along with honorary doctorates from San Francisco State University, Griffith University, and Flinders University.

Jonathan Rubinsztein **Executive Director and Group Chief Executive Officer until 31 Oct 2025**

Jonathan was the Group Chief Executive Officer from December 2021 until 31 October 2025. He is a seasoned CEO with a track record of building world class global technology companies and leading high-performance teams in the technology sector.

Jonathan is a Non-Executive Director at Atturra (ASX:ATA) since November 2021, and previously was the Managing Director and CEO of Infomedia Ltd, (ASX:IFM) an ASX-listed SaaS company, from March 2016 to October 2021. Prior to that role, Jonathan was CEO and founding shareholder at UXC Red Rock Consulting, where he was instrumental in growing the business from a start-up to over 700 people across 13 offices in Australia, New Zealand, India, and Singapore. Jonathan was also a Founder and Director of RockSolid SQL, a company that built monitoring and automated data management software for over 18,000 databases globally.

Jonathan holds a Bachelor of Commerce from the University of Cape Town and a Postgraduate degree in Finance from Software & Information Industry Association. He also holds a Master of Business Administration (Exec) from University of New South Wales and is a Fellow of the Australian Institute of Company Directors.

11. Indemnification and insurance of directors and officers

Nuix has provided deeds of indemnity to all Directors and Officers of Nuix and its subsidiaries for potential liabilities and costs that may incur for acts or omissions in their capacity as Directors or Officers of Nuix or its subsidiaries.

The liabilities are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the Directors and Officers in their capacity as officers of entities in the Group, and any other payments arising from liabilities incurred by them in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to Nuix.

During the year, Nuix paid a premium under a contract insuring each of the Directors and Officers of the Group against liability incurred in that capacity. Disclosure of the amount of the premium is prohibited by the confidentiality clause of the contract of insurance. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

12. Indemnification of auditors

Nuix has agreed to indemnify its auditors, KPMG, to the extent permitted by law, against any claim by a third party arising from Nuix's breach of their agreement. The indemnity stipulates that Nuix will meet the full amount of any such liabilities including a reasonable amount of legal costs.

13. Audit and non-audit services

Details of the amounts paid or payable to the auditor (KPMG) for audit and non-audit services during the year are disclosed in Note 9.5 to the Financial Statements.

The Company has decided to employ the auditor on non-audit services in additional to its statutory audit duties.

The Board of Directors, in accordance with advice provided by the Audit and Risk Management Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit and Risk Management Committee Chair to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*, as they did not involve reviewing or auditing the auditors' own work, acting in a management or decision-making capacity for the Group, acting as an advocate for the Group or jointly sharing risks and rewards.

14. Rounding of amounts

Nuix is a company of the kind referred to in Australian Securities Investments Commission's ASIC Corporations (Rounding in Financial / Directors' Reports) Instrument 2016/191. In accordance with that Instrument, all financial information presented has been rounded to the nearest thousand dollars, unless otherwise stated.

15. Auditor's independence declaration

The Directors have received the Lead Auditor's Independence Declaration under section 307C of the *Corporations Act 2001*. The Lead Auditor's Independence Declaration is set out on page 21 and forms part of the Directors' Report for the year ended 30 June 2026.

This report is signed in accordance with a resolution of the Board of Directors.

SIGNED:

Robert Mactier
Chair
Sydney, Australia
24 August 2026

John Ruthven
Director
Sydney, Australia
24 August 2026

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Nuix Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of the financial report of Nuix Limited for the financial year ended 30 June 2026 there have been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

Trent Duvall

Partner

Sydney

24 August 2026

NUIX LIMITED AND CONTROLLED ENTITIES

Remuneration Report

For the Year Ended 30 June 2026

A.B.N. 80 117 140 235
A.C.N. 117 140 235
ASX Code: NXL

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Remuneration Report

Letter from Chair of Remuneration and Nomination Sub-Committee

Dear Shareholders

On behalf of the Remuneration & Nomination Committee (RNC), I am pleased to present the Remuneration Report (Report) for Nuix Limited (**Nuix** or **the Group**) for the year ended 30 June 2026 (**FY26**).

FY26 Performance Summary

Group ACV growth (constant currency) of 11.1% exceeded the 10% threshold but fell short of the 12.5% target. Adjusted Management EBITDA significantly outperformed at 123% of budget, with Management (Adjusted) EBITDA margins expanding to 23%. Net Dollar Retention of 105% did not meet the 108% target, reflecting the ongoing impact of the Neo migration pathway on near-term expansion metrics. Talent and Culture delivered 88% achievement, with regrettable attrition improving materially to 6.2%.

These outcomes are reflected in Executive KMP STI results. The overall ELT STIP achievement of 77% demonstrates our pay-for-performance commitment - rewarding strong cost discipline and platform momentum against strategic initiatives, while allowing below-target revenue ACV growth to moderate outcomes. No upward discretion was applied. An overview of our executive remuneration framework is set out in Section 3.

FY26 - Leadership Transition and Strategic Momentum

FY26 was a year of leadership transition, managed with care and deliberation to protect continuity of business momentum. Jonathan Rubinsztein ceased as Chief Executive Officer on 31 October 2025. Mr. Rubinsztein's remuneration arrangements are set out in Section 4.1.

John Ruthven was appointed Interim Chief Executive Officer in November 2025, while the Board undertook a rigorous global search process. Having assessed Mr Ruthven's leadership, strategic judgement and execution capability against other candidates and his own performance, the Board unanimously appointed him permanent CEO and Managing Director, effective 4 May 2026. We are confident in Mr. Ruthven's vision for Nuix's next phase of growth and his ability to lead the business.

Following FY26 year-end, Warren Brugger departed as Executive Vice President, APAC and Global Alliances. Mr. Brugger's remuneration arrangements are set out in Section 4.2.

The Board also advises that, following a review of the Group's senior leadership structure effective 1 July 2026, Michael Smith (EVP, Americas) and Aidan Troy (appointed to the role of EVP, International) will no longer be classified as Key Management Personnel. This reflects a change in reporting scope and structure, not a change to their employment or contribution. Their FY26 remuneration, during which they were KMP for the full year, is disclosed in full in this Report.

Executive Remuneration Changes in FY26

The key remuneration changes in FY26 were:

- Mr. Ruthven's remuneration as Interim and then permanent CEO was set at $900,000 TFR (annualised). Given Mr. Ruthven's appointment fell outside the standard STIP commencement cycle, no formal STI applied during FY26. The Board exercised its discretion to award a one-off cash bonus of $275,000, calculated by reference to the CEO's STIP target opportunity pro-rated for time served, and calibrated against the overall ELT achievement outcome of 77%. The Board is satisfied this treatment is proportionate and recognises the contribution Mr. Ruthven has made during FY26.
- Continuing Executive KMP received a 3.0% TFR adjustment in FY26, following no increase in FY25 for most executives. This reflects market alignment and CPI.

Long-Term Incentive Outcomes

Two long-term incentive arrangements reached testing milestones during FY26.

Retention & Incentive (R&I) Plan

The testing period concluded on 30 June 2026, with the first share price hurdle achieved and 30% of Performance Rights vesting; the remaining 70% lapsed.

FY24 Long-Term Incentive Plan – Tranche 1

The three-year performance period concluded on 30 June 2026. The rTSR component was independently assessed at the 62nd percentile, resulting in 74% vesting for that component. The ACV growth component has been assessed at a 11.87% CAGR, resulting in 81.9% vesting for that component. The combined vesting outcome is 77.9% of the total grant. Vesting will occur in the first open trading window following release of the FY26 audited financial statements.

Board and Governance Changes

In FY26, the Board welcomed two new Board members. Ms. Rachel Barger (Independent Non-Executive Director) and Mr. Edward (Ted) Pretty (Non-Executive Director) were appointed on 1 March 2026, bringing deep commercial, technology and international expertise that directly supports the Board's strategic agenda and the Company's next growth phase.

Mr Jeffrey Bleich stepped down as Deputy Chairman and Non-Executive Director on 19 November 2025, concluding a tenure of more than eight years since his appointment in 2017. During this time, Mr Bleich served as Chairman of the Board from 2020 to 2023, providing steady leadership through a period of significant transformation for the Company. The Board thanks Mr Bleich for his counsel and substantial contribution to Nuix's governance and strategic development.

The Board will continue to monitor Nuix's executive remuneration framework in response to shareholder feedback, market developments and the Company's ongoing strategic priorities.

I invite you to read Nuix's Remuneration Report and welcome your feedback on our remuneration practices and disclosures.

Jacqueline Korhonen

Chair of Remuneration and Nomination Sub-Committee

Remuneration Report – audited

1. Who is covered by this report?

This Report outlines the remuneration arrangements in place for key management personnel ('KMP') of the Group in FY26, which comprise all Non-Executive Directors and senior executives who have authority and responsibility for planning, directing and controlling the activities of the Group.

Due to the number of leadership changes during FY26, all KMP and the positions held by them at any time during the financial year are listed in the table below.

Table 1. Overview of FY26 KMP

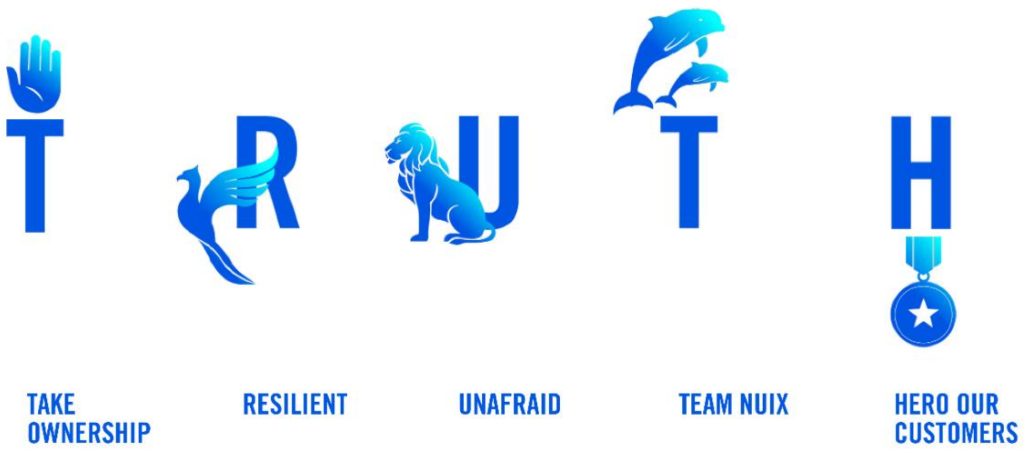
Name	Current Position	Term as KMP
Executive Director KMP		
John Ruthven[1]	Chief Executive Officer and Managing Director	Commenced on 3 Nov 2025
Jonathan Rubinsztein	Chief Executive Officer and Executive Director	Ceased on 31 Oct 2025
Other Executive KMP		
Peter McClelland	Chief Financial Officer	Full Year
Warren Brugger[2,3]	Executive Vice President, APAC and Global Alliances	Full Year
Michael Smith[3]	Executive Vice President, Americas	Full Year
Aidan Troy[3,4]	Executive Vice President, EMEA	Commenced on 4 July 2025
Jonathan Rees	Executive Vice President, EMEA	Ceased on 4 July 2025
Non-Executive Director KMP		
Robert Mactier	Independent Chairman	Full Year
Alan Cameron AO	Independent Non-Executive Director	Full Year
Jacqueline Korhonen	Independent Non-Executive Director	Full Year
Sara Watts	Independent Non-Executive Director	Full Year
Sir Iain Lobban	Independent Non-Executive Director	Full Year
Rachel Barger	Independent Non-Executive Director	Commenced on 1 Mar 2026
Edward (Ted) Pretty	Non-Independent, Non-Executive Director	Commenced on 1 Mar 2026
Jeffrey Bleich	Independent Deputy Chairman	Ceased on 19 Nov 2025

[1] John Ruthven was appointed interim CEO from 3 November 2025, and then permanent CEO and Managing Director from 4 May 2026.
[2] Mr Brugger ceased as EVP, APAC and Global Alliances on 30 June 2026 by reason of redundancy.
[3] Mr Brugger, Mr Troy and Mr Smith ceased to be classified as KMP with effect from 30 June 2026.
[4] Mr Troy held the role of EVP EMEA during FY26 and was appointed to the role of EVP International from 6 July 2026.

2. Our value proposition

At Nuix, our people are empowered to make a meaningful difference by helping customers find truth in the digital world and be a force for good. We recognise that remuneration is only one element of our comprehensive value proposition, which serves as the foundation for attracting, retaining and motivating world-class talent to deliver exceptional outcomes for all stakeholders.

Our embedded TRUTH values create the cultural infrastructure that enables our people to thrive professionally while driving sustainable business performance. During FY26, we continued to embed these values in our decision-making architecture, people practices, and daily operations, while navigating a period of leadership transition with resilience. This included investment in leadership training and enablement, reaching more than 150 people leaders globally, as well as the formation of community groups to foster belonging, celebrate diversity, and deepen employee connection across our global teams.



STRATEGIC PRIORITIES

Our vision of being a force for good by finding truth in the digital world, demonstrated by these strategic priorities:

Return to strong top line growth	Develop sales excellence	Evolve technology to modular platform	Remove Complexity	Anticipate future use cases	Enhance commercial capabilities
To fund the future	Drive sales and partnering enablement	Cross-solution platform for large enterprise	Simplify and streamline processes	Identify and monetize new use cases enabled by data processing	Improved financial systems and processes

REMUNERATION PRINCIPLES

Supporting our strategic priorities and business objectives, demonstrated by these remuneration principles:

Strategy Led	Market competitive	Perform & Innovate	Acting like owners	Right Behaviours	Simplicity
Rewarding for delivery on our strategic priorities	Attraction, motivation and retention of key talent	Encouraging the best from our people	Shareholder and customer alignment	Encouraging behaviours aligned with our values	Simple and easy to understand

3. FY26 Executive remuneration outcomes – at a glance

Our Framework

Our remuneration framework aligns with our values and strategy

TFR **Total Fixed Remuneration**	STI **Short Term Incentive**	LTI **Long Term Incentive**
• Base salary, excluding statutory superannuation or other equivalent pension arrangements. • Reviewed annually with regard to the individual's role, responsibilities, skills, experience and performance, and to fixed remuneration levels for comparable roles at companies with which the Group competes for talent.	• Performance period of one year. • Assessed against a combination of ACV Growth, Adjusted Management EBITDA, NDR and other Group non-financial performance measures. • Current CEO and Executive KMP STI is delivered as cash (75%) and performance rights (25%) deferred for 12 months. • Provides motivation for the achievement of annual performance goals.	• Drives delivery of the Group's longer-term objectives in a sustainable manner. **FY24 – FY26 LTI plan (ongoing)** Delivered in performance rights. • Contingent on achieving key financial and share-price hurdles over three years. **FY24 LTI (one-off)** • Retention & Incentive Plan contingent on share-price growth hurdles and continued employment over three years, with Aidan Troy (EVP, EMEA) participating in FY26. • Testing Period ended 30 June 2026. Only the first share price hurdle ($2.40 VWAP) was achieved. All applicable performance conditions will be satisfied if the relevant individual is still employed on 3 October 2026, and the performance rights will vest during the next available trading window. • Performance rights that did not satisfy the applicable performance hurdle lapsed at the end of the performance period and will not vest.

BOARD DISCRETION

Under its overarching discretion in both the STI and LTI Plans, the Board may make downward adjustments for any behaviour inconsistent with the Group's culture and values, or where risk, regulatory or reputational issues arise.

KMP Pay Mix

The charts below illustrate the pay mix for Executive KMP at target and maximum remuneration levels.

- A meaningful proportion of total remuneration is weighted towards at-risk components, comprising both STI and LTI, to align executive reward with Nuix's performance and shareholder value creation over the short and long term.
- LTI values are presented at nominal values as at the grant date. Actual vesting outcomes are subject to performance assessment over a three-year performance period and may range from zero to the maximum vesting opportunity.
- The maximum STI opportunity is 125% of the target opportunity.
- The CEO pay mix reflects Mr Ruthven's remuneration arrangements effective from 1 July 2026.

	Total Fixed Remuneration (TFR)[1]	Short-Term Incentive (STI)	Long-Term Incentive (LTI)
CEO - John Ruthven[2] Effective from 1 July 2026 · TFR $900,000 · STI target 60% · LTI target 100%· Maximum $2,475,000			
At target	38%	24%	38%
At maximum	36%	28%	36%
CEO – Jonathan Rubinsztein Effective from 1 July 2025 · TFR $900,000 · STI target 58% · LTI target 97% · Maximum $2,431,250· Departed 31 Oct 2025			
At target	39%	23%	38%
At maximum	37%	27%	36%
CFO - Peter McClelland TFR $592,250 · STI target 50% · LTI target 50% · Maximum $1,258,531			
At target	50%	25%	25%
At maximum	47%	29%	24%
EVP, Americas - Michael Smith TFR $550,084 · STI target 80% · LTI target 45% · Maximum $1,349,539			
At target	44%	36%	20%
At maximum	41%	41%	18%
EVP, APAC and Global Alliances — Warren Brugger[3] TFR $484,100 · STI target 40% · LTI target 30% · Maximum $871,380 · Departed post year-end			
At target	59%	24%	17%
At maximum	55%	28%	17%
EVP, EMEA — Aidan Troy Commenced 4 July 2025 · TFR $379,390 · STI target 75% · LTI target 30% · Maximum $848,886			
At target	49%	36%	15%
At maximum	45%	42%	13%

Pay Mix Summary (At a Glance)

The table below summarises the total remuneration and at-risk proportions for each Executive KMP group at target and maximum.

[1] All TFR amounts exclude mandatory employer superannuation contributions and are annualised to a full-year basis. Mr Smith and Mr Troy TFR have been translated into the Group's consolidated reporting currency at the reporting date and is therefore subject to foreign exchange fluctuations.

[2] Mr Ruthven pay mix applies from 1 July 2026 and he did not participate in the formal STIP or LTIP during FY26 (3 November 2025 to 30 June 2026). During FY26, Mr Ruthven did not participate in the formal STI or LTI programs. A discretionary bonus was awarded by the Board.

[3] Mr Brugger pay mix reflects his remuneration framework in place during FY26. The FY26 LTIP (Tranche 3) grant of 54,878 rights lapsed on cessation of employment. Pay mix is shown based on the opportunity at grant date.

Table 2. KMP Pay Mix Summary (At a Glance)

Executive KMP	At target		At maximum		At-risk component	
	Total ($)	% at risk	Total ($)	% at risk	STI + LTI target	vs TFR
CEO - John Ruthven	$2,340,000	62%	$2,475,000	64%	$1,440,000	1.6×
CFO - Peter McClelland	$1,184,500	50%	$1,258,531	53%	$592,250	1.0×
EVP, EMEA - Aidan Troy	$777,750	51%	$848,886	55%	$398,360	1.1×
EVP, Americas - Michael Smith	$1,239,522	56%	$1,349,539	59%	$689,438	1.3×
EVP, APAC - Warren Brugger	$822,970	41%	$871,380	44%	$338,870	0.7×

4. FY26 Executive remuneration outcomes – in detail

4.1 CEO Transition

FY26 included a structured CEO transition. The timeline below summarises the key milestones in the transition process and the associated remuneration arrangements that applied at each stage.

Table 3. CEO transition timeline

Date	Event	Remuneration treatment
1 Jul 2025	Jonathan Rubinsztein continues as CEO and Executive Director	**TFR**[1] $900,000 per annum (annualised). No increase was applied for FY26. As per the contractual requirement, a six-month payment in lieu of notice (amounting to $450,000) was paid upon departure.
31 Oct 2025	Jonathan Rubinsztein departs as CEO	**Good Leaver status:** Board determined Good Leaver under the Nuix Employee Incentive Plan Rules. All unvested awards retained and vest in accordance with original terms (see Table 3a below). **FY25 STI:** The FY25 STI equity component ($70,000) was paid in cash as part of the departure arrangements and is included in Mr Rubinsztein's FY25 statutory remuneration (FY25 Remuneration Report). **FY26 STI:** Mr. Rubinsztein remained eligible for 50% of the FY26 STI on-target amount to which he would otherwise have been entitled. The assessment was made solely against Group financial performance measures. **FY26 LTIP Tranche 3:** Not granted to Mr Rubinsztein, as the proposed grant was not proceeded with following his cessation of employment and was not submitted for shareholder approval. **Separation Payments**: Refer to section 4.10 Statutory Remuneration Table for further details.
3 Nov 2025	John Ruthven appointed Interim CEO	**Contract:** Maximum-term 12 months. **TFR**[2]**:** $900,000 per annum (annualised); 3-month notice period. **FY26 STI:** No STI applicable for the interim period.
4 May 2026	John Ruthven appointed permanent CEO & Managing Director	**Contract:** Permanent; 6-month notice period. **TFR:** $900,000 per annum. Nuix provides Mr Ruthven with a Living Away From Home Allowance (**LAFHA**) with effect from the following dates: • **4 May 2026** Food and incidentals allowance in accordance with the ATO reasonable allowance amounts. • **4 June 2026** Accommodation allowance (up to $1,500 per week). FBT on these benefits is borne by Nuix and not recharged to Mr Ruthven. Travel between Interstate and Sydney and all other business travel

[1] All TFR amounts exclude mandatory employer superannuation contributions and are annualised to a full-year basis.
[2] All TFR amounts exclude mandatory superannuation contributions.

Date	Event	Remuneration treatment
		continues to be managed under Nuix's standard Travel and Expenses policy. **Discretionary bonus:** Board exercised its discretion to award Mr Ruthven a one-off cash bonus of $275,000 for the interim period (3 Nov 2025 – 30 Jun 2026).
1 Jul 2026	John Ruthven STI & LTI eligibility commences	**STI:** Target opportunity of 60% of Fixed Compensation ($540,000 per annum). Maximum opportunity of 125% of target ($675,000 per annum), assessed against the FY27 STIP performance measures consistent with other Executive KMP. **LTI:** Target opportunity of 100% of Fixed Compensation ($900,000 per annum). The FY27 LTI grant to Mr Ruthven, as an Executive Director, will be subject to shareholder approval under ASX Listing Rule 10.14 at the 2026 Annual General Meeting.

Table 3a. Mr Rubinsztein — Good Leaver equity treatment

Award	Treatment on cessation	Performance Rights (Units)
Sign-on Performance Rights	Retained — Good Leaver	284,698
FY22 LTI Performance Rights	Retained — Good Leaver	79,878
FY24 LTIP — Tranche 1	Retained — Good Leaver	560,156
FY25 LTIP — Tranche 2	Retained — Good Leaver	99,015
Retention & Incentive (R&I) Grant	Retained — Good Leaver	1,280,000
FY26 LTIP — Tranche 3	No Awards Granted	-

The Board determined that Mr Rubinsztein be treated as a Good Leaver under the Nuix Employee Incentive Plan Rules. All unvested awards held at the date of cessation are retained and will vest in accordance with their original terms. No FY26 LTI award was granted to the former CEO, as the proposed grant was withdrawn following his cessation of employment and was not submitted for shareholder approval.

4.2 Departure Arrangements – EVP, APAC and Global Alliances

EVP, APAC and Global Alliances

Warren Brugger ceased as EVP, APAC and Global Alliances on 30 June 2026 by reason of redundancy. His FY26 STI treatment is set out in Section 4.6B and separation payments in Section 4.10. The Board determined Good Leaver status under the Nuix Employee Incentive Plan Rules as set out in Table 3b below.

Table 3b. Mr Brugger — Good Leaver equity treatment

Award	Treatment on cessation	Performance Rights Units
Sign-on Performance Rights[1]	Retained - Good Leaver	207,972
FY24 LTIP — Tranche 1	Retained - Good Leaver	84,504
FY25 LTIP — Tranche 2	Lapsed on Termination	23,934
FY26 LTIP — Tranche 3	Lapsed on Termination	54,878
Retention & Incentive (R&I) Grant	Retained - Good Leaver	384,000
FY25 STI Performance Rights	Retained - Good Leaver	5,683

[1] Retained Sign-on Performance Rights comprise Tranche 4 (103,986 rights) and Tranche 5 (103,986 rights) only. Tranches 1 to 3 vested during Mr Brugger's employment tenure.

4.3 Overview of Group performance

As noted above, it is important to Nuix that the remuneration outcomes for our Executive KMP align with the Group's performance. An overview of Nuix's FY26 performance[1] is set out below.

Annualised Contract Value (ACV)
$260.0m
Up 13.9% on FY25
11.1% on constant currency basis (ex. Linkurious)

Net Dollar Retention (NDR)[2]
105.2%
Down from 107.4% in FY25

Subscription ACV
$252.4m
Up 14.1% on FY25
11.2% on constant currency basis (ex. Linkurious)

Customer Churn
6.6%
Down from 7.1% in FY25

Statutory Revenue
$263.2m
Up 18.8% on FY25
20.3% on constant currency basis (ex. Linkurious)

Statutory EBITDA
$66.9m
Up 40.5% on FY25

Gross Margin
89.7%
Down from 90.1% in FY25

Adjusted Management EBITDA
$59.8m
up 60.4% on FY25

Earnings per share (basic)
$0.05
Up from ($0.03) in FY25

Share price at 30 June 2026
$1.22
Down 44.3% on 30 June 2025

Linking remuneration to performance

A fundamental principle of our executive remuneration strategy is the alignment between company performance and executive reward, ensuring our leadership team's outcomes are linked to sustainable value creation for all stakeholders.

FY26 produced divergent outcomes across financial and strategic measures. The Company delivered strong profitability, with Adjusted EBITDA up 60% and margins expanding to 22.7%, supported by the accelerated Neo platform migration with Neo ACV surging 179% to represent approximately 30% of total ACV. However, Group ACV growth of 11.1% on a constant currency basis fell short of internal targets, with uneven regional execution and below-target Net Dollar Retention.

These outcomes are reflected in remuneration results for Executive KMP. The overall ELT STIP achievement of 77% demonstrates the Board's commitment to pay-for-performance principles. The scorecard rewarded strong cost discipline and platform momentum, while allowing below-target revenue growth and the shareholder experience to moderate outcomes. No upward discretion was applied.

The following table demonstrates the performance-reward alignment for Executive KMP, showing how remuneration outcomes reflect both strategic progress and financial performance in the financial year to which this report relates and over the preceding five financial years.

[1] Other than to the extent required as part of the overall audit of the consolidated financial statements of the group, the figures in section 4.3 are unaudited.

[2] Net Dollar Retention (NDR), expressed as a percentage, represents the ACV from the sale of Subscription Licences (excluding short-term Software Licences, or licences with a term of less than 12 months, but including Consumption Licences) from a constant set of customers (the "NDR Constant Customer Set") across comparable periods (i.e. it excludes the impact of new customers acquired in the subsequent (i.e. more recent period), taking into account the impact of Upsell, Downsell and Churn between these two periods.

Table 4. Company's performance and incentives

Financial Performance							STI
Year	ACV ($m)	Underlying EBITDA ($m)	Statutory Revenue ($m)	Net Dollar Retention	Earnings per Share (cents)	Share Price at 30 June ($)[1]	STI awarded to Executive KMP ($m)
FY26	$260.0m	$83.2m	$263.2m	105.2%	$ 0.05	$1.22	$1.13m[2]
FY25	$228.4m	$60.0m	$221.5m	107.4%	$(0.03)	$2.19	$0.7m[3]
FY24	$211.5m	$64.4m	$220.6m	112.9%	$ 0.02	$3.08	$1.7m
FY23	$185.5m	$46.4m	$182.5m	109.2%	$(0.02)	$0.85	$1.8m
FY22	$162.0m	$29.2m	$152.3m	96.8%	$(0.07)	$0.76	$0.7m

4.4 Total fixed remuneration (TFR)

Total Fixed Remuneration is reviewed annually through Nuix's structured remuneration framework, considering role complexity, required expertise, market positioning, and strategic value. Selected Executive KMP received a 3.0% TFR adjustment in FY26 following no increase in FY25 for most executives, reflecting market alignment and recognition of contributions during the transformation and transition period.

The below table sets out the annualised TFR payable to Executive KMP, including adjustments applied in FY26 that support our performance-driven remuneration philosophy and competitive positioning in the technology talent market.

Table 5. Executive KMP fixed remuneration levels

Executive KMP	FY25 Total fixed remuneration (annualised) $	Increase $	Increase %	FY26 Total fixed remuneration (annualised) $
John Ruthven	900,000	-	-	900,000
Jonathan Rubinsztein (former)	900,000	-	-	900,000
Peter McClelland	575,000	17,250	3.0%	592,250
Warren Brugger	470,000	14,100	3.0%	484,100
Aidan Troy	379,390	-	-	379,390
Michael Smith	534,062	16,022	3.0%	550,084
Jonathan Rees (former)	521,662	-	-	521,662

Notes

- All TFR amounts exclude mandatory employer superannuation contributions and are annualised to a full-year basis.
- Fixed remuneration for Mr Troy, Mr Smith and Mr Rees has been translated into the Group's consolidated reporting currency at the reporting date and is therefore subject to foreign exchange fluctuations.

[1] Rounded to the nearest cent.
[2] Includes STI awarded to departed KMP, Mr Rubinsztein and Mr Brugger
[3] Total award in cash and equity.

4.5 Key Terms of Executive KMP employment contracts

The following outlines the key terms of the Executives' latest employment contract at the date of this report.

Table 6: KMP fixed remuneration and service agreement terms

Executive KMP	Contract Type[1]	TFR - Fixed Remuneration (Cash $)	TFR -Fixed Remuneration (Equity $)	Commencement Date	Notice Period
Continuing and incoming Executive KMP					
John Ruthven[2]	Max Term 12 month	900,000	-	3 Nov 2025	3 months
John Ruthven[3]	Permanent	900,000	-	4 May 2026	6 months
Peter McClelland	Permanent	592,250	-	4 Nov 2024	6 months
Aidan Troy	Permanent	379,390	-	4 Jul 2025	3 months
Michael Smith	Permanent	550,084	-	25 Jul 2022	90 days
Departed Executive KMP					
Jonathan Rubinsztein	Permanent	900,000	-	6 Dec 2021	6 months
Jonathan Rees	Permanent	521,662	-	1 Nov 2016	3 months
Warren Brugger	Permanent	484,100	-	14 Nov 2022	6 months

Notes

- All TFR amounts exclude mandatory employer superannuation contributions and are annualised to a full-year basis.
- Fixed remuneration for Mr Troy, Mr Smith and Mr Rees has been translated into the Group's consolidated reporting currency at the reporting date and is therefore subject to foreign exchange fluctuations.
- Post appointment as Permanent CEO, Mr Ruthven is also eligible for a LAFHA arrangement comprising food and incidentals allowances in line with ATO reasonable amounts and an accommodation allowance of up to $1,500 per week, with any FBT liability borne by the Company. Brisbane–Sydney travel is provided in accordance with the Company's Travel and Expenses Policy. Refer to Statutory remuneration table (Section 4.10) for further details.

[1] Contracts for permanent employment continue until notice is given by either party.
[2] Key Contract Terms – Appointment as Interim CEO between 3 Nov 2025 to 3 May 2026
[3] Key Contract Terms – Appointment as Permanent CEO effective 4 May 2026

4.6 FY26 short term incentive outcomes

A. Overview

As noted above, Executive KMP participate in the STI program. The maximum opportunity available to each Executive KMP for FY26 is set out in the table below. Special arrangements for the incoming CEO, departing CEO and departing EVP are described separately in Section B.

Table 7. Executive KMP STI outcomes

	STI Outcomes (FY26)						
Executive KMP	**On Target (100%) STI ($)**	**On Target (100%) % TFR**	**Maximum (125%) STI ($)**	**Maximum (125%) % TFR**	**STI Awarded ($)**	**%of Target Awarded**	**% Forfeited**
Incoming CEO							
John Ruthven[1]	-	-	-	-	-	-	-
Departing CEO							
Jonathan Rubinsztein	262,500	29%	262,500[2]	29%	253,313	97%	3%
Continuing KMP							
Peter McClelland	296,125	50%	370,156	63%	225,499	76%	24%
Aidan Troy[3]	284,543	75%	355,678	94%	192,778	68%	32%
Michael Smith[3]	440,067	80%	550,084	100%	364,068	83%	20%
Departing KMP							
Warren Brugger	193,640	40%	242,050	50%	98,311	51%	49%
Total	**1,476,875**		**1,780,468**		**1,133,969**		

B. Special Arrangements

The following special arrangements apply to the incoming CEO, the departing CEO and EVP APAC and Global Alliances whose employment circumstances differed from the standard STI framework during FY26.

Table 8. FY26 STI Special Arrangements

Executive KMP	**FY26 STI Special Arrangement**
Incoming CEO - John Ruthven	
Basis	No formal STI applies for the period served as Interim and Permanent CEO (between 3 November 2025 to 30 June 2026). Mr Ruthven becomes eligible to participate in the Nuix STIP from 1 July 2026 in his permanent CEO & Executive Director role.
Discretionary bonus	In recognition of the period served during FY26, the Board exercised its discretion to award Mr Ruthven a one-off cash bonus of $275,000.

[1] Mr Ruthven was not eligible to participate in the FY26 STI Plan. Refer to Tables 2 and 8 for details of the discretionary bonus paid as a special remuneration arrangement.

[2] Mr Rubinsztein's FY26 STI opportunity was capped at 50% of his on-target entitlement. Accordingly, the maximum STI opportunity equals the on-target amount of $262,500. No stretch or upside above the on-target amount is applicable.

[3] Amounts for Mr Troy and Mr Smith are presented in the Group's consolidated reporting currency and have been translated at the reporting date.

Executive KMP	FY26 STI Special Arrangement
Departing CEO - Jonathan Rubinsztein	
Basis	See Section 4.1
Performance measures	Group ACV (weighted 2/3) and Adjusted Management EBITDA (weighted 1/3). No individual KPI or non-financial measures apply.
Delivery	100% cash, paid in accordance with usual business process and timing.
Awarded Amount	**$ 253,313**
Departing EVP, APAC and Global Alliances - Warren Brugger	
Basis	Mr Brugger remained eligible to be considered for an FY26 STI payment, which was assessed based on performance over the full FY26 performance period (1 July 2025 to 30 June 2026).
Performance measures	The STI was assessed against the agreed FY26 KPIs and the Company performance gateway, consistent with the assessment framework applied to other KMP and Executive Vice Presidents.
Delivery	100% cash, paid in accordance with usual business process and timing.
Awarded Amount	**$ 98,311**

C. FY26 STI – assessment of performance measures

The FY26 STI framework is weighted equally between financial and non-financial measures. Financial measures comprise ACV Growth and Adjusted Management EBITDA, with a combined weighting of 50%. Non-financial measures comprise Customer Focus, Talent & Culture, and Individual KPIs, with a combined weighting of 50%.

The CFO's ACV performance is assessed against Group ACV. Each Regional Executive Vice President's ACV performance is assessed using a blended measure of 50% Group ACV (constant currency) and 50% Regional ACV (budgeted currency). All other measures are assessed on a Group-wide basis, except Individual KPIs, which the CEO assesses against each KMP's role-specific objective.

FY26 performance against the balanced scorecard was mixed, reflecting strong cost control.

(i) Financial Measures (50% aggregate weighting)

Group ACV growth of 11.1% (constant currency excluding Linkurious) exceeded the 10% threshold but fell short of the 12.5% target, resulting in 72% achievement against this measure. The Board noted that performance varied by region. AMER exceeded expectations with 13.5% growth, while EMEA delivered 10.4%, this was below target. APAC achieved 3.6% growth, falling short of the minimum threshold of 10% ACV.

Adjusted Management EBITDA significantly outperformed at 123% of budget, resulting in 145.5% scorecard achievement. This reflects the combination of 17.1% statutory revenue growth (excluding Linkurious) and disciplined cost management, with Adjusted EBITDA margins expanding to 22.3% (excluding Linkurious).

(ii) Non-Financial Measures (50% aggregate weighting)

Customer Focus (Net Dollar Retention) of 105.2% did not meet the 108% target. While NDR has stabilised, further work is required to drive expansion revenue and reduce churn associated with the Neo platform migration pathway. This measure was assessed as not achieved.

Talent & Culture delivered 88% achievement (3.5 of 4 goals met). Regrettable attrition improved materially to 6.2% (against a 10% target), Employee Net Promoter Score (eNPS) improved by 7 points, and Career Blueprints were completed for the Top Talent cohort. The Culture Action Plan was partially achieved, with Q1 and Q2 deliverables met but Q3 activity not completed in full due to the breadth of organisational change underway.

Individual KPIs (30% weighting) were assessed by the CEO against each KMP's role-specific objectives. Outcomes varied across the KMP cohort, reflecting the mixed operating environment and differing levels of progress against strategic and functional priorities.

(iii) CEO - Discretionary Cash Award

The Board exercised its discretion to award a one-off cash bonus of $275,000, calculated by reference to the CEO's STIP target value, pro-rated for time served during FY26, and adjusted to reflect the overall achievement of the Executive Leadership Team.

The Board considered this approach appropriate given no individual targets existed, and is satisfied the award is proportionate to Company performance and his contribution in FY26.

(iv) Board Discretion — Other KMPs

For all other participating KMPs, the Board determined that the formulaic scorecard outcomes appropriately reflect FY26 performance. No discretionary adjustment was applied.

STI-related payments for KMPs who departed during FY26 are disclosed in Section 4.6 (Special Arrangements).

The table below summarises the FY26 STI outcomes for each KMP against the Board-approved balanced scorecard.

Table 9. FY26 STI Outcomes by KMP

STI Performance measures

Measure	Outcomes	Weighting	CFO	EVP-APAC and Global Alliances	EVP-Americas	EVP-EMEA
Financial metrics						
ACV Growth *CFO (40% Group)* *EVPs (20% Group + 20% Regional)*		40%	72%	36%	91%	66%
EBITDA *Management Adjusted*		10%	145.5%	145.5%	145.5%	145.5%
Non-financial metrics						
Group Customer Focus *Net Dollar Retention*		10%	0%	0%	0%	0%
Talent & Culture *Culture Action Plan, ENPS, Attrition Talent Plans*		10%	88%	88%	88%	88%
Individual KPIs *Assessed by the CEO with reference to each KMP's role-specific objective.*		30%	80%	43%	77%	60%
Total Weighted STI Outcome		100%	76.2%	50.8%	82.7%	67.8%
Awarded ($)			$225,499	$98,311	$364,068	$192,778
Achieved vs Target (%)			76.2%	50.8%	82.7%	67.8%
Achieved vs Maximum (%)			60.9%	40.6%	66.2%	54.2%

Key	Achieved / Outperformed	Partially Achieved	Not Achieved

Table 10. FY26 STI Balanced Scorecard (Group Performance Outcomes)

<table>
<tr><th colspan="4">STI Performance Indicators & Outcomes</th></tr>
<tr><th>Measure (Weighting)</th><th>Performance Indicator & Target</th><th>Performance Outcome</th><th>Assessment</th></tr>
<tr><td colspan="4">Financial Metrics</td></tr>
<tr><td>ACV Growth
(40%)</td><td>ACV growth rate
(Group or Regional)

Threshold: 10%
Target: 12.5%
Maximum: 17%</td><td><table><tr><th>Group/ Region</th><th>% ACV Growth[1]</th><th>% Achievement</th></tr><tr><td>Group</td><td>11.1%</td><td>72%</td></tr><tr><td>AMER</td><td>13.5%</td><td>110%</td></tr><tr><td>EMEA</td><td>10.4%</td><td>60%</td></tr><tr><td>APAC</td><td>3.6%</td><td>0%</td></tr></table></td><td>BELOW TARGET</td></tr>
<tr><td>EBITDA
(10%)</td><td>Adjusted Management EBITDA

Threshold
95% Budget (50% payout)
Target
100% Budget (100% payout)
Stretch
105% Budget (105% payout)
Maximum
125% Budget (150% payout)</td><td>123% of Budget
145.5% scorecard outcome. Driven by 17% revenue growth and cost discipline, with margins expanding to 22% (excluding Linkurious).</td><td>OUTPERFORMED</td></tr>
<tr><td colspan="4">Non-Financial Metrics</td></tr>
<tr><td>Customer Focus
(10%)</td><td>Group Net Dollar Retention %
Target: 108%</td><td>Group NDR = 105%
Expansion revenue and Neo migration churn remain areas of focus.</td><td>NOT ACHIEVED</td></tr>
<tr><td>Talent & Culture
(10%)</td><td>Delivery against four goals:
1. FY26 Culture Action Plan
2. Regrettable Attrition ≤10% (steady YoY)
3. Improvement in eNPS
4.100% HiPo Talent with Career Development Plans</td><td>3.5 of 4 goals achieved = 88%
Regrettable attrition 6.2%; eNPS +7pts;Culture Action Plan partially achieved.</td><td>PARTIALLY ACHIEVED</td></tr>
<tr><td>Individual KPIs
(30%)</td><td>Delivery against FY26 Individual KPIs
Assessed by CEO with reference to each KMP's role-specific objective.</td><td>Varied outcomes by ELT Leader.
Individual assessments are set out in each KMP's remuneration detail below.</td><td>VARIES</td></tr>
</table>

[1] ACV growth outcome is measured and attainment is presented on a constant currency basis.

C. FY26 STI terms - further detail

Key terms and conditions applying to the STI arrangements for the Executive KMP during FY26 are as follows:

Table 11. Description of key terms of FY26 Executive KMP STI

<table>
<tr><th colspan="2">FY26 Short-Term Incentive – Key Terms</th></tr>
<tr><td>Performance Period</td><td>STI awards are assessed over the 12-month financial year ended 30 June 2026. Any STI award payments are made following Board assessment after performance is tested at the end of the performance period.</td></tr>
<tr><td>Instrument</td><td>For continuing Executive KMP (being Mr McClelland, Mr Troy and Mr Smith), 75% of any STI award is delivered in cash and the remaining 25% is delivered as performance rights. Each performance right vests into one fully paid ordinary share in the first open trading window following release of the FY27 audited financial statements.

The Board determined that the FY26 STI award payable to Mr. Rubinsztein and Mr. Brugger will be delivered entirely in cash.</td></tr>
<tr><td>Calculation</td><td>The number of performance rights is calculated by dividing the dollar value of the equity component by the 30-day VWAP of Nuix shares following release of the FY26 audited financial statements.</td></tr>
<tr><td>Performance Measures</td><td>For continuing Executive KMP, the FY26 STI was assessed against the following performance measures:

<table>
<tr><th>Performance measure</th><th>Weighting
CFO & Regional EVPs</th></tr>
<tr><td>Group and or Regional ACV Growth</td><td>40%</td></tr>
<tr><td>Adjusted Management EBITDA</td><td>10%</td></tr>
<tr><td>Net Dollar Retention (NDR)</td><td>10%</td></tr>
<tr><td>Group Culture & Engagement</td><td>10%</td></tr>
<tr><td>Individual KPIs linked to operating plans</td><td>30%</td></tr>
<tr><td>Total</td><td>100%</td></tr>
</table>

These metrics reflect the key financial and cultural drivers of value in the business. The Board retains overarching discretion to adjust STI outcomes for behaviour inconsistent with the Group’s values and culture, or for any risk, regulatory or reputational issues.</td></tr>
<tr><td>Treatment on cessation of employment</td><td>Where an Executive KMP ceases employment prior to the date of payment, the default position is that no STI award is payable for that financial year unless the Board determines otherwise. Specific arrangements applying to the former CEO and Warren Brugger are set out in Section 4.6b (Special Arrangements), Section 4.1 (CEO Transition) and Section 4.2 (Departure Arrangements — Warren Brugger) respectively.</td></tr>
<tr><td>Change of Control</td><td>Where a change of control event occurs (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board’s opinion constitutes a change of control event), the Board has discretion in respect of the treatment of any outstanding STI award, subject to the ASX Listing Rules.</td></tr>
</table>

4.7 Long Term Incentive Plan (LTIP) (grant)

A. Overview

In FY24, the Board established an ongoing Long-Term Incentive Program (LTIP) with annual grants to Executive KMP, designed to drive sustained performance and align management rewards with long-term shareholder value creation. The Board selected the ACV measure for consistency with the Company's reporting to shareholders and the market generally, and the rTSR measure to directly align management performance with shareholder interests over the long term.

FY24 LTIP (Tranche 1 Outcome)

Table 12. FY24 LTIP awards to Executive KMP (Tranche 1)

							Grant date fair value per performance right for each of the performance conditions	
Executive KMP	Number of rights granted	Maximum LTI opportunity ($)	Maximum LTI opportunity (% of TFR at time of grant)	Value of LTI awarded ($)	% of FY24 LTI awarded	% of FY24 LTI award forfeited	ACV ($)	rTSR ($)
Jonathan Rubinsztein (former)	560,156	875,000	125%	639,709	77.9%	22.1%	1.56	1.36
Warren Brugger	84,504	132,000	30%	93,505	77.9%	22.1%	1.56	1.36
Jonathan Rees (former)	100,876	157,847	30%	115,202	77.9%	22.1%	1.56	1.36
Michael Smith	162,158	256,033	52%	185,188	77.9%	22.1%	1.56	1.36

Notes

- Mr Rubinsztein, Mr Rees and Mr Brugger were determined to be Good Leavers under the Nuix Employee Incentive Plan Rules. Their FY24 LTIP Tranche 1 awards remain on foot and will vest in accordance with original terms and the performance outcomes above.

The three-year performance period concluded on 30 June 2026, with performance tested against two equally weighted measures: ACV growth (on a constant currency basis) and relative TSR (rTSR) against the ASX All Technology Index.

The rTSR component has been assessed at the 62nd percentile, resulting in a vesting outcome of 74% for that component. The ACV growth component has been assessed at a CAGR of 11.9% over the performance period[1], resulting in a vesting outcome of 81.9% for that component. On a combined basis, the total vesting outcome is 77.9% of the total grant. Vesting will occur in the first open trading window following release of the FY26 audited financial statements.

FY25 LTIP (Tranche 2)

The FY25 LTIP performance rights were granted to eligible Executive KMP in November 2024 (Tranche 2). The three-year performance period runs from 1 July 2024 to 30 June 2027. Performance is tested against ACV growth (50%) and rTSR against the ASX All Technology Index (50%) at the end of FY27. There is no exercise price for the rights granted. The performance rights will vest and be settled by the delivery of shares when the applicable vesting conditions have been satisfied.

[1] ACV CAGR determined with reference to reported figures as of 30 June 2023 and 30 June 2026, inclusive of the impact of acquisitions.

Table 13. FY25 LTIP awards to Executive KMP (Tranche 2)

							Grant date fair value per performance right for each of the performance conditions	
Executive KMP	**Number of rights granted**	**Maximum LTI opportunity ($)**	**Maximum LTI opportunity (% of TFR at time of grant)**	**Value of LTI awarded ($)**	**% of FY25 LTI awarded**	**% of FY25 LTI award forfeited**	**ACV ($)[1]**	**rTSR ($)**
Jonathan Rubinsztein (former)	148,522	875,000	97%	N/A	N/A	33%	6.70	6.14
Peter McClelland	48,802	189,271	50%	N/A	N/A	N/A	6.70	6.14
Warren Brugger (former)	23,934	141,000	30%	N/A	N/A	100%	6.70	6.14
Michael Smith	43,264	254,883	45%	N/A	N/A	N/A	6.70	6.14

Notes

- Mr McClelland's award was pro-rated to reflect his period of service.
- Mr Rubinsztein's award was forfeited, see Section 4.1.
- Mr Brugger's award was forfeited, see Section 4.2.

FY26 LTIP (Tranche 3)

In FY26, the Board made grants under the ongoing Long-Term Incentive Program (LTIP) to eligible Executive KMP. Consistent with the FY24 and FY25 LTIP grants, the FY26 awards are delivered as performance rights and are subject to performance testing against constant currency ACV growth (50%) and relative total shareholder return (rTSR) (50%) over a three-year performance period ending 30 June 2028. If the performance conditions are met, rights will vest in the first available trading window following the release of the Nuix's audited financial statements for FY28.

As part of the Board's commitment to transparency in disclosure, the constant currency ACV growth thresholds for the FY26 LTIP are now explicitly disclosed (10% threshold, 15% maximum), replacing the undisclosed CAGR targets used in prior years - reflecting the maturing of Nuix's strategic priorities and ACV targets becoming less commercially sensitive.

[1] The grant date fair value of Performance Rights relating to the ACV targets is based on the share price at the time the awards were granted. For the FY25 LTIP, this is 29 November 2024.

Table 14. FY26 LTIP awards to Executive KMP (Tranche 3)

							Grant date fair value per performance right for each of the performance conditions	
Executive KMP	**Number of rights granted**	**Maximum LTI opportunity ($)**	**Maximum LTI opportunity (% of TFR at time of grant)**	**Value of LTI awarded ($)**	**% of FY26 LTI awarded**	**% of FY26 LTI award forfeited**	**ACV ($)[1]**	**rTSR ($)**
Peter McClelland	111,898	296,125	50%	N/A	N/A	N/A	1.94	1.38
Warren Brugger (former)	54,878	145,230	30%	N/A	100%	N/A	1.94	1.38
Aidan Troy	47,306	113,817	30%	N/A	N/A	N/A	1.94	1.38
Michael Smith	101,894	249,371	45%	N/A	N/A	N/A	1.94	1.38

Notes

- No FY26 LTIP award was granted to Mr Rubinsztein.
- Mr Brugger's award was forfeited, see Section 4.2.

A. FY26 LTIP key terms – further detail

Table 15 below outlines the key terms attaching to the LTIP awards granted to Executive KMP during FY26.

Table 15. Key terms of FY26 LTIP awards granted to Executive KMP

FY26 Long-term Incentive Plan (LTIP) – Key terms	
	Further detail
Entitlement	Subject to the satisfaction of the performance conditions, each LTI performance right entitles the holder to one fully paid ordinary share in Nuix Limited (or a cash equivalent payment at the discretion of the Board).
Allocation methodology	The number of FY26 LTI Performance Rights granted to each participant is calculated by dividing the participant's FY26 LTI opportunity (expressed as a dollar value) by the 30-trading day volume weighted average price (VWAP) of the Company's shares following the release of the FY25 audited financial results.
Performance Period	1 July 2025 to 30 June 2028

[1] The grant date fair value of Performance Rights relating to the ACV targets is based on the share price at the time the awards were granted. For the FY26 LTIP, this is 14 November 2025.

FY26 Long-term Incentive Plan (LTIP) – Key terms

Performance conditions and vesting schedule

The FY26 LTI performance rights are subject to performance testing against the following performance conditions over the 3-year performance period:

- ACV (50%); and
- rTSR (50%).

The ACV and rTSR targets are assessed at the end of FY28. If the targets are met, the performance rights will vest in the Company's first open trading window following the release of its audited financial statements for FY28 in accordance with the below, unless otherwise already vested including as a result of a change of control event as outlined below.

ACV Growth will be measured on a constant currency basis and rTSR will be measured against the ASX All Technology Index.

ACV Performance (50% weighting) - measured on a constant currency basis over the performance period:

	ACV Growth for the performance period	Level of vesting
Below Threshold	Less than 10.0%	0%
Between Threshold and Target	Between 10.0% and 15.0%	Between 0% and 100% determined on a linear sliding scale
Maximum	Equal to or more than 15.0%	100%

rTSR Performance (50% weighting)

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

Treatment on cessation of employment

The Board may specify in the terms of an invitation or make a determination as to how a KMP Awards will be treated on the occurrence of cessation of employment of the KMP. Applicable treatment may include:

- vesting on the cessation date;
- options only be exercisable within a specified period; or
- lapse or forfeit of the Awards.

Forfeiture and clawback

In the event of an inappropriate circumstance, the Board retains the discretion to determine the treatment of Awards. Examples of inappropriate circumstance include (without limitation):

- fraudulent or dishonest behaviour, serious misconduct or any breach of obligation to the Company;
- acting in a manner that brings the Company into disrepute; and
- any other circumstance which the Board determines in good faith constitutes an inappropriate circumstance.

FY26 Long-term Incentive Plan (LTIP) – Key terms	
	If an inappropriate circumstance occurs, the Board retains absolute discretion and may exercise its discretion to (amongst other things) determine that the Performance Rights (or Shares acquired on the exercise of Performance Rights) will lapse.
Change of control	The Board may specify in the terms of an invitation or make a determination as to how an employee's Awards will be treated on the occurrence of a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event for us). This may include, subject to the ASX Listing Rules, with respect to each award, that: A. Awards, to the extent not fully vested, will become vested and exercisable in full or in part; B. Options may be exercised within a specific period only, otherwise they will lapse; C. disposal restrictions or any other terms which apply to the Awards cease to apply; or D. the Company, on behalf of the employee, will direct the trustee to transfer trust shares into the employee's name.

4.8 Retention & incentive grant 2023 (one-off grant)

A. Overview

In 2023, the Retention & Incentive (R&I) Plan was implemented to provide additional incentive to KMP to remain united and focused on the delivery, for the benefit of shareholders, of the strategic plan over the course of FY24 to FY26. The Board had strong conviction that the strategic plan, if delivered, would lead to material wealth creation for the Company's shareholders. By structuring the R&I Plan around share price growth hurdles and service conditions, this plan:

- was fully aligned with increasing shareholder value;
- complemented the existing annual STI and LTI plans; and
- provided strong incentive for the ELT and other critical talent to deliver across the three-year period whilst the strategic plan was achieved.

In FY25, the CFO was invited to participate in the Retention & Incentive Grant 2023 (one-off grant) to build alignment with the Executive KMP and shareholders. In FY26, the CFO received an additional grant under the plan, while the EVP EMEA (Aidan Troy) was invited to participate for the first time following his appointment to the role. Full details of the plan terms, including hurdle structure and service conditions, were disclosed in the FY24 and FY25 Remuneration Reports.

B. Testing Period Outcome

The testing period concluded on 30 June 2026. During the testing period, the Company's 30-day VWAP achieved the first share price hurdle (≥$2.40) on 6 October 2025 but did not achieve the second (≥$3.20) or third (≥$4.00) share price hurdles. Accordingly, 30% of the Performance Rights became eligible to vest and the remaining 70% lapsed on 30 June 2026 in accordance with the Plan Rules. The Board did not exercise its discretion in respect of the lapsed Performance Rights. The vested tranche remains subject to a 12-month continued employment condition, which will be satisfied if the relevant individual is still employed on 3 October 2026. Subject to satisfaction of that condition, the vested Performance Rights will be released during the first applicable trading window thereafter.

Table 16. R&I Plan testing period outcome

Share Price Hurdle (30-day VWAP)	Vesting Tranche	Outcome
≥ $2.40 to < $3.20	**30% of Performance Rights**	**✓ Achieved on 6 October 2025**
≥ $3.20 to < $4.00	A further 35% (cumulative 65%)	✗ Not achieved
≥ $4.00	A further 35% (cumulative 100%)	✗ Not achieved

C. KMP Participant Outcomes

The table below sets out the R&I Plan outcome for each KMP participant. Former participants classified as Good Leavers retain their unvested rights following termination, subject to any pro-rating applied in accordance with the Plan Rules at the time of their departure.

Table 17. KMP Participant Outcomes

Executive KMP	Total Granted	Cancelled on Termination	Vesting (30%)	Lapsing (70%)
Peter McClelland	213,000	-	63,900	(149,100)
Aidan Troy[1]	30,000	-	9,000	(21,000)
Michael Smith	384,000	-	115,200	(268,800)
Jonathan Rubinsztein (former)[2]	1,280,000	-	384,000	(896,000)
Jonathan Rees (former)	384,000	(128,000)[3]	76,800	(179,200)
Warren Brugger (former)	384,000	-	115,200	(268,800)
Total	**2,675,000**	**(128,000)**	**764,100**	**(1,782,900)**

4.9 One-off awards

A. Sign-on equity — EVP Americas and EVP APAC and Global Alliances

Nuix appointed EVP Americas and EVP APAC and Global Alliances executives in FY23. To attract executives of this calibre and experience, sign-on Performance Rights were granted as summarised below. The grants are subject to continued service, with vesting occurring in the first open trading window following each anniversary of the relevant commencement date.

Michael Smith — EVP, Americas

In recognition of incentives forfeited from his previous employer, Nuix provided a sign-on grant of 483,014 performance rights at a face value of $300,000. The number of performance rights was calculated based on the 5-day VWAP immediately preceding Mr Smith's commencement date of 25 July 2022, with the grant formally made on 9 September 2022. Rights vest subject to continuous service in the first open trading window following each anniversary of the commencement date. In FY26, 96,603 rights (Tranche 3 of 5) vested following satisfaction of the Year 3 continuous service condition, with settlement in the first open trading window following 25 July 2025. A further 96,603 rights (Tranche 4 of 5) satisfied the Year 4 continuous service condition on 25 July 2026 and will be settled in the first open trading window thereafter in FY27.

Warren Brugger — APAC and Global Alliances

Nuix provided a sign-on grant of 519,930 performance rights at a face value of $300,000, based on the 5-day VWAP immediately preceding the effective date of his contract on 14 November 2022. In FY26, 103,986 rights (Tranche 3 of 5) vested following satisfaction of the Year 3 continuous service condition. Mr. Brugger's Sign-On awards are retained under Good Leaver provisions, see Section 4.2.

[1] Mr.Troy was invited to participate in the R&I Plan in FY26 following his appointment as EVP, EMEA on 4 July 2025.

[2] Mr Rubinsztein and Mr Brugger were determined to be Good Leavers under the Nuix Employee Incentive Plan Rules. Their R&I grants are retained in full and will vest in accordance with original terms. Full departure arrangements are set out in Section 4.1 and 4.2 respectively.

[3] 128,000 rights for Mr Rees were cancelled on termination reflecting pro-rating based on completed service under the Nuix Incentive Plan Rules. The remaining 256,000 rights retain their original terms.

Table 18. Sign-on performance rights (Vesting Status)

Vested and settled	Vested (pending trading window)	Good Leaver (retained)	Unvested

Michael Smith — EVP, Americas

20% 96,603 rights Tranche 1 (Jul 2023)	**20%** 96,602 rights Tranche 2 (Jul 2024)	**20%** 96,603 rights Tranche 3 (Jul 2025)	**20%** 96,603 rights Tranche 4 (Jul 2026)	**20%** 96,603 rights Tranche 5 (Jul 2027)

Warren Brugger — EVP, APAC and Global Alliances (Good Leaver)

20% 103,986 rights Tranche 1 (Nov 2023)	**20%** 103,986 rights Tranche 2 (Nov 2024)	**20%** 103,986 rights Tranche 3 (Nov 2025)	**20%** 103,986 rights Tranche 4 (Nov 2026)	**20%** 103,986 rights Tranche 5 (Nov 2027)

B. Critical Talent Grant — Aidan Troy, EVP EMEA

Aidan Troy — EVP, EMEA

In FY26, the Board approved a one-off Critical Talent Grant of 3,779 performance rights to Aidan Troy on 3 November 2025, consistent with grants made to other critical talent across the organisation under the same program. The grant vests in two equal tranches subject to ACV growth performance conditions, in the first open trading windows following release of the FY26 and FY27 audited financial statements respectively. Full terms are set out in Table 25.

4.10 Executive KMP remuneration statutory table

The table below sets out Executive KMP remuneration for FY26 in accordance with the requirements of the Accounting Standards and *Corporations Act 2001* (Cth). The table reflects the accounting value of remuneration attributable to KMP, derived from the various components of their remuneration.

Table 20. Statutory remuneration table

		Short-term benefits			Long-term benefits	Post-employment benefits	Share-based payments	Separation payment		
	Financial year	Salary[1] $	Cash bonus $	Non-monetary benefits[2] $	Long service leave $	Super-annuation $	Equity Settled $	Separation payment $	Total $	Proportion of remuneration performance-related %
John Ruthven[3]	**FY26**	614,616	275,000	19,938	-	22,500	-	-	932,054	0%
Jonathan Rubinsztein (former)[4]	**FY26**	248,587	253,313	6,922	-	15,000	1,397,872	946,799	2,868,493	56%
	FY25	920,769	140,000	5,991	-	29,932	1,251,987	-	2,348,679	57%
Peter McClelland	**FY26**	605,519	169,124	-	-	30,000	465,548	-	1,270,191	50%
	FY25[5]	390,267	66,718	-		22,449	139,601	-	619,035	33%
Warren Brugger (former)	**FY26**	484,100	98,311	-	-	30,000	362,310	335,952[6]	1,310,673	27%
	FY25	479,038	45,120	-	-	29,932	350,700	-	904,790	32%
Jonathan Rees (former)	**FY26**	7,560	-	-	-	302	-	-	7,862	0%
	FY25	568,270	182,569	-	-	22,952	353,564	334,709[7]	1,462,064	37%
Aidan Troy[8]	**FY26**	378,359	144,583	-	-	15,134	91,028	-	629,104	37%
Michael Smith	**FY26**	550,084	273,051	-	-	21,001	403,087	-	1,247,223	51%
	FY25	577,499	121,621	-	-	37,116	486,426	-	1,222,662	44%
TOTAL	**FY26**	**2,888,825**	**1,213,382**	**26,860**	**-**	**133,937**	**2,719,845**	**1,282,751**	**8,265,600**	
	FY25	2,935,843	556,028	5,991	-	142,381	2,582,278	334,709	6,557,230	

[1] Includes annual leave expenses recognised during FY26.

[2] Includes benefits such as, but not limited to, car parking, Living Away From Home Allowance (LAFHA) meal and accommodation components, and fringe benefits tax (FBT). FBT is reported in respect of the FBT year ended 30 June 2026.

[3] Amounts included in the table for Mr Ruthven reflect the period they were a KMP from 3 November 2025.

[4] Amounts included in the table for Mr Rubinsztein reflect the period they were a KMP until 31 October 2025.

[5] Amounts included in the table for Mr McClelland reflect the period they were a KMP from 4 November 2024

[6] As part of Mr Brugger's redundancy and separation arrangements, a cash payment of $335,952 was made post balance date and accrued for as of 30 June 2026, comprising contractual termination benefits and statutory entitlements.

[7] As part of Mr Rees' separation arrangements, a cash payment of $336,968 has been made, comprising contractual entitlements and a severance payment. The Board has also determined a FY25 STIP outcome of 50% of target, resulting in a payment of $182,569. Salary payment amounting to $7,560 relates to regular salary paid between 1-4 July 2025.

4.11 Details of KMP share rights and options affecting current and future remuneration

Table 21: Jonathan Rubinsztein's share rights

Award	Grant date	Share rights granted	Fair value at grant date	Fair value of grant	Share rights vested prior year	Vesting date in FY26	Share rights vested in FY26	Share rights forfeited or lapsed in FY26	% of total grant vested	$ Value of share rights vested	Unvested rights at 30 June 2026	Maximum $ value yet to vest[1]
Vesting in 1 annual tranche from 1 Jul 2026												
Sign on performance rights	18-Nov-22	711,744	$0.69	$491,103	(427,046)	06-Dec-25	(142,349)	-	80%	$98,221	142,349	$98,221
LTI 2022 performance rights	18-Nov-22	239,632	$0.69	$165,346	(79,877)	27-Aug-25	(79,877)	-	67%	$55,115	79,878	$55,116
FY24 LTIP (rTSR)	08-Nov-23	280,078	$1.36	$380,906	-	-	-		0%	-	280,078	$380,906
FY24 LTIP (ACV)	08-Nov-23	280,078	$1.56	$436,922	-	-	-		0%	-	280,078	$436,922
Retention & Incentive Grant 2023	08-Nov-23	1,280,000	$0.93	$1,190,400	-	-	-	(896,000)[2]	0%	-	384,000	$357,120
Vesting in 1 annual tranche from 1 Jul 2027												
FY25 LTIP (rTSR)	29-Nov-24	74,261	$6.14	$455,963	-	-	-	(24,754)	0%	-	49,507	$331,697
FY25 LTIP (ACV)	29-Nov-24	74,261	$6.70	$497,549	-	-	-	(24,754)	0%	-	49,507	$303,973
Fully Vested												
LTI 2023 performance rights	18-Nov-22	1,286,764	$0.69	$887,867	(643,382)	27-Aug-25	(643,382)	-	100%	$443,934	-	-
FY24 STI Performance Rights	08-Nov-23	26,239	$5.89	$154,547	-	27-Aug-25	(26,239)	-	100%	$154,584	-	-

[1] The maximum value of share rights yet to vest is determined based on the amount of the grant date fair value that is yet to be expensed. The minimum value of share rights yet to vest is nil since the share rights will be forfeited if the vesting conditions are not met.

[2] Rights granted under the R&I grant lapsed on 30 June 2026 as the applicable vesting condition was not satisfied.

Table 22: Peter McClelland's share rights

Award	Grant date	Share rights granted	Fair value at grant date	Fair value of grant	Share rights vested prior year	Vesting date in FY26	Share rights vested in FY26	Share rights lapsed in FY26	% of total grant vested	$Value of share rights vested	Unvested rights at 30 June 2026	Maximum $ value yet to vest[1]
Vesting in 1 annual tranche from 1 Jul 2026												
Retention & Incentive Grant 2024	29-Nov-24	37,500	$6.55	$245,625	-	-	-	(26,250)	0%	-	11,250	$73,688
Retention & Incentive Grant 2025	4-Oct-25	175,500	$2.55	$447,525	-	-	-	(122,850)	0%	-	52,650	$134,258
FY25 STI Performance Rights	14-Nov-25	8,404	$2.65	$17,376	-	-	-	-	0%	-	8,404	$23,479
Vesting in 1 annual tranche from 1 Jul 2027												
FY25 LTIP (rTSR)	29-Nov-24	24,401	$6.14	$149,822	-	-	-	-	0%	-	24,401	$149,822
FY25 LTIP (ACV)	29-Nov-24	24,401	$6.70	$163,487	-	-	-	-	0%	-	24,401	$163,487
Vesting in 1 annual tranche from 1 Jul 2028												
FY26 LTIP (rTSR)	14-Nov-25	55,949	$1.38	$77,210	-	-	-	-	0%	-	55,949	$77,210
FY26 LTIP (ACV)	14-Nov-25	55,949	$1.94	$108,541	-	-	-	-	0%	-	55,949	$108,541

Table 23: Warren Brugger's share rights

Award	Grant date	Share rights granted	Fair value at grant date	Fair value of grant	Share rights vested prior year	Vesting date in FY26	Share rights vested in FY26	Share rights lapsed in FY26	% of total grant vested	$ Value of share rights vested	Unvested rights at 30 June 2026	Maximum $ value yet to vest[2]
Vesting in 1 annual tranche from 1 Jul 2026												
FY25 STI Performance Rights	14-Nov-25	5,683	$2.65	$11,750	-	-	-	-	0%		5,683	$11,750
Retention & Incentive Grant 2023	08-Nov-23	384,000	$0.93	$357,120	-	-	-	(268,800)	0%	-	115,200	$107,136
FY24 LTIP (rTSR)	08-Nov-23	42,252	$1.36	$57,463	-	-	-	-	0%	-	42,252	$57,463
FY24 LTIP (ACV)	08-Nov-23	42,252	$1.56	$65,913	-	-	-	-	0%	-	42,252	$65,913

[1] The maximum value of share rights yet to vest is determined based on the amount of the grant date fair value that is yet to be expensed. The minimum value of share rights yet to vest is nil since the share rights will be forfeited if the vesting conditions are not met.

[2] The maximum value of share rights yet to vest is determined based on the amount of the grant date fair value that is yet to be expensed. The minimum value of share rights yet to vest is nil since the share rights will be forfeited if the vesting conditions are not met.

Award	Grant date	Share rights granted	Fair value at grant date	Fair value of grant	Share rights vested prior year	Vesting date in FY26	Share rights vested in FY26	Share rights lapsed in FY26	% of total grant vested	$ Value of share rights vested	Unvested rights at 30 June 2026	Maximum $ value yet to vest[1]
Vesting in 2 annual tranches from 1 Jul 2026												
Sign on performance rights	23-Mar-23	519,930	$1.06	$551,126	(207,972)	14-Nov-26	(103,986)	-	60%	$110,225	207,972	$220,450
Fully Vested												
FY23 LTI	23-Mar-23	121,384	$1.06	$128,667	(60,692)	27-Aug-25	(60,692)	-	100%	$64,334	-	-
FY24 STI Performance Rights	08-Nov-23	7,432	$5.89	$43,785	-	27-Aug-25	(7,432)	-	100%	$43,774	-	-
Fully Forfeited												
FY25 LTIP (rTSR)	29-Nov-24	11,967	$6.14	$73,477	-	-	-	(11,967)	0%	-	-	-
FY25 LTIP (ACV)	29-Nov-24	11,967	$6.70	$80,179	-	-	-	(11,967)	0%	-	-	-
FY26 LTIP (rTSR)	14-Nov-25	27,439	$1.38	$37,866	-	-	-	(27,439)	0%	-	-	-
FY26 LTIP (ACV)	14-Nov-25	27,439	$1.94	$53,232	-	-	-	(27,439)	0%	-	-	-

Table 24: Jonathan Rees's share rights

Performance Rights

Award	Grant date	Share rights granted	Fair value at grant date	Fair value of grant	Share rights vested prior year	Vesting date in FY26	Share rights vested in FY26	Share rights forfeited or lapsed in FY26	% of total grant vested	$ Value of share rights vested	Unvested rights at 30 June 2026	Maximum $ value yet to vest[2]
Vesting in 1 annual tranche from 1 Jul 2026												
FY24 LTIP (rTSR)	08-Nov-23	50,438	$1.36	$68,596	-	-	-	-	0%	-	39,089	$53,162
FY24 LTIP (ACV)	08-Nov-23	50,438	$1.56	$78,683	-	-	-	-	0%	-	39,089	$60,979
Retention & Incentive Grant 2023	08-Nov-23	384,000	$0.93	$357,120	-	-	-	(128,000)	0%	-	256,000	$238,080
Fully Vested												
FY23 LTI	23-Mar-23	149,628	$1.06	$158,606	(74,814)	27-Aug-25	(74,814)	-	100%	$79,303	-	-
FY24 STI Performance Rights	08-Nov-23	3,512	$5.89	$20,686	-	27-Aug-25	(3,512)	-	100%	$20,686	-	-
Fully Forfeited												
FY25 LTIP (rTSR)	29-Nov-24	13,245	$6.14	$81,324	-	-	-	(13,245)	0%	-	-	-
FY25 LTIP (ACV)	29-Nov-24	13,245	$6.70	$88,742	-	-	-	(13,245)	0%	-	-	-

Options

Award	Grant date	Option rights granted	Fair value at grant date	Fair value of grant	Option rights vested prior year	Option rights cancelled prior year	Vesting date in FY26	Share rights vested in FY26	% of total grant vested	Value of share rights vested	Unvested rights at 30 June 2026	Maximum value yet to vest	Exercise Price per right	Expiration Date
ESOP 7	01-Nov-16	100,000	$0.33	$33,000	(19,166)	(80,834)	-	-	19%	$6,325	-	-	$2.00	31 Oct 2026
LTI Options – FY21 Issue	08-Dec-20	44,160	$2.34	$103,334	(29,440)	-	26-Aug-25	(14,720)	100%	$103,334	-	-	$5.31	8 Dec 2027
Options Grant 2021	08-Mar-21	310,881	$1.40	$435,233	(207,254)	-	31-Aug-24	(103,627)	100%	$435,233	-	-	$5.79	7 Mar 2028

Table 25: Aidan Troy's share rights

Award	Grant date	Share rights granted	Fair value at grant date	Fair value of grant	Share rights vested prior year	Vesting date in FY26	Share rights vested in FY26	Share rights lapsed in FY26	% of total grant vested	$Value of share rights vested	Unvested rights at 30 June 2026	Maximum $ value yet to vest[1]
Vesting in 1 annual tranche from 1 Jul 2026												
Retention & Incentive Grant 2025	4-Oct-25	30,000	$2.55	$76,500	-	-	-	(21,000)	0%	-	9,000	$22,950
Vesting in 2 annual tranches from 1 Jul 2027												
Critical Talent Grant FY26[2]	3-Nov-25	3,779	$2.28	$8,600	-	-	-	-	0%	-	3,779	$8,598
Vesting in 1 annual tranche from 1 Jul 2028												
FY26 LTIP (rTSR)	14-Nov-25	23,653	$1.38	$32,641	-	-	-	-	0%	-	23,653	$32,641
FY26 LTIP (ACV)	14-Nov-25	23,653	$1.94	$45,887	-	-	-	-	0%	-	23,653	$45,887

[1] The maximum value of share rights yet to vest is determined based on the amount of the grant date fair value that is yet to be expensed. The minimum value of share rights yet to vest is nil since the share rights will be forfeited if the vesting conditions are not met.

[2] The Critical Talent Grant was made under Nuix's critical talent retention program, consistent with grants made to other eligible employees across the organisation. The grant vests in two equal tranches subject to ACV growth conditions in the first open trading windows following release of the FY26 and FY27 audited financial statements respectively. The Board retains discretion over vesting outcomes.

Table 26: Michael Smith's share rights

Award	Grant date	Share rights granted	Fair value at grant date	Fair value of grant	Share rights vested prior year	Vesting date in FY26	Share rights vested in FY26	Share rights lapsed in FY26	% of total grant vested	$ Value of share rights vested	Unvested rights at 30 June 2026	Maximum $ value yet to vest
Vesting in 1 annual tranche from 1 Jul 2026												
FY25 STI Performance Rights	14-Nov-25	15,319	$2.65	$40,540	-	-	-	-	0%	$2.65	15,319	$40,540
Retention & Incentive Grant 2023	08-Nov-23	384,000	$0.93	$357,120	-	-	-	(268,800)	0%	-	115,200	$107,136
FY24 LTIP (rTSR)	08-Nov-23	81,079	$1.36	$110,267	-	-	-	-	0%	-	81,079	$110,267
FY24 LTIP (ACV)	08-Nov-23	81,079	$1.56	$126,483	-	-	-	-	0%	-	81,079	$126,483
Vesting in 2 annual tranches from 1 Jul 2026												
Sign on performance rights	09-Sep-22	483,014	$0.86	$415,392	(193,205)	25-Jul-25	(96,603)	-	60%	$83,079	193,206	$166,157
Fully Vested												
FY23 LTI	23-Mar-23	336,293	$1.06	$356,471	(168,146)	27-Aug-25	(168,147)	-	100%	$178,236	-	-
FY24 STI Performance Rights	08-Nov-23	20,519	$5.89	$120,886	-	27-Aug-25	(20,519)	-	100%	$120,886	-	-
Vesting in 1 annual tranche from 1 Jul 2027												
FY25 LTIP (rTSR)	29-Nov-24	21,632	$6.14	$132,820	-	-	-	-	0%	-	21,632	$132,820
FY25 LTIP (ACV)	29-Nov-24	21,632	$6.70	$144,934	-	-	-	-	0%	-	21,632	$144,934
Vesting in 1 annual tranche from 1 Jul 2028												
FY26 LTIP (rTSR)	14-Nov-25	50,947	$1.38	$70,307	-	-	-	-	0%	-	50,947	$70,307
FY26 LTIP (ACV)	14-Nov-25	50,947	$1.94	$98,837	-	-	-	-	0%	-	50,947	$98,837

5. Non-Executive Director remuneration

5.1 Overview

The Board sets the fees for its Non-Executive Directors in line with the key objectives of the Group's Non-Executive Director remuneration policy set out below.

Non-Executive Director remuneration is reviewed annually and the Remuneration and Nomination Sub-Committee makes recommendations to the Board regarding the remuneration of Non-Executive Directors.

The Group does not make sign-on payments to new Non-Executive Directors nor provide for retirement allowances / benefits for Non-Executive Directors (other than superannuation where compulsory). Executive Directors of the Group are not entitled to be paid Non-Executive Directors' fees.

Elements	Details
Market competitive	• The Board's policy is to pay Non-Executive Directors at market competitive rates to attract and retain high calibre Directors with the necessary skills, expertise and experience for the Nuix Board • In positioning fees, the Board has regards to fees payable by comparable companies (based on external benchmarking data) as well as the time commitment and workloads of Non-Executive Directors
Independence and impartiality	• No element of Non-Executive Director remuneration is "at risk" (i.e. subject to performance conditions) in order to preserve the Directors' independence and impartiality
Shareholder alignment	• Non-Executive Directors are encouraged to hold securities in the Company to create alignment between interests of Directors and shareholders

5.2 Fee pool and schedule

Non-Executive Directors are paid from an aggregate annual fee pool of $1,500,000, as approved by shareholders at the 2024 Annual General Meeting.

Table 27 sets out the fees (inclusive of superannuation where applicable) payable to the Non-Executive Directors of the Group in respect of FY26.

The Chair does not receive separate fees for participation in Board committees. The NED fee schedule remained unchanged from FY25.

Table 27. Non-Executive Director fees for FY26

Position	Fees for FY26 (Annualised)
Chairman	$264,000
Deputy Chairman	$176,000[1]
Directors	$132,000
Committee chairman	$22,000
Committee member	$11,000

5.3 Non-Executive Directors – statutory remuneration

The fees paid or payable to the Non-Executive Directors of the Group in respect of FY26 are set out in the table below. No fees paid or payable to the Non-Executive Directors of the Group were performance related.

Table 28. FY26 Non-Executive Directors statutory remuneration table

			Short-term benefits	Post-employment benefits	Share-based payments	
Non-Executive Director remuneration	**Role**	**Financial year**	**Salary & fees $**	**Super-annuation[2] $**	**Options $**	**Total $**
Robert Mactier	Chairman,	**FY26**	235,714	28,286	-	**264,000**
	A&R Member	FY25	236,771	27,229	-	264,000
Jeffrey Bleich	Deputy	**FY26**	63,452	-	-	**63,452**
(Departed)	Chairman	FY25	176,000	-	-	176,000
Sir Iain Lobban	NED	**FY26**	132,000	-	-	**132,000**
		FY25	132,000	-	-	132,000
Jacqueline Korhonen	NED	**FY26**	137,500	16,500	-	**154,000**
	RNC Chair	FY25	138,117	15,883	-	154,000
Sara Watts	NED	**FY26**	137,500	16,500	-	**154,000**
	A&R Chair	FY25	138,117	15,883	-	154,000
Alan Cameron AO	NED	**FY26**	137,500	16,500	-	**154,000**
	RNC Member A&R Member	FY25	138,117	15,883	-	154,000
Rachel Barger[3]	NED	**FY26**	44,000	-	-	**44,000**
Edward (Ted) Pretty[3]	NED RNC Member	**FY26**	42,560	5,107	-	**47,667**
TOTAL		**FY26**	**930,226**	**82,893**	**-**	**1,013,119**
TOTAL		FY25	959,122	74,878	-	1,034,000

[1] The Deputy Chairman position became vacant following Mr Jeffrey Bleich's departure on 19 November 2025. The Board has determined not to backfill the role at this time. Accordingly, no Deputy Chairman fees will be payable from 20 November 2025.

[2] Mr Jeffrey Bleich, Sir Iain Lobban, Ms Rachel Barger are non-resident directors and thus not entitled to superannuation guarantee contributions under Australian legislation.

[3] Fees for Ms Racher Barger and Mr Edward Pretty are pro-rated from their date of appointment on 1 March 2026

6. Remuneration governance

6.1 Responsibility for setting remuneration

Nuix maintains a robust remuneration governance framework, which aims to ensure that the Group's remuneration practices are fair and reasonable, aligned with best practice and balance both financial and non-financial risk considerations.

Table 29. Nuix's remuneration governance framework

NUIX BOARD

The Board is responsible for the overall corporate governance, operation and stewardship of the Group and, in particular, for the long-term growth and profitability, the strategies, values, policies and financial objectives.

The Board reviews, challenges, applies judgment and, as appropriate, approves the Remuneration and Nomination Committee's recommendations. It approves the remuneration of Executive KMP and of Non-Executive Directors and the polices and frameworks that govern both.

REMUNERATION AND NOMINATION COMMITTEE

The role of the Remuneration and Nomination Committee is to assist the Board by reviewing and making recommendations to the Board in relation to:

- the Group's Remuneration Policy (including as it applies to Non-Executive Directors);
- remuneration packages of senior executives equity-based incentive plans and other employee benefit programs;
- the process by which the pool of Non-Executive Directors' fees approved by shareholders is allocated to Directors, succession planning for the Board and senior executives and the recruitment of new Non-Executive Directors and senior executives;
- the appointment and re-election of people as members of the Board and its committees;
- the Group's recruitment, retention and termination policies;
- the process for the evaluation of the performance of the Board, its Board committees and individual Non-Executive Directors; and
- the size and composition of the Board and strategies to address Board diversity and the Group's performance in respect of the Group's Diversity Policy.

MANAGEMENT	EXTERNAL ADVICE
Management is responsible for preparing proposals to be considered by the Remuneration and Nomination Committee on remuneration arrangements and outcomes. Management also oversees the implementation of approved remuneration policies and processes.	External advisers may be used from time-to-time to supplement the Remuneration and Nomination Committees own information and insights (as required) and to ensure the Committee is appropriately informed when discharging its obligations.

6.2 Use of remuneration consultants

The Remuneration and Nomination Committee seeks external remuneration advice to assist the Committee with discharging its duties and ensure that it is fully informed when making decisions (including on recent market trends and practices and other remuneration related matters).

Any advice from consultants is used as a reference point by the Remuneration and Nomination Committee and the Board only and does not serve as a substitute for thorough consideration by Non-Executive Directors.

No remuneration recommendations (as defined in section 9B of the *Corporations Act 2001*) were obtained during the financial year ended 30 June 2026.

6.3 Details of Executive Service Agreements

Key terms of the service agreements of Executive KMP are summarised in Table 30 below.

Table 30. Key terms of Executive KMP contracts in FY26

EXECUTIVE SERVICE AGREEMENTS	
Element	**Further detail**
Duration	Permanent employees with an ongoing term. Mr Ruthven served as Interim CEO under a maximum-term 12-month contract from 3 November 2025 to 3 May 2026, before being appointed on a permanent basis effective 4 May 2026.
Periods of notice required to terminate	The Group or Executive KMP may terminate the contract by giving the following notice: • CEO, CFO and EVP APAC & Alliances – 6 months' written notice • EVP Americas – 90 days' written notice • EVP International – 3 months' written notice For all Executive KMP, the Group may terminate the service agreement immediately without notice in certain circumstances, including (but not limited to) where the relevant Executive KMP engages in a serious breach of agreement or serious misconduct.
Termination payments	Members of the Executive KMP may be entitled to termination payments in limited circumstances and subject to local legislative requirements and practices (but not when the termination occurs for cause). A payment may be made in lieu of notice at the discretion of the Board where termination occurs other than for cause.
Restraints	All Executive KMP are subject to post-employment restraints as follows: • CEO, EVP APAC & Alliances and EVP Americas: 12 months • CFO, EVP International: 6 months

7. Further information

7.1 Executive KMP and Director share ownership

Tables 31 and 32 below set out the number of shares held directly, indirectly or beneficially by KMP.

Table 31. Movements in shareholdings not held under an employee share plan

	Opening balance	Purchase of shares	Disposal of shares	Vesting of performance rights	Lapsed	Balance 30-Jun-26
Non-Executive Directors						
Robert Mactier	225,000	75,000	-	-	-	**300,000**
Jeffrey Bleich (former)	145,000	-	-	-	-	**145,000**[1]
Sir Iain Lobban	-	-	-	-	-	**-**
Jacqueline Korhonen	32,258	-	-	-	-	**32,258**
Alan Cameron AO	23,800	-	-	-	-	**23,800**
Sara Watts	12,158	-	-	-	-	**12,158**
Rachel Barger	-	-	-	-	-	**-**
Edward (Ted) Pretty[2]	-	-	-	-	-	**-**
Continuing KMP						
John Ruthven	-	-	-	-	-	**-**
Peter McClelland	2,565	-	-	-	-	**2,565**
Aidan Troy[3]	686	-	(301)	686	-	**1,071**
Michael Smith[4]	297,319	-	(79,201)	285,269	-	**503,387**
Departing KMP						
Jonathan Rubinsztein	1,941,061	-	-	749,498	-	**2,690,559**[5]
Warren Brugger	181,569	-		172,110	-	**353,679**
Jonathan Rees	-	-	-	-	-	-

[1] Movements for Mr Bleich are reported for the period 1 July 2025 to 19 November 2025 (date of cessation). The balance reflects his balance as at that date. Subsequent movements are not reported as Mr Bleich was no longer a KMP at the time of those movements. The balance includes 10,000 shares held indirectly.

[2] Mr Pretty is a nominee (non-independent) director of Macquarie Capital, the major share holder of Nuix. No personal holdings were considered appropriate to be held by him.

[3] Mr Troy participated in Nuix's Employee Share Award Plan prior to his KMP appointment. 686 matching rights were outstanding at KMP commencement on 4 July 2025 and vested in February 2026. Refer to Table 31 for details of share disposals under the sell-to-cover arrangement

[4] Shares disposed during FY26 represent a sell-to-cover arrangement executed by the Company to fund the associated tax liability on vesting and do not represent a discretionary sale by Mr Smith.

[5] Movements for Mr Rubinsztein are reported for the period 1 July 2025 to 31 October 2025 (date of cessation). The balance reflects his position as at that date. Subsequent movements arising from awards retained under Good Leaver provisions are not reported as Mr Rubinsztein was no longer KMP at the time of those movements. The balance includes 570,000 shares held indirectly.

Table 32. Movements in options and performance rights held under an employee share plan

	Instrument	Opening balance	Granted	Vested	Forfeited or lapsed	Balance 30-Jun-26	Vested and exercisable 30-Jun-26
Continuing KMP							
John Ruthven	Performance Rights	-	-	-	-	**-**	-
Peter McClelland	Performance Rights	86,302	295,802	-	(149,100)	**233,004**	-
Michael Smith	Performance Rights	1,067,897	117,213	(285,269)	(268,800)	**631,041**	-
Aidan Troy	Performance Rights	686	81,085	(686)[1]	(21,000)	**60,085**	-
Departing KMP							
Jonathan Rubinsztein[2]	Performance Rights	3,102,752	-	(749,498)	(49,507)	**2,303,747**	-
Jonathan Rees[3]	Options	374,207	-	-	-	**374,207**	**374,207**
	Performance rights	435,202	-	(78,326)	(154,490)	**202,386**	-
Warren Brugger	Performance rights	872,520	60,561	(172,110)	(347,612)	**413,359**	-

7.2 Other transactions and balances with KMP

A. Loans to Executive KMP

No Executive KMP or their related parties received loans, guaranteed or secured, directly or indirectly from the Group during the year.

B. Other Executive KMP transactions

The Group did not engage in any transactions with Executive KMP or their related parties during the year.

C. Other transactions

There were no other transactions that occurred with the Executive KMP or their related parties during the year.

[1] Mr Troy participated in Nuix's Employee Share Award Plan prior to his KMP appointment. 686 matching rights vested in February 2026. The grant also included 3,779 rights under the Critical Talent Grant, formally made on 3 November 2025 following an offer agreed prior to his KMP appointment. Refer to Table 31 for details of share disposals.

[2] Movements for Mr Rubinsztein are reported for the period 1 July 2025 to 31 October 2025 (date of cessation). The balance reflects his position as at that date. Subsequent movements arising from awards retained under Good Leaver provisions, including vesting of the R&I Plan and other equity awards, are not reported as Mr Rubinsztein was no longer KMP at the time of those movements.

[3] Movements for Mr Rees are reported for the period 1 July 2025 to 4 July 2025 (date of cessation). The balance reflects his position as at that date. Subsequent movements arising from awards retained under Good Leaver provisions are not reported as Mr Rees was no longer KMP at the time of those movements.

NUIX LIMITED AND CONTROLLED ENTITIES

Financial Report

For the Year Ended 30 June 2026

A.B.N. 80 117 140 235
A.C.N. 117 140 235
ASX Code: NXL

Consolidated statement of comprehensive income

For the year ended 30 June 2026

	Notes		2026 $000		2025 $000
Revenue	2.1		263,212		221,500
Cost of goods sold			(27,222)		(22,273)
Gross profit			**235,990**		**199,227**
Sales and distribution			(75,189)		(68,292)
Research and development			(79,910)		(84,226)
General and administration					
Legal fees – regulatory/litigation[1]		(13,003)		(10,598)	
Other general and administration		(50,194)		(42,830)	
Total general and administration			(63,197)		(53,428)
Remeasurement of government grant income[2]	3		-		(1,592)
Other income	2.4		492		738
Net realised and unrealised foreign exchange losses			(3,836)		(1,102)
Operating profit/(loss)			**14,350**		**(8,675)**
Finance costs	2.5		(2,005)		(1,363)
Finance income	2.6		1,140		1,105
Fair value gain/(loss) on deferred/contingent consideration			44		(55)
Profit/(Loss) before income tax			**13,529**		**(8,988)**
Income tax benefit/(expense)	3.1		2,919		(225)
Profit/(Loss) for the year			**16,448**		**(9,213)**
Other comprehensive income/(loss)					
Items that may be reclassified to profit or loss					
Exchange differences on translation of foreign operations			(7,040)		4,466
Other comprehensive (loss)/income, net of tax			**(7,040)**		**4,466**
Total comprehensive income/(loss) for the year, net of tax			**9,408**		**(4,747)**
Earnings per share					
Basic	2.8		0.05		(0.03)
Diluted	2.8		0.05		(0.03)

The consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

[1] Refer to Note 2.3, net of insurance recoveries.

[2] Refer to discussion on change in estimates associated with an uncertain tax position and related impact on measurement of government grant income, deferred government grant income and deferred tax assets in Section 3 of the notes to the financial statements.

Consolidated statement of financial position

As of 30 June 2026

	Notes	2026 $000	2025 $000
Current assets			
Cash and cash equivalents	4.1	69,937	39,974
Trade and other receivables (including contract assets)	4.2	113,602	97,498
Other current assets	4.3	12,313	8,087
Current tax assets		-	3,341
Total current assets		**195,852**	**148,900**
Non-current assets			
Trade and other receivables (including contract assets)	4.2	28,112	13,101
Deferred tax assets	3.3	6,469	5,917
Intangible assets	5.1	229,941	219,849
Property and equipment	5.2	2,983	2,331
Right-of-use assets	5.3	19,301	3,327
Total non-current assets		**286,806**	**244,525**
Total assets		**482,658**	**393,425**
Current liabilities			
Trade and other payables	4.4	35,837	23,952
Deferred revenue	4.5	61,958	46,366
Provisions	4.6	6,480	5,609
Lease liabilities	5.3	2,696	2,467
Other current liabilities	9.1	6,788	3,539
Current tax liabilities		1,996	662
Total current liabilities		**115,755**	**82,595**
Non-current liabilities			
Deferred revenue	4.5	6,376	5,930
Provisions	4.6	1,144	1,226
Loans and borrowings	4.7	20,053	-
Lease liabilities	5.3	17,876	2,552
Deferred tax liabilities	3.3	4,715	8,905
Other non-current liabilities	9.1	3,592	1,422
Total non-current liabilities		**53,756**	**20,035**
Total liabilities		**169,511**	**102,630**
Net assets		**313,147**	**290,795**
Equity			
Issued capital	8.1	393,709	379,364
Reserves	8.2	(149,144)	(140,703)
Retained earnings		68,582	52,134
Total equity		**313,147**	**290,795**

The consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated statement of changes in equity

For the year ended 30 June 2026

	Issued capital $000	Share based payment reserve $000	Foreign currency translation reserve $000	Treasury share reserve $000	Retained earnings $000	Total equity $000
Balance at 30 June 2024	**376,947**	**(158,753)**	**7,151**	**-**	**61,347**	**286,692**
Loss for the year	-	-	-	-	(9,213)	(9,213)
Other comprehensive income	-	-	4,466	-	-	4,466
Total comprehensive income	-	-	4,466	-	(9,213)	(4,747)
Transactions with owners						
Shares issued in relation to acquisition of Rampiva	1,580	-	-	-	-	1,580
Share options exercised	92	-	-	-	-	92
Shares issued in relation to Employee Share Award Plan	745	-	-	-	-	745
Share-based payments	-	6,433	-	-	-	6,433
Balance at 30 June 2025	**379,364**	**(152,320)**	**11,617**		**52,134**	**290,795**
Balance at 1 July 2025	**379,364**	**(152,320)**	**11,617**		**52,134**	**290,795**
Profit for the year	-	-	-	-	16,448	16,448
Other comprehensive loss	-	-	(7,040)	-	-	(7,040)
Total comprehensive income	-	-	(7,040)	-	16,448	9,408
Transactions with owners						
Shares issued in relation to acquisition of Linkurious	4,565	-	-	-	-	4,565
Shares issued in relation to acquisition of Rampiva	1,478	-	-	-	-	1,478
Shares issued in relation to Employee Share Award Plan	388	-	-	-	-	388
Share-based payments	-	6,513	-	-	-	6,513
Treasury shares issued to Trust	7,914	-	-	(7,914)	-	-
Treasury shares transferred to settle share-based payment arrangement	-	(7,621)	-	7,621	-	-
Balance at 30 June 2026	**393,709**	**(153,428)**	**4,577**	**(293)**	**68,582**	**313,147**

The consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated statement of cash flows

For the year ended 30 June 2026

	Notes	2026 $000	2025 $000
Cash flows from operating activities			
Receipts from customers		247,962	208,678
Payments to employees and suppliers		(186,705)	(179,487)
Income tax paid		(899)	(4,106)
Income tax refunded		36	1,546
Interest received		308	221
Net cash from operating activities	2.7	**60,702**	**26,852**
Cash flows from investing activities			
Payments for software development costs		(21,171)	(21,252)
Acquisition of Linkurious, net of cash acquired	8.3	(20,194)	-
Purchase of property and equipment		(2,073)	(1,585)
Purchase of software license		(151)	-
Interest received on term deposits		265	-
Net cash used in investing activities		**(43,324)**	**(22,837)**
Cash flows from financing activities			
Proceeds from loans and borrowings		20,000	-
Payments of principal on lease liabilities		(3,897)	(4,391)
Interest paid		(1,418)	(764)
Receipts in relation to Employee Share Award Plan		388	745
Realisation of term deposit		-	746
Share options exercised		-	92
Net cash provided by/(used in) financing activities		**15,073**	**(3,572)**
Net change in cash and cash equivalents		32,451	443
Cash and cash equivalents at beginning of year		**39,974**	**38,032**
Exchange differences on cash and cash equivalents		(2,488)	1,499
Cash and cash equivalents at end of year		**69,937**	**39,974**

The consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the consolidated financial statements

Notes to the consolidated financial statements

1. Basis of preparation

The notes are grouped into 9 sections. Each section contains an introduction and general information, along with the relevant accounting policies and key judgements.

The layout of these consolidated financial statements has been streamlined to present them in a way that is intuitive for readers to follow. This is achieved by grouping disclosures, and focusing information in a manner which provides increased clarity and ease of understanding.

This section describes the key accounting principles and policies that we have adopted in preparing the financial statements for the Group as a whole. This section also analyses the impact of any newly issued but not yet effective accounting standards which will be effective for Nuix in future years.

1.1 Reporting entity

Nuix Limited ('Nuix' or the 'Company') is a company that is incorporated and domiciled in Australia. The Company's registered address is Level 29, 1 Market Street, Sydney NSW Australia. Nuix is a leading provider of investigative analytics and intelligence software. These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the 'Group').

1.2 Basis of accounting

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards adopted by the Australian Accounting Standards Board, and the *Corporations Act 2001*. The consolidated financial statements also comply with International Financial Reporting Standards and Interpretations ('IFRICs') adopted by the International Accounting Standards Board.

The financial statements were authorised for issue by the Board of Directors on 24 August 2026.

The consolidated financial statements are presented in Australian dollars, which is the functional currency of the Company, and has been prepared on the basis of historical cost except in accordance with relevant accounting policies where assets and liabilities are stated at their fair values.

Nuix is a company of the kind referred to in ASIC Corporations (Rounding in Financial / Directors' Reports) Instrument 2016/191. In accordance with that instrument all financial information presented has been rounded to the nearest thousand dollars, unless otherwise stated.

1.3 Going concern

In preparing these financial statements, the Group has prepared, and the Directors have considered cash flow forecasts, taking into account information currently available regarding current conditions and those, at least but not limited to, twelve months from the end of the reporting period.

The uncertainties attached to the unknown outcomes and timing of the litigation matters, together with the potential business impacts of the ongoing litigation matters and their attendant reputational and financial impacts, gave rise to the Group concluding that while there are uncertainties related to events or conditions that may, depending on the circumstances, cast doubt on the entity's ability to realise its assets and discharge its liabilities in the normal course of business, it remains appropriate that the financial statements be prepared on a going concern basis.

In forming this conclusion, the Directors have considered:

- the potential timing and quantum of any adverse outcomes from the litigation matters as detailed in Note 9.7, having regard to the penalty regime, views of our advisors and potential likelihood of outcomes;

- the Group is in a net current asset position of $80,097,000, and holds $69,937,000 of available cash and cash equivalents as at 30 June 2026;
- the Group's HSBC facilities, both maturing in March 2029 (refer Note 4.7): the AUD $20,000,000 term loan repayable in full at maturity, with no repayment falling due within 12 months of the reporting date, and AUD $28,663,000 of the AUD $30,000,000 revolving facility remained undrawn at 30 June 2026 and available for utilisation through to maturity, other than for litigation costs.

1.4 Basis of consolidation

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred in the acquisition is generally measured at fair value. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured, and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Identifiable assets and liabilities in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquired entity and the acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit and loss as a bargain purchase. Any goodwill that arises is tested annually for impairment.

Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

1.4.1 Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

1.4.2 Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated.

1.5 Foreign currency transactions and balances

1.5.1 Functional and presentation currency

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates at the dates of the transactions. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

1.5.2 Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Australian dollars at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into Australian dollars at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income (OCI) and accumulated in the translation reserve, except to the extent that the translation difference is allocated to non-controlling interests.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests.

1.6 New standards, interpretations and amendments adopted by the Group

AASB 2023-5 *Amendments to Australian Accounting Standards – Lack of Exchangeability* became effective for Nuix from 1 July 2025. This amendment changes the accounting requirements to add new disclosures relating to non-exchangeable currencies affecting an entity's financial statements. The application of the amendment did not have a significant impact on the Group's consolidated financial statements.

1.7 Impact of standards issued but not yet applied by the Group

A number of new or amended standards and interpretations have been published that are not mandatory for 30 June 2026 full year reporting and have not been early adopted by the Group. When they are required to be adopted, and whilst the Group is still assessing the impact of these new or amended standard and interpretations, they are not expected to have a significant impact on the Group’s consolidated financial statements.

AASB 18 *Presentation and Disclosure in Financial Statements*

AASB 18 will replace AASB 1 *Presentation of Financial Statements* and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit and loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities’ net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit and loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as 'other'.

1.8 Use of judgements and estimates

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes;

- Identifying the performance obligations in contracts with customers, attributing value amongst the standalone selling price of various performance obligations identified within contracts, determining whether a significant financing component exists in a contract, and whether sales involving certain partners are where the partner acts as an agent of Nuix, or is a principal in the transaction – Note 2.1;
- Determining the activities and costs that are required to be capitalised – Note 5.1;
- Determining whether facts and circumstances give rise to a contingent liability, or are such that they establish that a provision is required – Note 9.7;
- Identifying CGUs and applying the required impairment tests – Note 5.4.

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Uncertain tax treatments – Note 3; and
- Useful life of intangible assets – Note 5.1.

1.9 Significant events and transactions

During the year ended 30 June 2026, the Group has acquired Linkurious (refer Note 8.3) and agreed to an Amended and Restated Facility Agreement with The Hongkong and Shanghai Banking Corporation, Sydney Branch (HSBC) which was partly drawn to fund the acquisition of Linkurious (refer Note 4.7). The Company obtained a private binding ruling resulting in the recognition of various tax assets during the year (refer Note 3).

The Federal Court dismissed all of ASIC's claims against the Company and the directors who held office during the period 18 January 2021 to 21 April 2021 (*Australian Securities and Investments Commission v Nuix Limited* [2026] FCA 490). ASIC has filed a Notice of Appeal in respect of the judgment against the Company only; the appeal is pending and a hearing date has not yet been set (refer Note 9.7). The dismissal of all claims against the relevant directors is not subject to appeal and is final.

There were no other significant changes to the state of affairs of the Group during the year. For a detailed discussion about the Group's performance and financial position, refer to the "Operating and financial review" included in the Directors' Report.

1.10 Financial instruments

1.10.1 Recognition and initial measurement

Trade receivables are initially recognised when customers are invoiced. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual obligations.

A financial asset (unless it is a trade receivable) or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition. Trade receivables without a significant financing component are initially measured at the transaction price.

1.10.2 Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or in which the Group neither transfers/ retains substantially all of the risks and rewards of ownership, and it does not retain control.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified financial liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid is recognised in profit or loss.

1.10.3 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has the legally enforceable right to set off the amounts and it intends either to settle them net, or to realise the asset and settle the liability simultaneously.

1.10.4 Impairment

The Group assesses on a forward-looking basis, the expected credit losses associated with its trade receivables and contract assets. Loss allowances for trade receivables and contract assets are always measured at an amount equal to the expected lifetime losses. The expected lifetime losses are those that result from all possible default events over the expected life of a financial instrument. Loss allowances for financial assets measured at amortised cost, are deducted from the gross carrying amount of the assets.

1.11 Goods and services tax

Revenues, expenses and assets are recognised net of the associated goods and services tax (GST), value-added tax (VAT), and sales tax unless when the tax is incurred, it is not recoverable from the taxation authority. In this case, it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of tax recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position. Cash flows are presented on a gross basis.

The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

1.12 Employee share trust

The Group has formed a Trust to administer the Group's employee share scheme. This Trust is consolidated, as the substance of the relationship is that the trust is controlled by the Group. Shares held by the Nuix Limited Employee Share Trust are disclosed as treasury shares and included in issued capital.

1.13 Classification of expenses

1.13.1 Presentation of results

The Group has presented the expense categories within the consolidated statement of profit or loss on a functional basis. The categories used are cost of goods sold, research and development, sales and distribution and general and administration. The presentation style provides insight into the Company's business model and enables users to consider the results of the Group compared to other major software companies. The methodology and the nature of costs within each category are further described below.

1.13.2 Cost of goods sold

Cost of goods sold consists of expenses directly associated with securely hosting the Group's services and providing support to customers. Costs include data centre costs, personnel and related costs directly associated with cloud infrastructure and customer consulting, implementation and customer support, contracted third party costs, reseller channel costs and allocated overheads.

1.13.3 Research and development expenses

Research and development expenses consist primarily of personnel and related costs directly associated with the Company's research and development employees, as well as direct costs of research and development (including subscriptions) and allocated overheads. When future economic benefits from development of an intangible asset are determined probable and the development activities are capable of being reliably measured, the costs are capitalised as an intangible asset and then amortised to profit or loss over the estimated life of the asset created. The development activities comprise the interface design, coding, documentation and testing of a chosen alternative for new or improved software products, processes, systems and services. The amortisation of those costs capitalised is included as a research and development expense.

1.13.4 Sales and distribution expenses

Sales and distribution expenses consist of personnel costs directly associated with the sales and marketing teams' activities to acquire new customers and grow revenue from existing customers. Other costs included are external advertising, digital platforms, marketing and promotional events as well as allocated overheads.

1.13.5 General and administration expenses

General and administration expenses consist of personnel and related costs for the Company's executive, Board of Directors, finance, legal, human resources, corporate strategy, and IT employees. They also include legal, accounting and other professional services fees, insurance premiums, acquisition and integration costs associated with the Company's ongoing acquisition strategy, other corporate expenses and allocated expenses.

1.13.6 Overhead allocation

The presentation of the consolidated statement of comprehensive income by function requires certain overhead costs to be allocated to functions. These allocations require management to apply judgement. The costs associated with the Group's facilities, internal information technology and non-product related depreciation and amortisation are allocated to each function based on respective headcount.

1.14 Fair value measurement

A number of the Group's accounting policies require the measurement of fair values, for both financial and non-financial assets and liabilities. The carrying amounts of cash and cash equivalents, trade and other receivables, and trade and other payables are assumed to approximate their fair values due to their short-term nature. When measuring the fair value of an asset or liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs to the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on market observable data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period that the change has occurred.

The Group does not have any debt securities or derivative financial instruments which require measurement at fair value. As the inputs to the valuation of contingent and deferred consideration are not based on observable market data, this is deemed a Level 3 measurement of fair value.

Refer to Note 9.1 for fair value disclosures related to contingent and deferred consideration.

2. Operating results and financial performance

This section focuses on the operating results and financial performance of the Group.
It includes disclosures related to revenue and its recognition during the period, breakdowns of selected costs, segment reporting, other income, and a reconciliation of profit before tax to operating cash flows.

2.1 Revenue

	2026 $000	2025 $000
Software	247,282	209,284
Services	15,507	11,708
Revenue from events (sponsorship and ticket sales)	423	508
Total revenue	**263,212**	**221,500**

Disaggregation of revenue

The Group disaggregates revenue by categories shown in the tables below:

Revenue by type

	2026 $000	2025 $000
Subscription licences	138,982	114,963
Perpetual licences	28,278	28,766
Consumption licences	80,022	65,555
Total licence revenues (including related support and maintenance)	**247,282**	**209,284**
Professional services	15,507	11,708
Revenue from events (sponsorship and ticket sales)	423	508
Total other revenues	**15,930**	**12,216**
Total revenues	**263,212**	**221,500**

Timing of revenue recognition

	2026 $000	2025 $000
Point in time	168,857	131,687
Over time	94,355	89,813
	263,212	**221,500**

Accounting policies

i. Revenue recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services. We enter into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognised net of allowances for returns and any taxes collected from customers, which are subsequently remitted to governmental authorities.

The timing of revenue recognition may differ from the timing of invoicing to our customers.

ii. Nature of products and services

Licences for on-premises software provide the customer with a right to use the software as it exists when made available to the customer. Customers may purchase perpetual licences or subscribe to licences for on-premise software, which provide customers with the same functionality and differ mainly in the duration over which the customer benefits from the software. Revenue from distinct on-premises licenses are recognised upfront at the point in time when the software is made available to the customer, and in the case of renewals, when the original period ends and the additional period has started on the basis that this is the date from which the customer can use and benefit from the renewal.

Subscription licencing agreements are generally combined with support and maintenance, which conveys rights to unspecified upgrades released over the contract period and support and maintenance to help customers deploy and use products more efficiently. On-premises licenses are considered distinct performance obligations when sold with support and maintenance.

Revenue allocated to support and maintenance is recognised rateably over the contract period as customers simultaneously consume and receive the benefits, given that support and maintenance comprises distinct performance obligations that are satisfied over time.

For consumption licences, the customer is charged based on the volume of data processed or under management in each licence period. Customers are charged on a tiered “cost per gigabyte” basis, typically with minimum annual volume/revenue commitments.

Where such consumption licences are for a right to use software, and there is a fixed minimum commitment, a portion of the contract value related to the sale of the licence is recognised when the licence is made available to the customers, with the portion related to support and maintenance recognised over time. Any overage charges are recognised when the usage occurs, as this corresponds directly with the value to the customer of Nuix’s performance completed to date.

Where such consumption licences are for a right to access software, generally the case for consumption licences related to our software as a service (‘SaaS’) offering Nuix Neo Discover SaaS, revenue is recognised over time as they are delivered. This is because the obligation to provide a SaaS service is determined to be a series of distinct service periods, and allocation of the fees earned to each distinct service period based on the customer’s usage each period would reasonably reflect the fees to which Nuix expect to be entitled for providing the SaaS during that period.

A licence is a right to access software where:

- the contract requires, or the customer reasonably expects, that the entity will undertake activities that significantly affect the IP to which the customer has rights;
- the rights granted by the licence directly expose the customer to any positive or negative effects of the entity’s activities that significantly affect the IP; and
- those activities do not result in the transfer of a good or a service to the customer as those activities occur.

iii. Support and maintenance revenue

Support and maintenance services are either bundled into licensing arrangements or sold separately to customers.

Where these services are bundled the Group allocates the transaction price to support and maintenance performance obligations based on their relative standalone selling price. We determine standalone selling price by considering multiple factors including but not limited to prices we charge for similar offerings and pricing practices. Priority is placed on observable pricing where available. Support and maintenance services are provided over the contractual period and accordingly are recognised over time.

iv. Professional services revenue

Professional services revenue mainly consists of fees charged for consultancy and training services. Where sold in combination with licences, and/or support and maintenance of those licences, the group allocates a portion of consideration received for the professional services based on its relative stand-alone selling price. Revenue from a contract to provide consulting and training services is recognised over time as the consulting and training is performed.

v. Sale of licences to third party software

The Group on occasion will arrange for licences to third party software to be provided a customer, in circumstances where the Group does not obtain control of the software nor provide an integrated product to the end customer. Revenue from the sale of these licences is recognised net of costs, when the contract is obtained for the third-party software provider as this corresponds to the transfer of control of the goods (i.e., the contract) to the Group's customer.

vi. Sponsorship and ticket sales for events

The Group on occasion will host various marketing events, whereby customers can make a payment for tickets to attend and receive the benefits of networking and expanding their knowledge of the use cases of our products, and partners can pay to sponsor certain elements of the events in return for prominent locations to market their capabilities to our customers. Revenue is recognised at the time that the events are held.

vii. Costs of obtaining a customer contract

Incremental costs associated with acquiring a customer contract, such as sales commissions, are generally required to be recognised as an asset and amortised over a period that corresponds with the period of benefit.

We recognise an asset for the incremental costs of obtaining a contract with a customer if the Group expect the benefit of those costs to be longer than one year. The Group has determined that certain sales incentives meet the requirements to be capitalised.

The Group applies a practical expedient to expense costs as incurred for costs to obtain a contract with a customer when the amortisation period would have been one year or less. These costs include our internal sales commission compensation program and reseller margin where it has been determined that the reseller is acting as an agent for Nuix.

viii. Sales through partners

Where the Group uses partners, the Group must assess whether its customer is the partner or the end user. Where the end user is the customer, revenue is recognised for the consideration paid by the end user with any commission retained by the partner recognised as commission expense within costs of goods sold. Where the partner is the customer, revenue is recognised at the net (of commission) amount received.

Significant judgements and assumptions

Determination of contract term

For licences to use the Group's software, determining the non-cancellable term of a contract with a customer can require significant judgement. Given a substantial portion of our contracting is with governmental agencies, and the varied nature of our contracting with customers, interpretation of termination clauses at the inception of the contract requires judgement. If a contract term is determined to be non-cancellable for a longer period, a higher amount of revenue is likely to be recognised upfront; whereas a contract term that is determined to be non-cancellable for a shorter period, a lower amount of revenue is likely to be recognised upfront.

Contracts with multiple performance obligations

The Group enters into contracts with its customers that can include promises to transfer multiple performance obligations. A promised good or service must be distinct to be accounted for as a separate performance obligation. For software license contracts, there is a combination of goods and services that include software licensing, software maintenance and support services which are generally treated as separate performance obligations on the basis that the customers can benefit from them separately (or with other rights that they have), and they are separately identifiable in the contract.

Judgement has been exercised in estimating the standalone selling price for software licences with bundled support and maintenance. To estimate the standalone selling prices for the software licenses and bundled support and maintenance, Nuix considers available observable inputs, such as the support and maintenance charges where there is no bundling, including adjustments to these observable inputs to reflect differences in the licensing arrangements and pricing practices.

Recognition of revenue on sales made through partners

Where the Group transacts with customers through partners, the Group is required to assess whether the partner is:

- our customer – in which case, Nuix will recognise the net consideration receivable from the partner as revenue; or
- an agent, and the end customers are Nuix's customers, in which case Nuix will recognise the gross consideration paid by the end customer as revenue, with the partner's fee usually recognised as a cost.

Nuix sells through partners which includes entities that are referred to by Nuix as resellers and distributors. Nuix's partners help to extend coverage and capacity of Nuix's distribution network. The flagship program for Nuix partners is known as the Partner Program, which involves the tiering of partners to deliver a strategic focus by Nuix on high revenue generating partners and an efficient support framework for those with less sales frequency and volume. A reseller is an intermediary that acts on behalf of Nuix and sells Nuix software to third parties. A distributor also sells Nuix software to third parties, however the distributor may also appoint sub-distributors or agents to market and sell Nuix products on their behalf. There are a number of other types of organisations that Nuix considers to be partners that do not support indirect sales in the same way as a reseller or distributor. These partnerships include advisories and service providers, integrations partners, authorised training partners, original equipment manufacturing (OEM) partners and transactional resellers.

Nuix has concluded that reseller partners are the only partner sales where the seller is considered an agent of Nuix. This is on the basis that the partners do not obtain control of the goods and services that are provided by Nuix to end customers as part of that sales channel. In relation to sales of licences to Nuix software, resellers are required to provide Nuix with an order from an end customer and Nuix has the unilateral ability to decline such an order form. On the basis that the licence to an end customer is generated only on acceptance by Nuix of such an order, and that the licence and associated support and maintenance is provided directly to the end customer, Nuix has concluded that the end customer is its customer, and the reseller is acting as an agent in these arrangements. In these instances, Nuix applies judgment to determine the consideration to which it is entitled using all relevant facts and circumstances that are available.

For all other sales made through partners (e.g. advisories, distributors and original equipment manufacturing partners), Nuix has concluded that the partners take control of the licence and related support and maintenance, and as a result those partners are Nuix's customers in those arrangements.

2.2 Segment information

The Group manages its operations as a single business operation and there are no parts of the Group that qualify as operating segments under AASB 8 Operating Segments. The Board (Chief Operating Decision Maker or "CODM") assesses the financial performance of the Group on an integrated basis only and accordingly, the Group is managed on the basis of a single segment. Information presented to the CODM on a monthly basis is categorised by type of revenue as provided below. Further, earnings before interest, tax and depreciation and amortisation (EBITDA) is used to assess the performance of the business.

Segment performance

	2026 $000	2025 $000
Software	247,282	209,284
Services	15,507	11,708
Revenue from events (sponsorship and ticket sales)	423	508
Total revenue	**263,212**	**221,500**

In general, a large amount of revenue is generated by customers that are global, from transactions that cross multiple countries and where the source of revenue can be unrelated to the location of the users accessing the software. Accordingly, the Group is managed as a single segment.

Reconciliation of various measures of EBITDA that are used to assess the performance of the business to net loss after tax is as follows:

	2026 $000	2025 $000
Adjusted Management EBITDA[1]	**59,765**	**37,250**
Capitalised development costs	23,423	22,705[2]
Legal fees – regulatory/litigation	(13,003)	(10,598)
M&A consultancy costs	(2,805)	-
Restructuring costs	(464)	(1,744)
EBITDA	**66,916**	**47,613**
Depreciation and amortisation	(48,730)	(55,186)
Interest expense	(2,005)	(1,363)
Interest income	1,140	1,105
Net foreign exchange gains / (losses)	(3,836)	(1,102)
Fair value gain/(loss) on contingent consideration	44	(55)
Profit/(Loss) for the period before income tax	**13,529**	**(8,988)**
Income tax expense benefit / (expense)	2,919	(225)
Profit/(Loss) for the period	**16,448**	**(9,213)**

[1] Adjusted Management EBITDA incorporates both expensed and capitalised Research and Development spend, but excludes regulatory and litigation related legal costs, restructuring costs, and mergers and acquisitions (M&A) costs.

[2] Total capitalised development costs for FY25 of $23,436,000, less those relating to restructuring costs of $731,000.

Geographic Information

Revenue generated by location of customer[1]	2026 $000	2025 $000
Asia Pacific	44,456	50,746
Americas	135,514	119,411
Europe, Middle East and Africa (EMEA)	83,242	51,343
	263,212	**221,500**

Non-current assets by geographic location	2026 $000	2025 $000
Asia Pacific	158,203	131,854
Americas	92,242	110,896
Europe, Middle East and Africa (EMEA)	36,361	1,775
	286,806	**244,525**

2.3 Profit/(Loss) for the year

The profit/(loss) for the year has been arrived at after charging the following items:

	2026 $000	2025 $000
Expenses (included in general and administration)		
Legal fees – other	2,243	1,501
Legal fees – regulatory / litigation[2]	13,003	10,598
M&A activity costs	2,805	-
Restructuring costs	464	1,744
Bad debts (recovery)/expense	(606)	313
Low value / short term leases	1,018	529
Employee benefit expenses, inclusive of share-based payments		
Support and operations (costs of goods sold)	6,766	7,130
Sales and distribution	61,174	55,166
Research and development	30,913	30,750
General and administration	22,967	20,571
Depreciation and amortisation		
Sales and distribution	1,227	1,767
Research and development	43,639	50,147
General and administration	3,789	2,972
Cost of goods sold	75	300
Finance costs	2,005	1,363
Fair value (gain)/loss on deferred/contingent consideration	(44)	55
Remeasurement of government grant income[3]	-	1,592

[1] The amounts for revenue by region in the following table are based on the invoicing location of the customer.

[2] Relates to costs for Group's defences to the actions brought as disclosed in Note 9.7 and the tax matter in Note 3. This amount is presented net of amounts received from insurers.

[3] Refer to discussion on change in estimates associated with uncertain tax position and related impact on measurement of government grant income, deferred government grant income, current and deferred tax expenses, and deferred tax assets in Section 3.

2.4 Other income

	2026 $000	2025 $000
Government grant income	489	489
Other income	3	249
	492	**738**

Government grants recognised as other income for the current financial year primarily relates to benefits received under the Research and Development Tax Incentive regime in excess of the statutory income tax rate.

Accounting policies – government grants

Allowances under the Australian Research and Development Tax Incentive regime are accounted for as a tax credit, except for the incremental benefit above the statutory income tax rate which is accounted for as a government grant.

Grants from the government are recognised where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to intangible assets are included in non-current liabilities as deferred income and they are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

2.5 Finance costs

	2026 $000	2025 $000
Interest expense	1,662	997
Finance facility costs	343	366
	2,005	**1,363**

Accounting policies – interest expense

Interest expense comprises interest payable on financial liabilities calculated using the effective interest method, unwinding of the discount rate on lease liabilities, provisions and contingent or deferred consideration.

The ‘effective interest rate’ is the rate that exactly discounts estimated future cash payments through the expected life of a financial liability to the amortised cost of the financial liability.

2.6 Finance income

	2026 $000	2025 $000
Interest income	1,140	1,105
	1,140	**1,105**

Accounting policies – interest income

Interest income comprises interest receivable on financial assets calculated using the effective interest method, and the interest earned on contracts with customers that contain a significant financing component.

Where it is determined that a contract with a customer has a significant financing component, the unwinding of the discount rate applied to the cash flows expected to be received under the contract in consideration for performance obligations delivered at a time that is greater than 12 months from the expected cash flows, is recognised as interest income.

2.7 Reconciliation of cash flows from operating activities

	2026 $000	2025 $000
Cash flows from operating activities		
Profit/(Loss) for the year (before income tax)	13,529	(8,988)
Non-cash charges recognised in profit and loss:		
Amortisation of intangible assets	43,909	50,115
Depreciation	4,821	5,071
Bad debts (recovery)/expense	(606)	313
Equity-settled share-based payment expense	6,350	6,434
Net exchange rate differences	1,933	2,026
Non-cash interest income	(779)	(884)
Fair value gain on contingent consideration	(44)	55
Remeasurement of government grant income	-	1,592
Changes in assets and liabilities:		
Trade and other receivables	(27,536)	(22,267)
Other current assets	(3,766)	428
Deferred tax assets	3,375	(1,165)
Deferred tax liabilities	(7,975)	(3,802)
Trade and other payables	9,400	(12,565)
Deferred revenue	14,515	6,424
Provisions	197	2,419
Current tax assets	3,750	662
Current tax liabilities	126	(195)
Other liabilities	(497)	-
Net cash from operating activities	**60,702**	**26,852**

2.8 Earnings per share

	2026 $000	2025 $000
Profit/(Loss) for the year	16,448	(9,213)
Weighted average number of ordinary shares (basic)	335,133,174	328,235,261
Basic earnings per share (in dollars)	**0.05**	**(0.03)**
Profit/(Loss) for the year	16,448	(9,213)
Weighted average number of ordinary shares (basic)	335,133,174	328,235,261
Effect of potential shares from equity-based compensation schemes	8,791,367	Antidilutive
Diluted weighted average number of ordinary shares	343,924,541	328,235,261
Diluted earnings per share (in dollars)	**0.05**	**(0.03)**

Accounting policies – earnings per share

Basic earnings per share is calculated by dividing:

- profit attributable to owners, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, excluding any treasury shares.

Diluted earnings per share adjusts amounts used to compute basic earnings per share to take into account:

- the after-tax effect of interest / financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

3. Taxation of our global operations

This section focuses on the taxation of our global operations.

It includes disclosures related to the income tax expense recognised from both current and deferred taxes, a reconciliation of the effective tax rate for the group, and breakdowns for the deferred tax assets and liabilities of the Group. The note also includes disclosures of significant judgements and uncertainties related to our tax positions.

3.1 Income tax expense

	2026 $000	2025 $000
Current tax expense		
Current tax on profits for the year	5,550	1,324
Other changes in estimates related to prior years	52	1,134
Total current tax expense	**5,602**	**2,458**
Deferred tax expense		
Origination and reversal of temporary differences	(2,337)	(1,216)
Other changes in estimates related to prior years	(6,184)	(1,017)
Total deferred tax (benefit)/expense	**(8,521)**	**(2,233)**
Income tax expense (benefit)/expense	**(2,919)**	**225**

3.2 Reconciliation of effective tax rate

	2026 $000	2025 $000
(Loss)/Profit before income tax expense	13,529	(8,988)
Tax at the Australian tax rate of 30% (2025: 30%)	4,059	(2,696)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Entertainment	152	176
Share-based payments	1,905	1,960
Interest expense	65	65
Difference in overseas tax rates	(1,956)	(397)
Benefit of Australia R&D tax credit amortised to other income	(95)	332
Changes in estimates related to prior years - Nuix Limited	(45,244)	200
Changes in estimates related to prior years - Nuix North America and other subsidiaries	16	(84)
Others	(1,550)	669
Unrecognised deferred tax assets - Nuix Limited	39,729	-
Income tax expense	**(2,919)**	**225**

3.3 Deferred tax balances

Deferred tax assets

	2026 $000	2025 $000
Research and development tax credit to carry forward – Australia	4,363	6,915
Research and development tax credit to carry forward – United States	1,132	1,415
Employee benefits	3,568	2,116
Deferred revenue	10,192	7,837
Lease liabilities	5,021	1,098
Tax losses	18,186	17,924
Others	2,746	-
Total deferred tax assets	45,208	37,305
Set-off deferred tax liabilities pursuant to set-off provisions	(38,739)	(31,388)
Net deferred tax assets	**6,469**	**5,917**

Deferred tax liabilities

	2026 $000	2025 $000
Intellectual property	38,148	37,970
Right-of-use assets	4,795	731
Property and equipment	511	789
Others	-	803
Total deferred tax liabilities	43,454	40,293
Set-off deferred tax assets pursuant to set-off provisions	(38,739)	(31,388)
Net deferred tax liabilities	**4,715**	**8,905**

3.4 Movement in deferred tax balances

				Balance at 30 June 2026	
	Net balance at 1 July $000	Recognised in Profit/ Loss $000	Other $000	Deferred tax assets $000	Deferred tax liabilities $000
Research & development tax credit to carry forward	8,330	(2,835)	-	5,495	-
Employee benefits	2,116	1,452	-	3,568	-
Deferred revenue	7,837	2,355	-	10,192	-
Lease Liability	1,098	3,923	-	5,021	-
Tax Losses	17,924	262	-	18,186	-
PPE	(789)	278	-	-	(511)
Intangible assets	(37,970)	3,601	(3,779)	-	(38,148)
Right of use assets	(731)	(4,064)	-	-	(4,795)
Others	(803)	3,549	-	2,746	-
Total assets/(liabilities) before set-off	**(2,988)**	**8,521**	**(3,779)**	**45,208**	**(43,454)**
Set-off of tax				(38,739)	38,739
Net tax assets/(liabilities)				**6,469**	**(4,715)**

3.5 Income tax paid/(refunded) by legal entity

	2026 $000	2025 $000
Nuix North America Inc	15	2,281
Nuix USG Inc.	-	14
Nuix Ireland Ltd	276	173
Nuix Limited	-	-
Nuix Holding Pty Ltd	2	(3)
Nuix Philippines Regional Operating Headquarters	-	34
Nuix Pte. Ltd.	60	51
Nuix Canada Inc.	509	10
Nuix Technology UK Ltd	1	-
Linkurious SAS	-	-
Linkurious, Inc	-	-
	863	**2,560**

Accounting policies – income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or other comprehensive income.

The Group has determined that interest and penalties relating to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under AASB 137 *Provisions, Contingent Assets and Contingent Liabilities.*

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- Temporary differences on the initial recognition of assets and liabilities in a transaction that:
  - is not a business combination; and
  - at the time of the transaction i) affects neither accounting nor taxable profit or loss and ii) does not give rise to equal taxable and deductible temporary differences;
- Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects an assessment of uncertain tax positions taken.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

iii. Accounting for Investment Tax Credits

The accounting for an Investment Tax Credit (ITCs) is dependent upon whether the arrangement is more akin to a credit received for investment in a certain area, or rather a reduction in an applicable tax rate. Where an ITC is the former, it is treated as a government grant (with the relevant benefit amortised over the period necessary to match the benefits with the costs that they are intended to compensate), and where it is the latter, it is treated as a part of current tax expense.

iv. Uncertainty over income tax treatments

The application of the tax law to a particular transaction or circumstances may be unclear and the acceptance of the treatment may not be known until the relevant taxation authority undertakes an examination of the tax treatment adopted or, in the event of a dispute, when a court makes a decision at a future time.

Where there is uncertainty over income tax treatments the recognition and measurement of current or deferred tax assets or liabilities is determined applying *Interpretation 23 – Uncertainty Over Income Tax Treatments*.

Each uncertain tax treatment is considered separately unless consideration together with one or more other uncertain tax treatments gives rise to a better prediction of the resolution of the uncertain treatments on examination by the relevant taxation authority.

Where it is considered probable (more likely than not) that the relevant taxation authority will accept the tax treatment used or planned to be used in its income tax filings the tax treatment adopted is consistent with that used or planned treatment in the income tax filings.

In assessing such probability in the recognition and measurement of uncertain tax treatments it is assumed that the relevant taxation authority will examine amounts it has the right to examine and have full knowledge of all related information when making those examinations and determining whether or not to accept the tax treatment in the relevant income tax filings. In the event that the relevant taxation authority will not accept the tax treatment, the uncertainty of each treatment is measured using either of the following methods:

- The most likely amount – the single most likely amount in a range of possible outcomes, particularly where the outcome is binary or concentrated on one value; or
- The expected value – the sum of the probability weighted amounts in a range of possible outcomes.

In the event that an uncertain tax treatment affects both current and deferred tax the judgements made in relation to the uncertain tax treatment are made consistently for current and deferred tax.

Significant judgements and assumptions

Uncertainty over income tax treatments

R&D tax offsets

In the current and prior periods as disclosed in the Prospectus and previous half-year and annual financial reports, the Group has exercised judgment in recognising and measuring Research and Development ('R&D') tax offsets available to Nuix under Australian tax legislation relating to eligible R&D expenditure incurred on eligible overseas development activities and related eligible core Australian activities.

In respect of the Group's endpoint Cyber Security Project ("Endpoint Project"), the relevant overseas and Australian activities were the subject of an Advance Finding and Overseas Finding for the years ended 30 June 2016 (FY16) to 30 June 2018 (FY18). As the registered R&D activities were considered to be continuing into the year ended 30 June 2019 (FY19), Nuix continued to claim deductions in relation to expenditure incurred on the Endpoint Project in FY19.

The Group had exercised judgement in prior years in assessing that it was probable that the relevant taxation authority would accept the Group's tax treatment for the Endpoint Project for the years FY16 to FY19. This judgement remained consistent in the preparation of the Group's financial statements from FY20 through FY24.

In FY24, the regulator commenced a review of Nuix's tax affairs covering the period from FY16 to FY22 ('the Review'). As a result of certain developments during the Review and due to additional information, which has been identified in the course of Nuix responding to requests from the regulator, the Group reconsidered the likelihood of the taxation authority continuing to accept the Group's historical tax treatment for the Endpoint Project in the preparation of the FY24 financial statements, leading to the remeasurement of various tax balances.

The Review continued during FY25 and expanded to cover the year ended 30 June 2015 (FY15) and remains ongoing. As a result of additional developments during the Review, and due to further information received in FY25, the Group considered that there is a risk that the tax authority would not accept the Group's treatment of certain R&D claims for the years FY15 through FY22, and, as a consequence, has further remeasured various tax balances in the preparation of Nuix financial statements for the year ended 30 June 2025. Upon completion of the Review, the Group could be subject to administrative penalties in relation to the R&D matters.

In determining the impact of this change in judgement, consideration has been given as to whether the expenditure giving rise to the R&D offsets in the lodged returns covering the period from FY15 to FY22 would otherwise be deductible for tax purposes in the year of expenditure and not treated as capital or capital in nature.

Accounting standards require any benefits from R&D offsets which are above the 30% corporate tax rate to be subject to government grant accounting. As a result, changes to R&D offsets recognised from amounts claimed in relation to R&D activities, had an impact on amounts recognised as other income when the impact of the changes in accounting estimate was recognised in the financial statements for the years ended 30 June 2024 and 30 June 2025.

The changes in estimate during the years ended 30 June 2024 and 30 June 2025 did not result in the identification of any shortfall in payments for income tax in previous periods and was a non-cash adjustment.

Whilst the regulator has not finalised its review, in relation to the treatment of R&D activities, there have been no changes to this judgement during the year ended 30 June 2026.

Impact of favourable ruling and update on treatment of dividend from a subsidiary to Nuix Limited

During the year ended 30 June 2026, two developments occurred which have impacted the Group's tax position:

1. Private binding ruling

The Group received a favourable ruling from the regulator confirming the deductibility of certain prior-period expenditures related to the IPO of Nuix Limited. This resulted in an increase in deductions claimed by Nuix Limited of approximately $175,614,000, leading to an increase in deferred tax assets of $52,644,000. The adjustment reflects a change in estimate based on new information available during the period.

2. Irish dividend adjustment

As part of the Review of Nuix's tax affairs, during FY26 the regulator has formed a view that a dividend paid by Nuix Ireland Limited (of approximately $24,895,000) constituted assessable income of Nuix Limited on the basis that Nuix Ireland Limited was an Australian resident entity at the time the dividend was paid. Giving effect to this view does not result in any tax shortfall arising or create a current tax liability, and reduces carried forward losses and offsets, resulting in earlier than otherwise anticipated utilisation of approximately $7,400,000 of deferred tax assets. This change has been recognised in the current period as a change in estimate based on new information.

Recoverability of tax assets

Evaluating the recoverability of deferred tax assets requires significant judgement and involves evaluating all available evidence. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, tax losses or tax credits can be utilised.

Management have assessed all evidence available including historical utilisation patterns, anticipated timing of the reversal of deductible and taxable temporary differences and forecast future assessable income, and have concluded that there are insufficient taxable differences that will reverse, and/or it is not sufficiently probable that future taxable profits will be generated to allow the Group to benefit from all available deferred tax assets as at the reporting date.

Accordingly, deferred tax assets have only been recognised to the extent that their recovery is considered probable or to the extent of existing deferred tax liabilities. As of 30 June 2026, $39,729,000 of deferred tax assets have not been recognised.

The combined impact of these matters along with the origination and reversal of other temporary differences, is that additional deferred tax assets of $7,309,000 have been recognised. This amount is included in the income tax benefit line in the statement of comprehensive income for the year ended 30 June 2026.

3.6 Franking credits

Franking credits arising from the payments of income tax, by Nuix Limited in prior years until 30 June 2026 are represented below.

Franking credits attributable to the Company	2026 $000	2025 $000
Franking credits available for subsequent financial years based on a tax rate of 30% (2025: 30%)	669	669

The amounts represent the balance of the franking account as at the end of the reporting period, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax (2025: Nil);
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date (2025: Nil); and
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date (2025: Nil).

Franking credits attributable to Nuix Limited as an ASX listed company only are represented above. Additional franking credits will be received if the distributable profits of the subsidiaries were paid as dividends to Nuix Limited.

4. Working capital

This section focuses on the working capital of the group as of balance date, how it has moved during the year, and how balances are anticipated to be realised in forthcoming periods.

4.1 Cash and cash equivalents

	2026 $000	2025 $000
Bank balances	69,937	39,974
Total cash and cash equivalents	**69,937**	**39,974**

Accounting policies – cash

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. Refer to Note 1.10 for accounting policies and disclosures related to financial instruments.

4.2 Trade and other receivables (including contract assets)

	2026 $000	2025 $000
Trade receivables	66,038	60,826
Provision for impairment of trade receivables and contract assets	(866)	(1,424)
Contract assets	75,005	50,922
Other deposits	592	275
Interest receivable	74	-
Amount receivable from acquisition-related escrow account	871	-
Total trade and other receivables	**141,714**	**110,599**

Presentation of balances

	2026 $000	2025 $000
Current	113,602	97,498
Non-current	28,112	13,101
Total trade and other receivables	**141,714**	**110,599**

Ageing of overdue receivables

	2026 $000	2025 $000
1 – 3 months	2,499	12,649
4 – 6 months	135	769
	2,634	**13,418**

Accounting policies – trade and other receivables (including contract assets)

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less loss allowance.

Nuix has contracts with certain customers, for purchases of subscription licenses that cover a multiyear period. As the term of a license is a characteristic of the license which is delivered to and controlled by the customer at a point-in-time, the portion of the consideration related to the provision of the license is recognised as revenue when the license is delivered to the customer, the contractual term of the license period begins, and the customer can benefit from having the license.

Refer to Note 1.10 for accounting policies and disclosures related to financial instruments.

4.3 Other current assets

	2026 $000	2025 $000
Prepayments	7,370	4,966
Costs of obtaining contracts	4,583	2,939
Other receivables	360	182
Total other current assets	**12,313**	**8,087**

4.4 Trade and other payables

	2026 $000	2025 $000
Sundry payables and accrued expenses	30,628	18,113
Trade payables	2,957	3,124
Customer deposits	14	499
Payroll tax and other statutory liabilities	99	659
Indirect taxes payable	2,139	1,557
Total trade and other payables	**35,837**	**23,952**

Accounting policies – trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year, which are unpaid. The amounts are unsecured and are usually paid in the normal course of business within 45 days of recognition or according to the payment agreement. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. Refer to Note 1.10 for accounting policies and disclosures related to financial instruments.

4.5 Deferred revenue

	2026 $000	2025 $000
Customer-related (contract liabilities)		
Support and maintenance on term licences	15,034	8,464
Term licences (billed) commencing post-balance date	7,011	7,815
Perpetual licenses (billed) commencing post-balance date	5,250	-
Support and maintenance on perpetual licenses	16,622	17,446
Consumption income	4,805	8,357
Professional services income	18,787	8,994
Other	25	103
	67,534	**51,179**
Tax incentive-related		
Research and development	800	1,117
Total deferred revenue	**68,334**	**52,296**

Movements during the year of tax incentive related deferred revenue

	2026 $000	2025 $000
Opening balance	1,117	1,858
Other income recognised in the current year	(317)	(485)
Change in estimates related to uncertain tax position[1]	-	(256)
Other changes in estimates	-	-
Closing balance	**800**	**1,117**

Presentation of balances

	2026 $000	2025 $000
Current	61,958	46,366
Non-current	6,376	5,930
Total deferred revenue	**68,334**	**52,296**

Revenue recognised in the year included in the opening deferred revenue balance

Revenue recognised in the year that was included in the deferred revenue balance at the beginning of the year amounted to $58,956,000 (2025: $46,632,000). This amount is higher than the $46,366,000 presented as current in the comparative prior period figures, due to the requirement to present contract liabilities on a net basis, where a contract may have both unbilled amounts and unearned revenues.

Transaction price allocated to remaining performance obligations

As of 30 June 2026, the aggregate amounts of the transaction price allocated to remaining performance obligations that are unsatisfied (or partially unsatisfied) was $135,443,000. This amount primarily relates to obligations to provide support and maintenance, deliver on-premise licenses, provide services and the continued provision of access to hosted software. We expect to recognise $87,454,000 in the next 12 months (FY 2025: $75,948,000) and the remaining $47,989,000 thereafter (FY25: $42,906,000).

FY26	Within 1 year	Within 1-2 years	Within 2-3 years	Beyond 3 years	Total
Aggregate value of remaining performance obligations	87,454	24,895	12,129	10,965	135,443
Aggregate of remaining performance obligations	65%	18%	9%	8%	100%

FY25	Within 1 year	Within 1-2 years	Within 2-3 years	Beyond 3 years	Total
Aggregate value of remaining performance obligations	75,948	18,154	10,621	14,131	118,854
Aggregate of remaining performance obligations	64%	15%	9%	12%	100%

[1] Refer to discussion in Section 3 on change in estimate relating to an uncertain tax position.

Accounting policies – Contract balances and other receivables

Timing of revenue recognition may differ from the timing of invoicing to customers.

A contract asset is recognised when the Group has transferred software or services to a customer but has not yet obtained an unconditional right to payment. This typically occurs when the Group has delivered licenses and commenced support and maintenance services, but the subsequent billing for later years in multi-year deal is contingent on continual performance under the contract.

A contract liability (referred to in these financial statements as deferred revenue) is recognised when the Group receives consideration, or has a right to receive consideration, before it has fulfilled its performance obligations. This is common in cases where customers pay upfront for minimum commitments in a fixed term license and related support and maintenance services.

Contract assets and deferred revenue balances are presented on a net basis at the individual contract level. For each contract, if the cumulative revenue recognised exceeds the consideration received, a contract asset is reported. If the consideration received exceeds the revenue recognised, a deferred revenue balance is recognised.

Contract assets are reclassified into trade receivables when the right to payment becomes unconditional. Deferred revenues are recognised as revenue when the company satisfies the related performance obligations. For multi-year agreements, the Group generally invoices customers annually at the beginning of each annual period.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days of invoicing. In instances where the timing of revenue recognition differs from the timing of invoicing, the Group have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive financing from our customers or to provide customers with financing. An example of providing such simplified and predictable ways of purchasing our product and services include multi-year on-premises licences that are invoiced annually, with revenue recognised upfront. Where management have determined that a contract with a customer does include a significant financing component, the contract consideration is reduced by the financing component before allocating amounts to performance obligations, and it is recognised as interest income over the period commencing from when the financed performance obligation is delivered, until the relevant portion of total contract consideration is received.

4.6 Provisions

	2026 $000	2025 $000
Provisions, current		
Annual leave	3,869	3,226
Long service leave	578	446
Post-employment benefits	-	1,937
Termination benefit provision	468	-
Other provisions	1,565	-
Closing balance	**6,480**	**5,609**

	2026 $000	2025 $000
Provisions, non-current		
Long service leave	200	243
Make good obligation	944	867
Other provisions	-	116
Closing balance	**1,144**	**1,226**

Movements in make good obligation during the year

	2026 $000	2025 $000
Make good obligation		
Opening balance	867	912
Charged to profit or loss	77	(45)
Closing balance	**944**	**867**

Accounting policies – provisions

The current portion of these liabilities represents the Group's obligations to which the employee has a current legal entitlement. These liabilities arise mainly from accrued annual leave entitlements at the reporting date. A provision has been recognised for employee benefits relating to long service leave for employees. In calculating the present value of future cash outflows in respect of long service leave, the probability of long service leave being taken is based upon historical data and obligations are discounted to a present value using a rate consistent with that of high quality corporate bonds. The measurement and recognition criteria for employee benefits have been included in Note 6.1.

Nuix is required to restore the leased office at 1 Market Street in Sydney and Foster Plaza Building 3 in Holiday Drive Suite 300 in Pittsburgh to the original condition at the end of the respective leases. A provision has been recognised for the present value of the estimated expenditure required. These costs have been capitalised as part of the right-of-use assets and are amortised over the shorter of the term of the lease.

The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as an interest expense.

4.7 Borrowing facility

Secured liabilities

Nuix Limited (the "Company") has agreed a Third Amended and Restated Facility Agreement with The Hongkong and Shanghai Banking Corporation, Sydney Branch ("HSBC"), executed on 6 February 2026 and effective from 11 March 2026 ("Facility Agreement"). The Facility Agreement provides total committed secured debt facilities of AUD $50,000,000, comprising a AUD $20,000,000 term loan facility ("Facility A") and a AUD $30,000,000 multicurrency revolving credit facility ("Facility B").

Overview of Facility Agreement Terms:

- Facility Amount: total committed facilities of AUD $50,000,000, comprising Facility A (AUD $20,000,000 term loan) and Facility B (AUD $30,000,000 multicurrency revolving facility, including an AUD $2,000,000 bank guarantee sub-limit).
- Maturity: both Facility A and Facility B mature on 11 March 2029 (the "Termination Date"), being 36 months from the Effective Date of 11 March 2026.
- Facility A may only be applied towards funding the purchase consideration for the Linkurious acquisition and related fees, costs, expenses and taxes incurred in connection with that acquisition. Facility B is to be utilised for general corporate purposes of the Group (including permitted acquisitions), other than costs associated with litigation, arbitration or administrative proceedings.
- The Facility Agreement includes customary representations and warranties, undertakings and events of default and review events for a financing of this nature.
- Amounts owing under the Facility Agreement are secured by the assets of the Company and its material subsidiaries.

The facility contains covenants relating to leverage, interest cover, and minimum shareholder funds. The Facility Agreement also requires that a certain percentage of the group's earnings and total assets be covered by a group of entities that provide a guarantee secured by their assets.

Facility A – term loan

On 20 April 2026, the Company drew down the full AUD $20,000,000 available under Facility A. Under the terms of the Facility Agreement, Facility A may only be applied towards funding the purchase consideration for the Linkurious acquisition and related fees, costs, expenses and taxes, and the drawdown was applied accordingly. Facility A bears interest at a floating rate referenced to BBSY plus a margin determined under a leverage-based pricing grid, with the rate resetting at the start of each subsequent interest period by reference to the then-current BBSY screen rate and applicable margin. The Company has elected six-month interest periods, with interest paid semi-annually in arrears over the six interest periods to maturity.

Facility A is a term facility with a single bullet repayment of the full principal at the Termination Date. There is no scheduled amortisation of Facility A and no cleardown requirement – that is, no contractual obligation for the Company to repay or reduce the outstanding balance to nil, or to any other threshold, at any point prior to maturity. Facility A is therefore classified in full as a non-current liability, reflecting its remaining term of greater than 12 months from the reporting date.

On initial recognition, Facility A was measured at its fair value of $20,000,000 less directly attributable transaction costs of $222,000 (comprising an allocated share of legal fees and the facility establishment fee), giving an initial carrying value of $19,778,000. These costs are amortised over the life of the loan using the effective interest method. As a result, the effective interest rate applied to Facility A is marginally higher than the loan's contractual rate, reflecting the amortisation of these transaction costs over the term of the facility.

As at 30 June 2026, the carrying value (amortised cost) of Facility A was $20,053,000 (2025: nil), representing the initial net proceeds plus interest accreted under the effective interest method. Total interest expense recognised in respect of Facility A for the period from drawdown to 30 June 2026, calculated using the effective interest method was $275,000.

Facility B – multicurrency revolving facility and bank guarantee

As at 30 June 2026, an amount of $1,337,000 has been utilised under Facility B in the form of a bank guarantee to secure the Company's commitments under a lease agreement, with the balance of $28,663,000 remaining undrawn and available. The Company does not presently expect to draw down the remaining balance of Facility

B during the current availability period, a position that is reassessed on a periodic basis having regard to the Company's business plans and funding requirements.

Although amounts drawn under Facility B fall due for repayment at the end of each interest period selected by the Company (up to six months), they may be immediately refinanced through a new drawdown on the same day, with only the net movement between the maturing and new loan settled in cash rather than the full balance being repaid. Facility B therefore also carries no cleardown requirement prior to the Termination Date of 11 March 2029 (i.e. no cleardown requirement), consistent with the position under Facility A.

The bank guarantee is a contingent liability, rather than a financial liability, as HSBC would only be required to pay under the guarantee in the event the Company defaults on its obligations under the lease. Accordingly the Company's obligations in respect of the bank guarantee are contingent only and are not recognised as a liability in the statement of financial position. A commitment fee is payable on the undrawn balance of Facility B, and an instrument fee is payable on the outstanding bank guarantee, both calculated by reference to the applicable margin and recognised as finance costs as incurred.

Guarantees and restrictions on transfers within the Group

The Company's obligations under the Facility Agreement are guaranteed on a joint and several basis by its principal wholly owned subsidiaries (together with the Company, the "Obligors"), which have granted security over substantially all of their assets and which are required to represent at least 90% of the Group's EBITDA and total assets.

Reflecting those guarantees, no Obligor may pay a dividend or make any other distribution or return of capital in excess of the net taxable income of the Obligors for the preceding financial year, or at all while a default or review event is continuing, and financial accommodation between an Obligor and a Group entity that is not an Obligor is limited to A$5,000,000 outstanding at any time without HSBC's consent. As the Company is itself an Obligor, these restrictions apply to dividends paid by the Company as well as to transfers between Group entities; there are no restrictions on transfers between Obligors. All covenants and other requirements of the Facility Agreement were complied with during the year and up to the date of this report.

Assets pledged as security

All amounts owing to HSBC under the Facility Agreement are secured by security granted by the Company and each of its guarantor subsidiaries (together, the "Obligors") over the guarantor group assets, together with charges over the shares held in each guarantor.

Summary of facility terms

Facility	Facility A – Term Loan	Facility B – Multicurrency Revolving
Committed limit	AUD $20,000,000	AUD $30,000,000 (incl $2,000,000 bank guarantee sub-limit)
Status at 30 June 2026	Fully drawn - $20,000,000 drawn 20 April 2026	Undrawn, other than a bank guarantee of $1,337,000
Termination Date	11 March 2029	11 March 2029
Repayment profile	Bullet repayment of principal at the Termination Date; no scheduled amortisation or cleardown	Each drawn loan is repayable at the end of its interest period (1-6 months) but may be immediately refinanced by a new drawing, subject to standard conditions; no requirement to reduce the balance to nil at any point before the Termination Date.
Interest / fees	Floating rate (BBSY plus margin), paid semi-annually in arrears; effective interest rate marginally above the contractual rate due to transaction cost amortisation	Commitment fee on the undrawn balance; instrument fee on the bank guarantee

Accounting policies – borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of comprehensive income over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised and amortised over the period of the facility to which it relates.

Where the terms of an existing borrowing are renegotiated, the Group assesses whether the modification is substantial by comparing the discounted present value of the cash flows under the new terms (including any fees paid or received) with the discounted present value of the remaining cash flows of the original borrowing, discounted at the original effective interest rate. Where the difference is 10% or more, the modification is accounted for as an extinguishment of the original liability and recognition of a new liability, with any difference recognised in profit or loss. Where the difference is less than 10%, the modification does not result in derecognition. The carrying amount of the borrowing is recalculated as the present value of the revised cash flows discounted at the original effective interest rate, with any resulting adjustment recognised immediately in profit or loss.

Borrowings are classified as current liabilities unless the Group has an unconditional right at the reporting date to defer settlement for at least twelve months after that date, in which case they are classified as non-current. Where the Group has the discretion to refinance or roll over an obligation under an existing facility for at least twelve months after the reporting date, that obligation is classified as non-current, even if it would otherwise be due to be settled within a shorter period.

5. Non-current assets

This section focuses on the non-current assets of the Group including how management identify activities that are required to be capitalised, how balances have moved during the period, and how the Group has assessed whether there has been any impairment of these assets.

Most of the non-current assets held by Nuix relate to the intellectual property embedded within the software platform that has been developed (the Nuix platform), which the Group commercialises to customers under the Nuix Neo brand. This software platform comprises a powerful, proprietary, data processing engine (called the Nuix Engine) and a growing suite of AI-enriched software capabilities. It has been developed in-house, shaped by feedback from long-standing government and private sector customers, and assists customers in solving many of their complex data challenges.

The Nuix Engine is at the core of the Nuix platform and can be deployed at varying scales, from a single laptop to multiple servers, depending on data volume. It uses parallel processing to process, normalise, index, enrich and analyse data at speed and scale, currently supporting over 1,000 file types. Customers can export processed data to third party applications, or further enrich it via open APIs and connectors developed by Nuix.

Building on the Nuix Engine, the Nuix Neo platform comprises a suite of workflow automation, data review, visualisation, analytics and relationship-mapping software capabilities that use the outputs of the Nuix Engine to provide insights and intelligence to customers in many different investigative and analytical situations. These applications have been progressively unified and extended under the Nuix Neo platform (comprising, among other solutions, Nuix Neo Foundation, Nuix Neo Investigations and Nuix Discover), embedding cognitive and generative AI capability across the customer workflow.

Nuix acquired Topos Labs, LLC during FY22, to further expand the capability of the Nuix Engine and related Nuix platform products in Natural Language Processing (now the Enrich capability within the Nuix Neo platform). Activities to complete integration of the capability of this acquired Intellectual Property with Nuix platform products are complete.

Nuix acquired Rampiva Global, LLC and Rampiva Technology, Inc. during FY24 to automate data processing tasks for customers, bringing the Rampiva team, technology and cross-sell opportunities to the Group. As Rampiva's licences are complementary to Nuix's software, the related cash inflows were determined to already be substantially integrated with existing Nuix cash inflows, such that no new cash generating units arose from the acquisition.

Nuix acquired Linkurious SAS and its subsidiary, Linkurious, Inc, during FY26, a Paris-based provider of graph visualisation and investigation technology (refer Note 8.3). The acquisition will add graph-native technology and data visualisation capability to the Nuix Neo platform and is expected to create cross-sell opportunities across the combined Nuix and Linkurious customer bases.

Following a strategic review of the orchestration capabilities of the in-house developed Nuix Automation and the acquired Rampiva intellectual property, market trends and customer feedback, Nuix determined to focus investment in Rampiva as its orchestration product. This changed the estimated useful life of the Nuix Automation intellectual property, as customers with licences extending to 30 June 2025 were not expected to renew. The remaining carrying value of Nuix Automation was amortised in full by 30 June 2025 as customers transitioned to Rampiva, resulting in a prior year acceleration charge of $6,773,000. As this asset was fully amortised in the prior year, no equivalent charge arose in FY26.

Investment in the Nuix Neo platform and Nuix Discover continued throughout FY26. Key releases included: global GA of Nuix Discover SaaS (July 2025) leveraging Nuix Neo capabilities; Nuix Neo 2.0 (November 2025), bringing Semantic Search and Bring Your Own AI (BYO AI) to general availability; further Neo 2.0 capabilities (December 2025) extending BYO AI integration; a modernised Nuix Discover SaaS release (December 2025) with AI-assisted review and a unified interface; and the Nuix Neo 2.1 release and 2.1.2 maintenance update (H1 CY2026), improving stability, performance and security.

These releases reflect the Group's continued strategy of unifying its software components into a single, AI-enriched Nuix Neo platform, integrating the Nuix Engine with both Nuix-owned, leading industry and customer-sourced (bring your own) AI models to help customers process, search, understand and act on sensitive data more quickly, while retaining the forensic accuracy and defensibility required by Nuix's government, legal and corporate customers. Costs of developing the platform that meet the Group's capitalisation criteria continue to be recognised as additions to the Nuix platform.

5.1 Intangible assets

Reconciliation of carrying amount

	Goodwill $000	External licenses $000	Brand $000	Customer relationships $000	Intellectual property $000	Total $000
Year ended 30 June 2025						
Balance at 1 July 2024	22,303	376	188	62	221,004	243,933
Effect of movements in exchange rates - cost	508	39	20	4	3,369	3,940
Effect of movements in exchange rates - accumulated amortisation & impairment	-	(38)	(17)	(2)	(1,186)	(1,243)
Additions	-	-	-	-	23,334	23,334
Amortisation	-	(301)	(191)	(15)	(49,608)	(50,115)
Balance at 30 June 2025	**22,811**	**76**	**-**	**49**	**196,913**	**219,849**
Carrying amount at 30 June 2025						
At cost	22,811	3,877	978	142	449,354	477,162
Accumulated amortisation & impairment	-	(3,801)	(978)	(93)	(252,441)	(257,313)
Balance at 30 June 2025	**22,811**	**76**	**-**	**49**	**196,913**	**219,849**
Year ended 30 June 2026						
Balance at 1 July 2025	22,811	76	-	49	196,913	219,849
Effect of movements in exchange rates - cost	(1,268)	(93)	(54)	(6)	(8,861)	(10,282)
Effect of movements in exchange rates - accumulated amortisation & impairment	-	93	54	5	5,438	5,590
Acquisition via business combination[1]	20,503	-	544	562	13,653	35,262
Additions	-	151	-	-	23,280[2]	23,431
Amortisation	-	(188)	-	(46)	(43,675)	(43,909)
Balance at 30 June 2026	**42,046**	**39**	**544**	**564**	**186,748**	**229,941**
Carrying amount at 30 June 2026						
At cost	42,046	3,935	1,468	698	477,426	525,573
Accumulated amortisation & impairment	-	(3,896)	(924)	(134)	(290,678)	(295,632)
Balance at 30 June 2026	**42,046**	**39**	**544**	**564**	**186,748**	**229,941**

[1] Following the acquisition of Linkurious, the Euro-denominated balances of the intangible assets acquired as a part of the business combination are: Goodwill: EUR 12,361,000; Brand: EUR 343,000; Customer relationships: EUR 353,000; Intellectual property: EUR 8,515,000.

The difference between the Australian Dollar denominated balances in Note 5.1 and Note 8.3 arises from the movement in the foreign currency exchange rates between the acquisition date 20 April 2026 and the year-end date 30 June 2026. The balances in Note 8.3 were presented using foreign exchange rate at 20 April 2026 (1.64 AUD to 1 EUR) whereas the balances in Note 5.1 were translated using the foreign exchange rate at 30 June 2026 (1.66 AUD to 1 EUR).

[2] This amount of $23,280,000 is the increase in Intellectual Property from capitalised development costs, translated at the exchange rate applicable at 30 June 2026. The $23,423,000 shown in the reconciliation of EBITDA in Note 2.2 reflects the same capitalised development costs translated at the average exchange rate for the month each cost was incurred, since costs are capitalised progressively throughout the year. This difference between the average monthly exchange rate required to be used for consolidating profit and loss of foreign operations, rather than the single year-end rate required for consolidating the balance sheet, gives rise to the difference.

Accounting policies – intangible assets

i. Development costs recorded as Intellectual Property

Development costs are capitalised where future economic benefits from development of a chosen alternative for new or improved software products, processes, systems or services are considered probable, and expenditure in relation to such activities is capable of reliable measurement. Future economic benefits are considered probable where commercial benefit and technical feasibility have been established. The expenditure includes all directly attributable costs, including external direct costs of materials, services, direct labour and overheads.

Other development expenditure that does not meet these criteria, which includes research activities and the expenditure on maintenance of computer software, is expensed as incurred.

ii. Goodwill

Goodwill acquired in a business combination is measured at cost and subsequently at cost less any impairment losses. The cost represents the excess of the cost of a business combination over the fair value of the identifiable assets and liabilities acquired.

iii. External software licenses

External software licenses are carried at historic cost or fair value at the date of acquisition less accumulated amortisation and impairment losses.

iv. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill, is recognised in profit or loss as it is incurred.

v. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is recognised in profit or loss. Goodwill is not amortised. Intangible assets, other than goodwill, have finite useful lives. Goodwill has an indefinite useful life.

Class of intangible asset	Depreciation rate (per year)
External licenses	20% - 33%
Brand	25% - 100%
Intellectual Property	10% - 20%
Customer relationships	25% - 100%

Significant judgements and assumptions

Capitalisation and useful life of intangible assets

Management has made judgements in respect of intangible assets when assessing whether an internal project in the development phase meets the criteria to be capitalised, and on measuring the costs and economic life attributed to such projects. On acquisition, specific intangible assets are identified and amortised over their estimated useful lives. The capitalisation of these assets and the related charges are based on judgements about their value and economic life.

Management has also made judgements and assumptions when assessing the economic life of intangible assets and the pattern of consumption of the economic benefits embodied in these assets. The economic lives for intangible assets are estimated at between three and ten years. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if appropriate.

5.2 Property and equipment

Reconciliation of carrying amount

	Office & computer equipment $000	Furniture & fixtures $000	Leasehold improvements $000	Total $000
Year ended 30 June 2025				
Balance at 1 July 2024	1,101	374	813	2,288
Effect of movements in exchange rates - cost	413	38	122	573
Effect of movements in exchange rates - accumulated depreciation	(383)	(7)	(133)	(523)
Additions	1,173	18	394	1,585
Disposals	-	-	-	-
Depreciation	(952)	(155)	(485)	(1,592)
Balance at 30 June 2025	**1,352**	**268**	**711**	**2,331**
Carrying amount at 30 June 2025				
At cost	16,280	1,951	5,637	23,868
Accumulated depreciation	(14,928)	(1,683)	(4,926)	(21,537)
Balance at 30 June 2025	**1,352**	**268**	**711**	**2,331**
Year ended 30 June 2026				
Balance at 1 July 2025	1,352	268	711	2,331
Effect of movements in exchange rates - cost	(698)	(97)	(251)	(1,046)
Effect of movements in exchange rates - accumulated depreciation	676	104	212	992
Additions	584	804	685	2,073
Acquisition via business combination[1]	34	4	377	415
Disposals, cost	(2)	-	-	(2)
Disposals, accumulated depreciation	1	-	-	1
Depreciation	(852)	(270)	(659)	(1,781)
Balance at 30 June 2026	**1,095**	**813**	**1,075**	**2,983**
Carrying amount at 30 June 2026				
At cost	16,198	2,662	6,448	25,308
Accumulated depreciation	(15,103)	(1,849)	(5,373)	(22,325)
Balance at 30 June 2026	**1,095**	**813**	**1,075**	**2,983**

Accounting policies – property and equipment

i. Recognition and measurement

Items of property and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment losses. If significant parts of property and equipment have different useful lives, then they are accounted for as separate items or property and equipment. Any gain or loss on disposal of an item of property and equipment is recognised in profit and loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that future economic benefits will flow to the Group.

[1] Following the acquisition of Linkurious, the Euro-denominated balances of the intangible assets acquired as a part of the business combination are: Leasehold improvements: EUR 227,000; Office equipment: EUR 20,000; Furniture and fixtures: EUR 3,000.

The difference between the Australian Dollar denominated balances in Note 5.1 and Note 8.3 arises from the movement in the foreign currency exchange rates between the acquisition date 20 April 2026 and the year-end date 30 June 2026. The balances in Note 8.3 were presented using foreign exchange rate at 20 April 2026 (1.64 AUD to 1 EUR) whereas the balances in Note 5.1 were translated using the foreign exchange rate at 30 June 2026 (1.66 AUD to 1 EUR).

iii. Depreciation

The depreciable amount of all property and equipment is depreciated on a straight-line basis over the useful lives commencing from the time that the assets are held ready for use. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Class of plant and equipment	Depreciation rate (per year)
Office and computer equipment	33%
Furniture and fixtures	20%
Leasehold improvements	Lower of lease term and useful life (10-33%)

5.3 Leases

The Group primarily leases various office space. Rental contracts are typically made for fixed periods but may have extension options.

Amounts recognised in the statement of financial position

	2026 $000	2025 $000
Right-of-use assets, net of depreciation	**19,301**	**3,327**
Lease liabilities		
Current	2,696	2,467
Non-current	17,876	2,552
Lease liabilities	**20,572**	**5,019**

The undiscounted lease liabilities' maturity is analysed in Note 7.1 Financial risk management.

Right-of-use assets	2026 $000	2025 $000
Balance at 1 July	3,327	8,277
Additions	18,959	-
Depreciation expense	(3,040)	(3,479)
Termination	(94)	-
Reassessment	-	(1,150)
Modification	-	(539)
Exchange difference	149	218
Balance at 30 June	**19,301**	**3,327**

The additions to right-of-use assets and lease liabilities in the current period relates to two new leases entered into by the Group during the year, for premises in Sydney and Reston.

Amounts recognised in profit and loss

	2026 $000	2025 $000
Depreciation charge of right-of-use assets	3,040	3,479
Impact of modification	-	(293)
Interest expense (included in finance cost)	987	576
Expenses relating to short-term leases	1,001	518
Expenses relating to leases of low-value assets that are not shown above as short-term leases	17	11
Loss on termination	-	253
	5,045	**4,544**

Amounts recognised in statement of cash flows

	2026 $000	2025 $000
Total cash outflow for leases	4,884	4,771

Extension options

Some property leases contain extension options exercisable by the Group of up to twelve months before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

During the prior year, there was a change in an anticipated lease term due to a business decision to relocate offices in the United States. This resulted in an immediate remeasurement of the lease liability and a related adjustment to the right-of-use asset. which is being amortised over the updated lease term.

Separately, there was a negotiated exit from a different lease in the prior year, where the difference between the amount paid to agree the early lease termination, right-of-use asset and lease liability recognised as a loss on termination in “other expenses”.

The Group has estimated that the potential future lease payments, should it exercise the extension options across current leases where they are available, would result in an increase in lease liability of $5,873,000 (2025: $3,643,000).

Accounting policies – leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative standalone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in any optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including low-value IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

5.4 Impairment testing of non-financial assets

Reassessment of identification of CGUs

Management have identified that the Group has two CGUs as of 30 June 2026, until the completion of the integration of Linkurious SAS into the Nuix platform CGU. On the acquisition of Linkurious SAS in April 2026, the majority of the goodwill from this acquisition was allocated to the Nuix platform CGU as it is this CGU that will benefit from the synergies of the acquisition, and a small amount was allocated to the Linkurious CGU reflecting the standalone goodwill of the Linkurious business as at the date it was acquired, primarily relating to the value of the assembled workforce.

	2026 $000	2025 $000
Goodwill allocated to Nuix platform CGU	39,959	22,811
Goodwill allocated to the Linkurious CGU	2,087	-
	42,046	22,811

Key assumptions in determining the recoverable amount of the Nuix platform CGU

The recoverable amount of a CGU is the higher of the CGU's fair value less costs of disposal or value in use.

In the current period, fair value less costs of disposal derived the higher value for the Nuix platform CGU.

The fair value less costs of disposal considers projected revenues, gross margins and expenses which have been determined with reference to historical company experience, industry data and management's expectation of the future over a five-year period, with a perpetuity growth rate beyond that, and an estimate of the costs of disposal. In modelling forecast revenues, gross margins and expenses for the Group, management have used the FY27 board-approved budget as an input, with ACV growth of between 12 and 16% during the five-year period. The perpetuity growth rate was set consistent with consensus views on long term GDP growth rates. The measurement of the fair value less costs of disposal of the Nuix platform CGU is considered to be a Level 3 measure of fair value (as described in Note 1.14).

The following inputs and assumptions have been adopted:

	2026	2025
Post-tax discount rate per annum	12.1%	11.7%
Pre-tax discount rate per annum	17.3%	16.7%
Long-term perpetuity growth rate	2.5%	2.5%

Key assumptions in determining the recoverable amount of the Linkurious CGU recoverable amount

A fair value less costs to sell model has been used to determine the recoverable amount of the Linkurious CGU as of 30 June 2026. The model included a determination of the fair value less costs to sell of each of the assets attributed to the CGU, on a basis consistent with that used in determining the fair value of the assets acquired in the business combination, an estimate of the fair value attributable to the Assembled Workforce that would be available to a transaction to sell the business to a market participant, and a view on a market participant's opportunities for realising value from such an acquisition, less costs to sell.

Sensitivity analysis

The key estimates and assumptions used to determine the recoverable amount of a cash generating unit are based on management's current expectations after considering past experience, future plans and external information. They are considered to be reasonably achievable. No reasonable change may result in a cash generating unit's carrying value exceeding its recoverable amount, requiring an impairment charge to be recognised.

Accounting policies – impairment testing of non-financial assets

At each reporting date, the Group reviews the carrying values of its non-financial assets (other than contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

Significant judgements and assumptions

Impairment testing of goodwill

Determining whether goodwill is impaired requires judgement to allocate amounts of goodwill to CGUs and a combination of judgement and assumptions to estimate recoverable amounts.

Management have concluded that whilst the Intellectual Property of the Linkurious acquisition is yet to be fully integrated into the Nuix platform until sales of an integrated solution are made to customers on a sufficiently wide scale (i.e. >50% of the revenues of Linkurious integrated with those of the Nuix platform), the cash inflows of Linkurious would continue to be substantially independent of those of the rest of the Nuix platform. Accordingly, from the date of the acquisition of Linkurious, management have identified that the Group has two CGUs.

Whilst a portion of the goodwill from the acquisition of Linkurious is indicative of the "standalone goodwill" of Linkurious as a business prior to acquisition, the majority of the goodwill from the acquisition relates to the growth expectations and expected synergies to be achieved through integrating the graph-powered decision intelligence software and graph visualisation solutions into the Group's existing products.

As a result, most of the goodwill on acquisition is allocated to the Nuix platform CGU, with a de minimis amount of goodwill allocated to the Linkurious CGU.Management have determined that it is appropriate testing for impairment of each of these CGUs is required to comply with the requirements of the accounting standards, as goodwill has been allocated to each of them.

Given the recent measurement of the acquired assets from the Linkurious acquisition at fair value, and the requirement that recoverable amount for a CGU be set no less than the higher of fair value less costs to sell, or value-in-use, management have determined that the carrying amount of the Linkurious CGU is supported by its fair value less costs to sell, and accordingly no impairment has been recognised.

Management have also prepared a discounted cash flow model to determine the fair value less cost to sell for the Nuix platform CGU which is based on the financial plans approved by the Board for the year ending 30 June 2027, expectations around realisation of assets and settlement of liabilities on balance sheet as of 30 June 2026, projected revenues, gross margin and expenses determined with reference to historical company experience, industry data, management's expectations of the future, and an estimated cost of disposal. The fair value less cost to sell model determined a recoverable amount in excess of the carrying amount of the Nuix platform CGU, and accordingly no impairment has been recognised.

6. Remuneration

This section focuses on the expenses recognised in relation to the remuneration of our people, which includes details of the employee benefit expenses recognised across the profit and loss, judgements related to accounting for share-based payments, and summary information for remuneration of Key Management Personnel (KMPs).

Nuix is committed to attracting and retaining the best people to work in the organisation, including Directors and senior management. A key element in achieving that objective is to ensure that the Group is able to appropriately remunerate its key people. Nuix has adopted a Remuneration Policy, the purpose of which is to establish a framework for remuneration that is designed to:

- ensure that coherent remuneration policies and practices are observed which enable the attraction and retention of Directors and management who will create value for Shareholders;
- fairly and responsibly reward senior management having regard to the Company's performance, the performance of senior management and the general pay environment; and
- comply with all relevant legal and regulatory provisions.

Refer to the Remuneration Report for detailed information related to KMPs.

6.1 Employee benefit expenses

	2026 $000	2025 $000
Wages and salaries		
Sales and distribution	59,299	52,301
Research and development[1]	29,700	29,529
General and administration	20,236	18,483
Support and operations (included in cost of goods sold)	6,606	6,990
	115,841	**107,303**
Share-based payment expenses		
Sales and distribution	1,876	2,865
Research and development[1]	1,214	1,221
General and administration	2,731	2,088
Support and operations (included in cost of goods sold)	158	140
	5,979	**6,314**

[1] Wages and salaries and share-based payment expenses disclosed for the research and development function presented above are net of amounts required to be capitalised as development costs to intangible assets.

Wages and salaries capitalised as development costs to intangible assets totalled $19,423,000 during the year ended 30 June 2026 (2025: $20,043,000), with the remaining amounts capitalised being directly attributable costs and incremental overheads of development activities. A total amount of $23,423,000 was capitalised for development activities during the year ended 30 June 2026 (2025: $23,436,000)

Accounting policies – employee benefit expenses

i. Short term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

ii. Defined contribution superannuation plans

All obligations for contributions in respect of employees' defined contribution benefits are recognised as an expense as the related service is provided.

iii. Other long-term employee benefits obligations

The liability for long service leave and annual leave which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on high-quality corporate bond rates with terms to maturity and currency that match, as closely as possible, the estimated cash flows.

iv. Share-based payments

Share-based compensation benefits are provided to employees via the Global Employee Share Plan and the Short-term Incentive Plan Rules.

Share-based compensation arrangements involving share rights are granted on various dates, and are generally for a specific number of rights which convert to shares upon vesting. The fair value of these share-based payment arrangements using share rights is generally determined to be the function of the number of share rights granted and the share price at grant date; unless the grant was subject to market based vesting conditions which are factored into the grant date fair values. Where a share-based compensation arrangement involves the use of options, the fair value of the options is determined using a Black Scholes model with inputs for exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the option and the correlations and volatilities of the peer group companies.

Vesting is dependent on continued employment with the Group and in certain circumstances meeting predefined non-market performance conditions. Non-market vesting conditions are included in assumptions about the number of options and share rights that are expected to vest.

The fair values of options and share rights granted under the plans are recognised as a share-based payments expense generally with a corresponding increase in equity over the period that the vesting conditions are met. The total amount to be expensed is determined by reference to the grant date fair value of the options and share rights granted.

At the end of each reporting period, the Company revises estimates of the number of options and share rights that are expected to vest based on the non-market vesting conditions. It generally recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

6.2 Share based payments

Instruments on issue	30 Jun 2026	30 Jun 2025
Options	1,826,436	1,896,166
Performance Rights	8,791,367	12,163,636

Details related to the performance rights are as follows:

Grant name / employees entitled	Number of instruments	Vesting condition	Vesting date of remaining instruments
Performance rights with performance hurdles			
Performance rights granted to KMP			
FY22 LTI performance rights granted to CEO and COO/CFO	191,140	Minimum revenue, EBITDA targets and employment	31 Aug 2026
FY24 LTI performance rights granted to executive KMP	907,694	ACV growth, relative TSR and employment	31 Aug 2026
FY25 LTI performance rights granted to executive KMP	191,081	ACV growth, relative TSR and employment	31 Aug 2027
FY26 LTI performance rights granted to executive KMP	261,098	ACV growth, relative TSR and employment	31 Aug 2028
FY25 STI performance rights granted to executive KMP	29,406	ACV growth and individual KPI metrics	31 Aug 2027
Retention and Incentive grant (2023) performance rights granted to executive KMP	2,547,000	Share price target and employment	31 Aug 2027
FY26 Critical talent equity grant	3,779	ACV growth and employment	31 Aug 2026 31 Aug 2027
Performance rights granted to non KMP			
FY24 LTI performance rights	334,172	ACV growth, relative TSR and employment	31 Aug 2026
FY25 LTI performance rights	99,384	ACV growth, relative TSR and employment	31 Aug 2027
FY26 LTI performance rights	304,058	ACV growth, relative TSR and employment	31 Aug 2028
FY25 STI performance rights	29,328	ACV growth and individual KPI metrics	31 Aug 2027
Retention and Incentive grant (2023) performance rights	2,048,000	Share price target and employment	31 Aug 2027
FY26 Critical talent equity grant	1,003,253	ACV growth and employment	31 Aug 2026 31 Aug 2027
Performance rights with no performance hurdles			
Sign-on performance rights granted to KMP	585,544	4 years service from grant date	
Sign-on performance rights granted to non KMP	43,982	4 years service from grant date	
FY26 Employee Share Award Plan (ESAP)	212,448	Employment	28 Feb 2027
Total performance rights on issue	**8,791,367**		

Further details of the grants to KMP are outlined in the Remuneration Report.

Reconciliation of the number of options and performance rights is provided below:

	Options		Performance Rights	
	1 Jul 2025 to 30 Jun 2026	1 Jul 2024 to 30 Jun 2025	1 Jul 2025 to 30 Jun 2026	1 Jul 2024 to 30 Jun 2025
Opening balance (1 July)	1,896,166	1,882,713	12,163,636	19,002,348
Options reinstated	-	54,167	-	-
Forfeitures	-	-	(1,658,667)	(1,643,676)
Expired	(69,730)	-	-	-
Grant under LTIP	-	-	661,978	399,384
Other performance rights granted	-	-	1,563,944	428,742
Exercised / converted to ordinary shares	-	(40,714)	(3,939,524)	(6,023,162)
Closing balance (30 June)	**1,826,436**	**1,896,166**	**8,791,367**	**12,163,636**

A. Employee Share Option Plan (ESOP)

The establishment of the Nuix Limited ESOP was approved by the Board of Directors on or around fiscal year 2012. The ESOP is designed to align the interests of eligible employees more closely with shareholders and provide greater motivation and incentive for them to focus on the Company's longer-term goals. Under the plan, participants are granted options which may only be exercised if the vesting conditions have been met.

Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Options are granted under the plan for no consideration and carry no dividend or voting rights and are non-statutory stock options. Option holders cannot assign, transfer, sell or otherwise deal with the options granted under the Plan without Board of Directors approval.

The amount of Options that vest depends upon the vesting rules of the respective Plan rules (generally three to five years). The Options vest in a series of successive equal monthly instalments beginning on the first anniversary of the vesting commencement date, subject to the option holders' continued employment.

Once vested, the options became exercisable following the consummation of a Corporate Transaction / Liquidity Event (as defined in the Plan rules) or a date determined by the Board. However, under some earlier Plan rules, Options are exercisable for a period of three years once they become fully vested.

Following the exercise of the options, a vested option is converted into one ordinary share within a certain number of business days as determined by the plan rules. The exercise price of options is determined by a combination of internal and external valuation methodologies and presided over by the Board.

B. Fair value of options granted

There were no options granted in either of FY26 or FY25, however the fair value of options granted in previous reporting periods continues to be recognised in profit and loss as the vesting conditions are satisfied.

The fair value of each grant at grant date is independently determined using an adjusted form of the Black Scholes model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the option and the correlations and volatilities of the peer group companies. Options are granted for no consideration and vest over different periods depending on terms.

C. Fair value of performance rights granted

The assessed fair value at grant date of the performance rights granted during the year was determined with reference to the fair value of shares on grant date, adjusted for any expected dividend included in the share price as of grant date. As there were no dividends expected to be paid between grant date and vesting date no adjustment to the share price on grant date is required in determining the fair value of performance rights.

The grant date fair values of the portion of the share rights associated with the FY24, FY25 and FY26 LTIP based on relative Total Shareholder Return (rTSR) performance, and the Retention and Incentive plan one-off grant, were determined using Monte Carlo simulations. The key inputs to the valuations included the risk free rate (determined with reference to the implied zero-coupon curve from Australian government bonds), the expected dividend yield (nil, based on Nuix historical and anticipated dividend payouts during the term of the arrangements), the expected volatility of Nuix shares, and where relevant it's correlation to each entity in the comparator group, and the expected life of the instruments.

There were 2,225,922 (FY25: 828,126) performance rights granted during the year with a grant date fair value between $1.38 and $2.55 (FY25: $6.14 and $6.70) which are linked to service requirements that conclude between release of the FY26 Group results and release of FY28 Group results (FY25: Linked to service requirements that conclude between the release of the FY25 Group Results and August 2027).

D. Reconciliation of outstanding share options

	1 Jul 2025 to 30 Jun 2026		1 Jul 2024 to 30 Jun 2025	
Reconciliation	**Number of options**	**Weighted-average exercise price**	**Number of options**	**Weighted-average exercise price**
Opening balance (1 July)	1,896,166	$5.27	1,882,713	$4.42
Expired	(69,730)	$2.40	-	-
Exercised	-	-	(40,714)	$2.26
Reinstatement	-	-	54,167	$5.31
Forfeitures	-	-	-	-
Outstanding at 30 June	1,826,436	$5.43	1,896,166	$5.27
Exercisable at 30 June	1,826,436	$5.43	1,710,922	$5.28

The options outstanding at 30 June 2026 had an exercise price in the range of $2.00 to $5.79 (FY25: $2.00 to $5.79) and a weighted-average remaining contractual life of approximately 6 months (FY25: 1.5 years).

Significant judgements and assumptions – share-based payment expense

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with market vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Nuix uses the Black-Scholes option pricing model to determine the grant-date fair value of share options. The determination of the grant-date fair value of stock option awards using the Black-Scholes model is affected by assumptions regarding a number of complex and subjective variables. These variables include the estimated number of years that management expect employees to hold their options, risk-free interest rates and dividends to be paid on Nuix's stock over that term.

If Nuix changes the terms of its employee share-based compensation programs, refines future assumptions or changes valuation models, the stock-based compensation expense recorded in future periods for future grants may differ significantly from historical trends and could materially affect the results of operations.

6.3 KMP Remuneration

	2026 $	2025 $
Short-term employee benefits	5,059,293	4,598,616
Share-based payment expense	2,719,845	2,973,096
Termination benefits	1,282,751	797,584
Post-employment benefits	216,830	224,742
Total	**9,278,719**	**8,594,038**

Short-term employee benefits
These amounts include salaries, fees, cash bonuses and fringe benefits paid to Key Management Personnel including Executive and Non-Executive Directors.

Share-based payment expense
Share-based payment expense represents the expensing over the vesting period of the fair value of performance rights and options as determined at grant date.

Termination benefits
These amounts represent benefits paid or payable to Key Management Personnel in connection with the termination of their employment, including redundancy payments, which are recognised when the Group can no longer withdraw the offer of those benefits or, if earlier, when the Group recognises the costs of a related restructuring.

Post-employment benefits
These amounts include the cost of superannuation contributions made during the year.

Other long-term benefits
These amounts represent long service leave and long-term annual leave benefits accruing during the year.

7. Financial risks

The Group has exposure to credit, liquidity and market risks relating to its use of debt and working capital. This section presents information about the Group's exposure to each of these risks, and its objectives, policies and processes for measuring and managing risk.

7.1 Financial risk management

The Group's activities expose it to a variety of financial risks including: market risk (including currency risk and interest rate risk), credit risk, and liquidity risk.

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk to determine market risk. Risk management is carried out by the Corporate Services function under policies approved by the Board of Directors.

The Group has principles for overall risk management covering areas such as foreign exchange risk, credit risk and liquidity risk.

A. Market risk

i. Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollar, Canadian Dollar, British Pound and European Euro. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in thousands of Australian dollars, was as follows:

	2026				2025			
	USD	EUR	GBP	CAD	USD	EUR	GBP	CAD
Cash and cash equivalents	5,877	1,631	1,269	-	5,499	1,981	1,127	-
Trade receivables	8,582	133	36	108	3,790	15	367	125
Trade payables	537	-	217	-	36	27	-	-

The Group's exposure to other foreign exchange movements is not considered material.

Sensitivity

Although Nuix holds financial assets and financial liabilities denominated in many currencies, as the Group has foreign operations with different functional currencies, the impact of a reasonably possible change in foreign exchange rates (+/- 10%) at the end of the reporting period on the profit and loss of the Group is limited:

	2026		2025	
AUD $000's	Effect on equity	Effect on PBT	Effect on equity	Effect on PBT
USD	+/- 4,478	+/- 1,500	+/- 4,398	+/- 933
GBP	+/- 1,514	+/- 130	+/- 1,277	+/- 149
EUR	+/- 1,274	+/- 176	+/- 1,900	+/- 202
CAD	+/- 401	+/- 33	+/- 677	+/- 12

ii. Interest rate risk

The Group borrows at floating rates of interest for terms up to 3 years and holds cash or cash equivalents that earn interest at fixed rates for short periods at fixed rates of interest. Consequently cash flows are exposed to the impacts of adverse changes in benchmark interest rates.

The Company Group manages its interest rate exposures by holding an amount of cash and cash equivalents roughly equal in size to the drawn loan facility, in short term fixed interest term deposits, in order to align with the floating rate exposure on the term loan.

The interest rate profile of the Group's interest-bearing financial instruments is as follows:

	2026 $000	2025 $000
Variable-rate instruments		
Term loans (included in loans and borrowings)	(20,000)	-
Cash and cash equivalents	43,937	39,974
	23,937	**39,974**
Fixed-rate instruments		
Term deposits (included in cash and cash equivalents)	26,000	-
	26,000	**-**

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities, at fair value through profit and loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit or loss		Equity, net of tax	
	100 bp increase	100 bp increase	100 bp increase	100 bp increase
30 June 2026				
Variable-rate instruments	400	(400)	-	-
Cash flow sensitivity (net)	400	(400)	-	-
30 June 2026				
Variable-rate instruments	399	(399)	-	-
Cash flow sensitivity (net)	399	(399)	-	-

B. Credit risk

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions and outstanding receivables, contract assets and committed transactions.

For all customers in all instances the Group retains title over the software. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

Trade receivables and contract assets

At 30 June 2026, the exposure to credit risk for trade receivables and contract assets by customer nature was as follows:

	2026 $000	2025 $000
Service providers	77,695	60,599
Corporates	26,961	33,085
Law firms	5,563	6,640
Government	34,636	11,424
	144,855	**111,748**

To measure the expected credit losses, trade receivables and contract assets have been grouped based on the nature of the counterparties (see above) and the days past due. The contract assets relate to unbilled receivables and have substantially the same risk characteristics as the trade receivables for the same types of contracts.

The expected loss rates are based on the payment profiles of sales over time and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

On that basis, the loss allowance as at 30 June 2026, expressed in thousands of Australian dollars was determined as follows for both trade receivables and contract assets.

	2026			2025		
	Balance '000	Expected Loss Rate	Loss Allowance '000	Balance '000	Expected Loss Rate	Loss Allowance '000
Current	63,180	0.4%	240	47,408	0.4%	176
30 days	2,162	0.8%	17	11,282	0.7%	78
60 days	302	2.3%	7	705	3.0%	21
90 days	35	3.1%	1	662	7.9%	52
Over 90 days	8	100.0%	8	4	100.0%	4
Specific provision[1]	351	100.0%	351	765	100.0%	766
Total	**66,038**		**624**	**60,826**		**1,097**
Contract assets	78,208	0.3%	242	50,922	0.8%	327
Subtotal: Trade receivables and contract assets	**144,246**		**866**	**111,748**		**1,424**
Other non-current investment	-	-%	-	275	-%	-
Total	**144,246**		**866**	**112,023**		**1,424**

The loss allowances for trade receivables and contract assets as at 30 June reconcile to the opening loss allowances as follows:

	2026 $000	2025 $000
As at 1 July	1,424	1,791
Increase in loss allowance recognised in profit or loss during the year	272	1,283
Receivables written off during the year as uncollectible	(112)	(755)
Unused amount reversed	(658)	(989)
Foreign exchange difference	(60)	94
As at 30 June	**866**	**1,424**

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 120 days past due. Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

[1] As at 30 June 2026 there were $134,000 of specifically identified impaired debtors, that have been provided for but not written off (30 June 2025: $766,000).

C. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash in conjunction with the availability of funding through credit facilities to meet financial obligations as and when they fall due. At the end of the reporting period the Group held deposits at call of $43,937,000 (2025: $39,974,000) and $26,000,000 (2025: Nil) in short term deposits of maturity less than 90 days at inception.

Management monitors rolling forecasts of the Group's liquidity reserve as discussed above and cash and cash equivalents (Note 4.1) on the basis of forecasted cash flows. This is carried out at a Group level by Corporate Services. In addition, the Group's liquidity management approach involves projecting cash flows and considering the level of liquid assets necessary to meet obligations and ongoing monitoring of balance sheet liquidity against internal requirements, and the need to draw on available facilities if required.

The cash flows disclosed in the table below are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities	Less than 6 months $000	6-12 months $000	Between 1-3 years $000	More than 3 years $000	Total $000	Carrying amount $000
At 30 June 2026						
Trade and other payables	35,837	-	-	-	35,837	35,837
Other liabilities	1,451	7,116	4,147	-	12,714	10,380
Lease liabilities	1,919	1,947	7,347	15,453	26,666	20,572
Loans and borrowings	-	-	20,000	-	20,000	20,053
	39,207	**9,063**	**31,494**	**15,453**	**95,217**	**86,842**
At 30 June 2025						
Trade and other payables	23,952	-	-	-	23,952	23,952
Other liabilities	3,608	-	1,531	-	5,139	5,099
Lease liabilities	816	494	2,428	690	4,428	5,019
Lease agreements entered into that are yet to commence and be recognised on balance sheet in the figures for the prior comparative period[1]	931	1,138	6,501	13,920	22,490	N/A
	29,307	**1,632**	**10,460**	**14,610**	**56,009**	**34,070**

[1] Amounts pertaining to agreements that have been entered into as of 30 June 2025, for leases that are yet to commence. Upon lease commencement, amounts for lease liabilities and right-of-use assets will be recognised in relation to these leases. The anticipated contractual undiscounted cash flows from these leases have been included for completeness of disclosures regarding the Group's liquidity risk profile as a result of these arrangements.

8. Business structure

This section focuses on the structure of the Group, specifically movements in issued capital and reserves.

8.1 Issued capital

Movements in ordinary shares	2026 Shares	2025 Shares	2026 $000	2025 $000
Opening balance	330,733,331	323,528,786	379,364	376,947
Shares issued for acquisition of Linkurious	3,594,906	-	4,565	-
Shares issued for acquisition of Rampiva	623,857	457,871	1,478	1,580
Shares issued for employee performance rights vesting during the period	-	4,605,960	-	-
Contributions to participate in the Employee Share Award Plan	-	-	388	745[1]
Shares issued to Nuix Employee Share Trust[2]	3,800,000	2,100,000	7,914	-
Share options exercised	-	40,714	-	92
Closing balance	**338,752,094**	**330,733,331**	**393,709**	**379,364**

Ordinary shareholders participate in dividends and the proceeds upon winding up of the Company, proportionately to the shareholding. At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands. The issued shares do not have a par value.

Management controls the capital of the Group in order to maintain an appropriate debt to equity ratio, provide the shareholders with returns and ensure that the Group can fund its operations and continue as a going concern. The Group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets. There are no externally imposed capital requirements aside from debt covenants. Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

Accounting policies – Issued capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown as equity as a deduction, net of tax, from the proceeds.

8.2 Reserves

Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

[1] Nuix introduced an Employee Share Award Plan in FY25 which gave employees the opportunity to acquire shares in Nuix Limited with a matching right up to a capped value. The matching right gives participating employees a performance right to shares in Nuix Limited contingent on the completion of a 12-month service period. Employees opted into the plan in October 2024 where payroll deduction were carried out over a 2-month period, and the acquired shares were issued from the Employee Share Trust to participating employees in January 2025. This plan continued in FY26, with a similar offering being made to employees.

[2] In FY26, Nuix Limited funded the Employee Share Trust to acquire newly issued Nuix Limited shares.

Share-based payment reserve

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

Treasury share reserve

The reserve for the Company's treasury shares comprises the cost of the Company's shares acquired and transferred to settle share-based payment arrangements.

Movements in reserves	2026 $000	2025 $000
Share-based payment reserve		
As at 1 July	(152,320)	(158,753)
Share-based payment arrangement	6,513	6,433
Settlement of share-based payment arrangements	(7,621)	-
As at 30 June	**(153,428)**	**(152,320)**
Treasury share reserve		
As at 1 July	-	-
New shares subscribed to by the Employee Share Trust ("EST") a cost	(7,914)	-
Less: Shares transferred by the EST to employees to settle share-based payments arrangements	7,621	-
As at 30 June	**(293)**	**-**
Foreign currency translation reserve		
As at 1 July	11,617	7,151
Foreign currency translation movement in period	(7,040)	4,466
As at 30 June	**4,577**	**11,617**
Total Reserves	**(149,144)**	**(140,703)**

Accounting policies – treasury shares

Repurchase and reissue of ordinary shares (treasury shares)

When shares recognised as equity are repurchased or issued as new shares to the Employee Share Trust, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Repurchased shares or newly issued shares to the Employee Share Trust are classified as treasury shares and are presented in the treasury share reserve.

When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity.

8.3 Acquisition of Linkurious

The Group acquired all shares of Linkurious SAS and (indirectly) Linkurious Incorporated (collectively 'Linkurious') on 20 April 2026, a provider of graph-powered decision intelligence software and graph visualisation solutions. Linkurious's products enable organisations in financial crime, fraud detection, compliance, intelligence analysis and cybersecurity to explore large-scale relationship data through intuitive visual interfaces. The acquisition extends Nuix's capabilities into graph-based relationship analytics and expands its presence in the financial crime and compliance markets, particularly with major global financial institutions and regulatory bodies.

In the period since acquisition to 30 June 2026, Linkurious recorded a profit of AUD 1,058,000, inclusive of expenses for amortisation of acquired intangibles and related deferred tax expense impacts of AUD 544,000, but excluding any specific allocation of sales and distribution costs of the existing Nuix business which facilitate the sale of Linkurious products. Included in this profit since acquisition are post acquisition revenues of $3,777,000. If Linkurious had been acquired on 1 July 2025, revenues recognised would have approximated

AUD $12,000,000, with profit and loss inclusive of expenses for amortisation of acquired intangibles and related deferred tax impacts approximating breakeven.

The Group incurred acquisition-related costs of AUD $2,812,000 relating to external legal fees and due diligence costs. These costs have been included in 'general and administrative expenses'.

A. Consideration

The following table summarises the acquisition-date fair value of each major class of consideration transferred.

	Notes	2026 $000
Cash		26,624
Shares		4,566
Contingent consideration	9.1	7,425
Favourable working capital adjustment estimate		(871)
Total consideration		**37,744**

The initial cost of the acquisition includes EUR 12,500,000 in cash (subject to net working capital, cash, indebtedness and transaction expense adjustments)[1] and EUR 2,500,000 in newly-issued Nuix Limited ordinary shares payable on financial close. Up to a further EUR 5,000,000 in cash will be paid if the Linkurious Group achieves Subscription ACV and cost management milestones in the two calendar years 2026 and 2027 post-acquisition.

Contingent consideration that is part of the arrangement to acquire Linkurious, as its purpose is to verify or establish the fair value of the acquired business and its payment is not contingent on continued employment or service provision, is measured at fair value as described in Note 9.1.

The acquisition date fair value of the contingent consideration assessed to be part of the arrangement to acquire Linkurious, was determined to be AUD $7,425,000.

[1] The Group's aggregate cash outlay at Closing was AUD $26,624,327.73 (EUR 16,195,579), comprising: the EUR 12,500,000 base cash component of the Closing Purchase Price, adjusted for net working capital, cash, indebtedness and transaction expense true-ups under the Completion Statement mechanics (bringing the SPA cash payment to EUR 12,737,265); plus the EUR 1,000,000 Escrow Amount; plus two further cash payments made at closing — EUR 900,000 to settle the Closing Transaction Expense Account amounts incurred in favour of former owners with their advisors, and EUR 1,558,314 to settle pre-acquisition debt of the acquiree.

B. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

	2026 $000
Cash and cash equivalents	6,430
Trade and other receivables	1,416
Other current assets	284
Current tax assets	383
Trade and other receivables (non-current)	120
Property and equipment	411
Brand	563
Customer relationships	581
Intellectual Property	13,999
Trade and other payables	(865)
Provisions	(592)
Deferred revenue	(1,521)
Deferred tax liabilities recognised	(3,786)
Total identifiable net assets acquired	17,423

Fair values measured on a provisional basis

As the acquisition occurred on 20 April 2026, shortly before the end of the reporting period, the initial accounting for the business combination is incomplete. The fair values ascribed to the assets acquired and liabilities assumed, including the identifiable intangible assets, associated deferred tax balances and goodwill, have been determined on a provisional basis, pending finalisation of the valuation of certain assets and completion of the Group's review of the acquisition-date balance sheet. Any adjustments identified during the measurement period that relate to facts and circumstances existing as at the acquisition date will be recognised retrospectively, in accordance with AASB 3. The Group expects to finalise the acquisition accounting within the measurement period permitted under the Standard.

C. Goodwill

Goodwill arising from the acquisition has been recognised as follows:

	Notes	2026 $000
Fair value of consideration	A	37,744
Fair value of net identifiable net assets	B	17,423
Goodwill		20,321

Goodwill of AUD $20,321,000 arising on the acquisition has been allocated between two CGUs.

AUD $18,252,000 has been allocated to the Nuix platform CGU, reflecting the future profitability and growth expected in Subscription ACV, together with anticipated cross-sell synergies from integrating Linkurious's software into the Group's existing product suite.

The remaining AUD $2,069,000 has been allocated to the Linkurious CGU. Linkurious has been identified as a separate CGU because its cash inflows are not currently substantially integrated with those of the Nuix platform CGU. This amount primarily represents the standalone value of Linkurious' assembled workforce and technical talent.

9. Other

This section provides information that is not directly related to specific line items in the financial statements, including information about dividends, related party transactions, auditor's remuneration, events after the reporting date and other statutory information.

9.1 Other liabilities

	2026 $000	2025 $000
Contingent consideration	3,950	-
Deferred consideration	1,428	1,506
Other payables	1,410	2,033
Other current liabilities	**6,788**	**3,539**
Contingent consideration	3,592	-
Deferred consideration	-	1,422
Other non-current liabilities	**3,592**	**1,422**

Information about the Group's exposure to currency and liquidity risks is included in Section 7.

Other payables

Included in Other payables comprises an amount of $1,410,000 (30 June 2025: $2,033,000) in relation to a reverse factoring arrangement that provides Nuix with predictable monthly payments for insurance premiums covering the period December 2025 until December 2026 (30 June 2025: December 2024 until December 2025).

The arrangement does not significantly extend the payment terms beyond normal terms agreed with other suppliers for insurance coverage that is received and used on a ratable basis.

	2026 $000	2025 $000
Carrying amount of liabilities		
Presented within other payables	1,410	2,033
– of which suppliers have received payment	1,410	2,033
Range of payment due dates		
Liabilities that are part of the arrangement	30-180 days	30-180 days
Comparable trade payables that are not part of an arrangement	14–20 days	14–20 days

Non-cash changes

There were no business combinations or foreign exchange differences in the period. There were no non-cash transfers from any other liability account to other payables.

Contingent consideration payable – cash-settled

The Group has recognised a liability measured at fair value as of 30 June 2026 in relation to contingent consideration arising out of the acquisition of Linkurious SAS and its subsidiary Linkurious, Inc. The contingent consideration is deemed to be a Level 3 measurement of fair value, which will be paid over various periods from the acquisition date. It has been discounted accordingly based on the estimated time the milestones are expected to be achieved over. Milestones are related to ACV growth subject to cost containment.

As part of the assessment at the reporting date, the Group has determined the fair value of contingent consideration considering a range of reasonably possible changes regarding expected future performance and outcomes from activities being undertaken to progress the objectives of the milestones. Changes in the fair value of contingent consideration after acquisition date are recognised in profit or loss.

A reconciliation of the movements in fair value measurements of contingent consideration is provided below.

Contingent consideration – liability-classified, equity-settled	Notes	2026 $000	2025 $000
Opening balance		-	-
Additions	8.3	7,425	-
Foreign exchange difference		16	-
Unwinding of interest		102	-
Closing balance		**7,543**	**-**

The effect on profit and loss for the year is limited to the unwinding of interest on the contingent consideration for acquisitions, which is recognised in finance costs. There has been no impact on profit and loss resulting from reassessments of achievability of earnout milestones post-acquisition during the year.

Sensitivity

The fair value measurements are sensitive to reasonably possible changes in unobservable inputs to their measurement, including the timeframe over which milestones may (or may not) be achieved; the successfulness of integration of the acquired Intellectual Property with the Nuix platform; and the pace at which commercial activities in relation to the Linkurious product proceed. The contingent consideration for the Linkurious acquisition of EUR 5,000,000 comprises 2 milestones of EUR 2,500,000 each, which will be measured through to 31 December 2027. Delays in or non-achievement of these milestones may result in a decrease in the measurement of the contingent consideration, and conversely early achievement of certain milestones may bear on future reassessments of other milestones.

Deferred consideration payable – liability-classified, equity-settled

Deferred consideration represents the amount payable for an acquisition which is time-based, and not subject to ongoing performance conditions.

The deferred consideration is designated as a financial liability measured at fair value and deemed to be a Level 2 measurement of fair value. The measurement of fair value is determined with reference to the market-based discount rates for time value, for known amounts that will be settled at a future date. As part of the assessment at reporting date, the Group has considered a range of reasonably possible changes for key assumptions and has not identified instances that could cause the fair value of deferred consideration to change significantly.

The deferred consideration recognised at 30 June 2026 relates to obligation to deliver to sellers of acquired businesses, a certain US dollar value of shares of Nuix Limited at specific times.

A reconciliation of the movements in fair value measurements of deferred consideration is provided below.

Deferred consideration – liability-classified, equity-settled	2026 $000	2025 $000
Opening balance	2,928	4,183
Foreign exchange difference	(119)	106
Unwinding of interest	106	193
Change in fair value estimate	44	(55)
Settlement through issuance of shares	(1,531)	(1,499)
Closing balance	**1,428**	**2,928**

9.2 Fair value disclosures

The carrying amount of the Group's financial assets and liabilities approximates the fair value of all financial assets and liabilities.

9.3 Dividends

During the year the Directors did not declare an interim dividend (2025: Nil) and have not recommended a final dividend be paid after 30 June 2026 (2025: Nil).

9.4 Related party disclosures

A. Parent entity

The ultimate and parent entity within the Group is Nuix Limited.

B. Interests in other entities

Name of entity	Place of business / country of incorporation	Ownership interest held by the Group		Principal activities
		2026	2025	
Nuix North America, Inc	United States	100%	100%	Development and Sale of Licences
Nuix Ireland Ltd	Ireland	100%	100%	Sale of Licences
Nuix Pte Ltd	Singapore	100%	100%	Sale of Licences
Nuix Holding Pty Ltd	Australia	100%	100%	Holding Company
Nuix SaleCo Pty Ltd	Australia	100%	100%	Dormant Company
Nuix Limited Employee Share Trust	Australia	100%	100%	Employee Share Trust
Nuix USG Inc.	United States	100%	100%	Sale of Licences
Nuix Technology UK Ltd	United Kingdom	100%	100%	Sale of Licences
Nuix Philippines ROHQ	Philippines	100%	100%	Business Support (Branch)
Topos Labs, LLC	United States	100%	100%	Sale of Licences
Rampiva Global, LLC	United States	100%	100%	Sale of Licences
Nuix Canada Inc.	Canada	100%	100%	Sale of Licences
Linkurious SAS	France	100%	-	Sale of Licences
Linkurious, Inc	United States	100%	-	Sale of Licences

C. Transactions with other related parties

Macquarie Corporate Holdings

Macquarie Corporate Holdings has an interest of 29%[1] in Nuix (2025: 30%), which allows it to exercise significant influence over the Group. As a result, Macquarie Corporate Holdings and by extension all related entities of Macquarie Group Limited, are related parties to Nuix.

Alliance agreement license

In December 2018, Nuix entered into an alliance agreement and software licence agreement (in support of the alliance agreement) with Macquarie Group Services Australia Pty Ltd (‘MGS’) relating to the unlimited use of certain Nuix software and related support and maintenance for a term of ten (10) years. In December 2021, the strategic alliance was amended confirming a non-cancellable period and related fees until the conclusion of Year 6 of the agreement on 4 December 2024.

In December 2024, the alliance agreement was further amended, extending of rights to the existing offering of licences to use component based on-premise software and related support and maintenance; and expanding the arrangement to include additional rights to:

[1] The actual number of shares held by Macquarie Corporate Holdings is 95,654,262 as of 30 June 2026. This has not changed since IPO. Issuance of new shares to satisfy share-based payment arrangements with employees and to settle consideration relating to mergers and acquisitions, has diluted their holdings over time.

- use new on-premise software;
- support and maintenance of the new on-premise software;
- access hosted software; and
- professional services.

In determining the total consideration and the nature of performance obligations for this further amendment to the strategic alliance agreement, management have considered the impact of cancellation rights. As a consequence, the total contractual consideration is determined to be $9,309,126. A further $5,165,095 may be received under the amended agreement if these cancellation rights are not exercised.

An amount of $1,824,396 from the further amended alliance agreement has been included in revenue reported during FY26 (2025: $5,794,812).

In the prior year, amounts were recognised for the transfer of licenses for rights to use on-premise software, whereas in the current period, amounts have been recognised for delivery of professional services, support and maintenance, and provision of access to hosted software.

As of 30 June 2026 in the statement of financial position, a contract liability (classified within deferred revenue) of $675,128 has been recognised reflecting the net balance of unbilled consideration and revenue associated with undelivered performance obligations.

Legal fees claimed under indemnity

Macquarie Capital (Australia) Limited has claimed a further $4,174,471 (total to date: $9,151,132 including GST of $449,773) in relation to legal fees under the indemnity provided by Nuix Limited to them under the terms of the Underwriting Agreement. This amount has been recognised as part of the expenses for legal fees - litigation/regulatory matters during the year (2025: $4,624,464).

No payments were made to settle the amounts claimed during the year (2025: $4,453,902 including GST of $218,907).

		2026 $		2025 $
	Transaction	Outstanding balance	Transaction	Outstanding balance
Sale and purchases of goods and services				
Sale of license to related parties	-	2,250,684[1]	5,276,145	5,823,474
Support and maintenance	637,220	-	466,452	-
Rendering of professional service	329,140	-	166,579	-
Provision of access to hosted software	858,036	-	-	-
Other arrangements				
Legal fees claimed under indemnity	4,174,471[2]	4,695,422	1,604,539[3]	520,951

[1] Representing the unbilled consideration to be received under the contract of $2,250,684.

[2] Representing the incremental expense for legal fees relating to litigation matters recognised during FY26. No settlement was made during the year (2025: $4,453,902 including GST of $218,907).

[3] Representing the incremental expense for legal fees relating to litigation matters recognised during FY25. A total of $4,453,902 (including GST of $218,907) was paid to settle balances during FY25.

9.5 Auditor's remuneration

	2026 $	2025 $
Audit and review services		
Auditors of the Group - KPMG		
Audit and review of financial statements – Group	790,800	837,000
Audit and review of financial statements – controlled entities	151,522	164,266
	942,322	1,001,266
Other auditors		
Audit and review of financial statements – controlled entities	25,568	32,565
Assurance services		
Auditors of the Group - KPMG		
Other assurance services	52,500	57,000
Other services		
Auditors of the Group - KPMG		
Advisory services	68,057	83,145
Other auditors		
Taxation advice and tax compliance services	14,090	12,253

It is the Group's policy to engage KPMG on assignments in addition to their statutory audit duties where their expertise and experience with the Group are relevant.

9.6 Parent or the Company financial information

As at, and throughout, the financial year ended 30 June 2026 the parent entity of the Group was Nuix Limited.

	2026 $000	2025 $000
Current assets	84,401	56,722
Non-current assets	259,523	213,895
Total assets	343,924	270,617
Current liabilities	42,599	14,762
Non-current liabilities	34,232	2,104
Total liabilities	76,831	16,866
Net assets	**267,093**	**253,751**
Equity		
Issued capital	393,709	379,364
Reserves	(153,553)	(158,661)
Retained earnings	26,937	33,048
Total equity	**267,093**	**253,751**
Profit/(Loss) for the year	281	(11,178)
Other comprehensive income/(loss)	-	-
Total comprehensive income	**281**	**(11,178)**

Determining the parent entity financial information

The financial information for the parent entity has been prepared on the same basis as the consolidated financial statements, except in so far as investments in subsidiaries are recognised at cost.

Parent entity contingent liabilities

Each of the contingent liabilities disclosed in Note 9.7 relate to the parent entity, Nuix Limited.

9.7 Contingent Liabilities

On the basis that the Group has determined the below matters to be contingent liabilities, no liabilities have been recognised in the financial statements in relation to these matters.

ASIC proceedings

As advised to the market on 29 September 2022, ASIC commenced civil proceedings in the Federal Court against the Company (and its directors during the relevant period) alleging that from 18 January 2021 to 21 April 2021, aspects of the Company's market disclosures contravened provisions of the Corporations Act 2001 and ASIC Act 2001. ASIC sought declarations in respect of the alleged contraventions, pecuniary penalties against Nuix and pecuniary penalties and disqualification orders against the relevant directors.

Nuix has fully cooperated with ASIC during the course of its investigation into these matters. Nuix denied the allegations made by ASIC and filed its defence to the claim on 23 December 2022. The hearing for this matter occurred in November and December 2023. On 23 April 2026, the Federal Court delivered judgment in favour of Nuix and the relevant directors, dismissing ASIC's proceeding in its entirety and ordering that ASIC pay the defendants' costs (Australian Securities and Investments Commission v Nuix Limited [2026] FCA 490). On 21 May 2026, ASIC filed a Notice of Appeal appealing the judgment against the company to the Full Federal Court. ASIC does not appeal the dismissal of the proceedings against the director defendants. A date for the hearing of the Full Federal Court appeal has not yet been set. Whether the Company has a present obligation in respect of the proceeding will only be confirmed by the outcome of the appeal and, if relevant, a further hearing and judgment regarding any penalty, which remains uncertain. Accordingly, the matter is disclosed as a contingent liability and no provision has been recognised.

Class Action

Nuix is the subject of a consolidated class action in the Supreme Court of Victoria which has been commenced on behalf of persons who acquired interests in Nuix shares in the period between 18 November 2020 and 29 June 2021. The proceeding also names Macquarie Capital and a former Macquarie Capital nominated director of Nuix as defendants in the proceedings.

In essence, the claim alleges that information disclosed in Nuix's Prospectus dated 18 November 2020 and certain market disclosures regarding its forecast FY21 revenue and performance in the period following the Company's IPO in December 2020 were misleading and contravened provisions of the Corporations Act 2001 (Cth), the ASIC Act 2001 (Cth) and the Australian Consumer Law. The claim seeks damages on behalf of Group Members, but no amount of damages has been identified although the plaintiffs have put forward several alternative bases for the Group Members' alleged loss and potential methods for calculating that loss.

Nuix denies the allegations contained in the consolidated claim and filed its defence on 4 November 2022. The plaintiffs filed a Second Further Amended Consolidated Statement of Claim on 23 February 2026, and Nuix filed its amended defence on 17 March 2026. The Second and Third Defendants (Macquarie Capital (Australia) Limited and Mr Daniel Phillips) have also filed amended defences, on 16 March 2026 and 30 April 2026 respectively, denying the allegations contained in the consolidated claim. The plaintiffs filed a Third Further Amended Consolidated Statement of Claim on 3 August 2026 reflecting the abandonment of certain of their claims in their opening submissions. A Fourth Further Amended Consolidated Statement of Claim was filed by the plaintiffs on 11 August 2026, to reflect the plaintiffs' indication during the final hearing that their claims in relation to ACV and under the Australian Consumer Law would no longer be pressed. Nuix filed an amended defence to the Fourth Further Amended Consolidated Statement of Claim on 13 August 2026..

The trial commenced on 3 August 2026 before the Supreme Court of Victoria and is expected to run for approximately eight weeks. Whether the Company has a present obligation in respect of the claim will only be confirmed by a judgment of the proceeding, which remains uncertain. Accordingly, the claim is disclosed as a contingent liability and no provision has been recognised.

Bank guarantee

The Company has obtained a bank guarantee in the amount of $1,337,000 (30 June 2025: $1,337,000) to secure certain obligations of the Company that arise under a commercial property lease.

Accounting policies – contingent liabilities

A provision is recognised when:

- there is a legal or constructive obligation arising from past events or, in cases of doubt over the existence of an obligation (e.g. a court case), when it is more likely than not that a legal or constructive obligation has arisen from a past event;
- it is more likely than not that there will be an outflow of benefits; and
- the amount can be estimated reliably.

In some cases, it may be disputed whether certain events have occurred or, particularly in the case of a legal claim, it may be disputed whether there is an obligation even if it is clear that there is a past event. In such cases of uncertainty, a past event is deemed to give rise to a present obligation if, after taking account of all available evidence, it is more likely than not that a present obligation exists at the reporting date. Otherwise, such an obligation is a contingent liability.

Contingent liabilities are not recognised in the statement of financial position except for certain contingent liabilities that are assumed in a business combination. Contingent liabilities are reviewed continuously to assess whether an outflow of resources has become probable. If the recognition criteria are met, then a liability is recognised in the statement of financial position in the period in which the change in probability occurs.

If a present obligation relates to a past event, the possibility of an outflow is probable and a reliable estimate can be made, then the obligation is not a contingent liability, but instead is a liability for which a provision is required to be recognised.

Contingent liabilities are disclosed unless the likelihood of an outflow of resources embodying economic benefits is remote.

Significant judgements and assumptions

Assessing whether past events give rise to present obligations

In determining the accounting for matters where there is a potential outflow of benefits, the key judgements and assumptions required to be made relate to whether an obligation has arisen.

Where on balance it has not been determined that it is more likely than not that a present obligation for an outflow of benefits exists at reporting date, such a liability is a contingent liability.

As contingent liabilities are generally not recognised in the statement of financial position (except for those assumed in a business combination), concluding that it is not more likely than not that a present obligation does exist, has the result that no accounting entries are booked and there is no impact reported in profit or loss.

9.8 Events after the reporting date

On 6 July 2026, the following two events occurred. Other than the matters noted below, no other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

Groupwide communication of planned restructuring to impacted employees

The Group formally communicated a restructuring programme to impacted employees across its operations. As the detailed plan had not been announced by 30 June 2026, the recognition criteria for a restructuring provision in respect of this announcement were not met at the reporting date, and this is treated as a non-adjusting event after the reporting period. No provision has been recognised in the financial statements in respect of this announcement.

The associated costs, including termination benefits, will be recognised in the financial year ending 30 June 2027, being the period in which the recognition criteria are expected to be satisfied. As at the date of this report, the estimated financial effect of this announcement is approximately $5m.

The programme is primarily intended to realign resources and organisational capacity toward strategic priorities and go-to-market execution initiatives across the Group. Accordingly, while the programme will result in one-off restructuring and termination costs, it is not expected to give rise to a material reduction in the Group's ongoing operating cost base, as resources are expected to be redeployed and reinvested in areas critical to the Group's strategy and growth objectives. These costs will be excluded from Adjusted Management EBITDA.

Insurance decision

The Full Court of the Federal Court of Australia handed down judgment in *Nuix Limited v Berkshire Hathaway Specialty Insurance Company* [2026] FCAFC 87, dismissing Nuix's appeal from the decision of the primary judge in the same matter (*Nuix Limited v Berkshire Hathaway Specialty Insurance Company* [2025] FCA 1002). The Full Court upheld the primary judge's construction of the relevant insurance policies, confirming that for each policy a retention of $10 million (rather than $2.5 million) applies where a claim attracting Side B coverage and a claim attracting Side C coverage are treated as a single claim under the relevant policy. The primary judgment, which the Full Court upheld, contained an order that Nuix pay the respondents costs of and incidental to the determination of the separate questions to be taxed. Additionally, the Full Court ordered that Nuix pay certain respondents' costs of the application for leave to appeal and the appeal, on an agreed or assessed basis.

A provision has been recognised; the specific amount of the provision has not been disclosed as the Group is currently in negotiations with its insurers and disclosure of this information could be expected to prejudice the outcomes of those negotiations. The recognition of the provision is included in the legal fees – regulatory/litigation line item in the consolidated statement of comprehensive income.

Consolidated entity disclosure statement

As of 30 June 2026

Set out below is a list of entities that are consolidated in this set of consolidated financial statements at the end of the financial year.

Name of entity	Body corporate, partnership or trust	Place of business / country of incorporation	Ownership interest held by the Group	Australian or Foreign Tax Resident	Jurisdiction of Foreign Tax residency
Nuix Limited	Body corporate	Australia	-	Australian	N/A
Nuix North America, Inc	Body corporate	United States	100%	Foreign	United States
Nuix Ireland Ltd	Body corporate	Ireland	100%	Foreign	Ireland
Nuix Pte Ltd	Body corporate	Singapore	100%	Australian	N/A
Nuix Holding Pty Ltd[1]	Body corporate	Australia	100%	Australian	N/A
Nuix SaleCo Pty Ltd	Body corporate	Australia	100%	Australian	N/A
Nuix Limited Employee Share Trust	Trust	Australia	100%	Australian	N/A
Nuix USG Inc.	Body corporate	United States	100%	Foreign	United States
Nuix Technology UK Ltd	Body corporate	United Kingdom	100%	Foreign	United Kingdom
Topos Labs, LLC	Partnership [2]	United States	100%	Foreign	United States
Rampiva Global, LLC	Partnership [2]	United States	100%	Foreign	United States
Nuix Canada Inc.	Body corporate	Canada	100%	Foreign	Canada
Linkurious SAS	Body corporate	France	100%	Foreign	France
Linkurious Inc.	Body corporate	United States	100%	Foreign	United States

[1] Nuix Holding Pty Ltd is incorporated in and operates in Australia and has a registered branch in the Philippines, referred to as the Philippines Regional Operating Headquarters. The branch operations have tax obligations in the Philippines.

[2] Topos Labs, LLC and Rampiva Global, LLC are treated as partnerships under US tax legislation, and accordingly their tax residency flows from that of their sole member, Nuix North America, Inc.

Significant judgements and assumptions

Determination of Tax Residency

Section 295 (A) of the *Corporations Act 2001* requires that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. In the context of an entity which is an Australian resident, “Australian resident” has the meaning provided in the *Income Tax Assessment Act 1997*. The determination of tax residency involves judgement as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- Australian tax residency

  The consolidated entity has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation’s public guidance in *Tax Ruling TR 2018/5*.

- Foreign tax residency

  The consolidated entity has applied current legislation and where available judicial precedent in the determination of foreign tax residency.

Partnerships and Trusts

Australian tax law does not contain specific residency tests for partnerships and trusts.

Generally, these entities are taxed on a flow-through basis so there is no need for a general residence test. There are some provisions which treat trusts as residents for certain purposes, but this does not mean the trust itself is an entity that is subject to tax.

Additional disclosures on the tax status of partnerships and trusts have been provided where relevant.

Branches (permanent establishments)

Foreign branches of Australian subsidiaries are not separate legal entities and therefore do not have a separate residency for Australian tax purposes. Generally, the Australian subsidiary that the branch is a part of will be the relevant tax resident, rather than the branch operations.

Additional disclosures on the tax status of Australian subsidiaries having a foreign branch with a taxable presence in that jurisdiction have been provided where relevant.

Directors' Declaration

In accordance with a resolution of the Directors of Nuix Limited, we state that:

1. In the opinion of the Directors of Nuix Limited (the 'Company'):

   a) the consolidated financial statements and notes that are set out on pages 62 to 126 and the Remuneration Report on pages 24 to 60, are in accordance with the *Corporations Act 2001*, including:

      i) giving a true and fair view of the Group's financial position as at 30 June 2026 and of its performance for the financial year ended on that date; and

      ii) complying with Australian Accounting Standards and the Corporations Regulations 2001;

   b) the consolidated entity disclosure statement as at 30 June 2026 set out on pages 127 to 128 is true and correct; and

   c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the chief executive officer and chief financial officer for the financial year ended 30 June 2026.

3. The Directors draw attention to Note 1.2 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Directors.

SIGNED:

Robert Mactier
Chair
Sydney, Australia
24 August 2026

John Ruthven
Director
Sydney, Australia
24 August 2026

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Independent Auditor's Report

To the shareholders of Nuix Limited

Report on the audit of the Financial Report

Opinion

We have audited the ***Financial Report*** of Nuix Limited (the Company).

In our opinion, the accompanying Financial Report of the Company gives a true and fair view, including of the ***Group***'s financial position as at 30 June 2026 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The ***Financial Report*** comprises:

- Consolidated statement of financial position as at 30 June 2026
- Consolidated statement of comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended
- Consolidated entity disclosure statement and accompanying basis of preparation as at 30 June 2026
- Notes, including material accounting policies
- Directors Declaration.

The ***Group*** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional & Ethical Standards Board Limited (the Code) that are relevant to audits of the financial report of public interest entities in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key Audit Matters

The ***Key Audit Matters*** we identified are:

- Revenue recognition
- Capitalisation of development costs as Intellectual Property

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition ($263.2 million)

Refer to Note 2.1 to the Financial Report

The key audit matter	How the matter was addressed in our audit
The Group's revenue is mainly derived from licensing software products and from related support and maintenance services. The Group's contracts with customers include commitments to transfer perpetual or term-based software licenses bundled with support and maintenance services. For bundled contracts, the Group determines software license to be a distinct performance obligation from support and maintenance. Corresponding revenues are recognised as the related performance obligations are satisfied as required by AASB 15 Revenue from Contracts with Customers. Revenue recognition was a key audit matter for us due to: • its significance to the financial performance; • complexity and volume of transactions; and • the judgments and assumptions required by the Group in the determination of the relative standalone selling prices for each performance obligation in bundled contracts.	Our procedures included: • We assessed the appropriateness of the Group's accounting policies related to revenue recognition against the requirements of the accounting standard and our understanding of the business and industry practice, in particular for bundled contracts. • We evaluated the Group's standalone selling price allocation methodology for software license contracts bundled with support and maintenance against the requirements of AASB 15. • We tested the key underlying assumptions and data, in the standalone selling price model using observable inputs, details of licensing arrangements and pricing practice. • We assessed the mathematical accuracy of the underlying calculations in the standalone selling price model used. • We tested a sample of revenue recognised through the year. This included assessing: – Existence of underlying arrangement to sources such as signed contracts with customers and sales orders; – The amounts invoiced to customers in accordance with the price and agreed terms and conditions in the underlying contract with the customer; and – We checked the accuracy of the revenue recognised against the agreed terms and conditions of underlying contracts and the

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	Group's revenue recognition policy. • We evaluated the adequacy of disclosures in the financial report using our understanding obtained from our testing and against the requirements of Australian Accounting Standards.

Capitalisation of development costs as Intellectual Property ($23.3 million)	
Refer to Note 5.1 to the Financial Report	
The key audit matter	**How the matter was addressed in our audit**
Capitalisation of software development costs is considered to be a key audit matter due to: • The significance of the amount of development costs capitalised; • The judgement required by the Group in determining whether the development activities undertaken by them meets the capitalisation criteria of the accounting standards. We focused our effort on analysing the underlying sources used by the Group in applying these judgements, and their consistency of application.	Our procedures included: • We assessed the Group's accounting policies and methodology used to capitalise development costs against the requirements of the accounting standard and our understanding of the business and industry practice; • We obtained an understanding of the Group's software development processes and how software developers use their project management tool to record activities. • We evaluated the Group's assessment of development activities and development costs capitalised. This included: – Evaluated the Group's assessment using our knowledge of the business and projects, and through enquiries with various stakeholders, including: the Chief Technology Officer and Head of Engineering; – Re-performed a sample of the calculation of development costs capitalised and compared to the amount recorded by the Group; – We tested a sample of activities recorded and capitalised as development costs, checking the nature of respective activities being performed, through direct inquiry with software developer, as one relating to an intangible asset in development or an enhancement to an existing software product as opposed to research or maintenance as defined by the accounting standards.

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	• We assessed the costs eligible for capitalisation by testing a sample of key inputs to underlying records including employees' payroll information. • We evaluated the adequacy of the disclosures included in the financial report against the requirements of the accounting standards.

Other Information

Other Information is financial and non-financial information in Nuix Limited's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor's Report was the Director's Report and the Letter from Chair and Remuneration and Nomination Sub-Committee. The Chairman's Letter, CEO's Review, Sustainability Report, Shareholder Information and Corporate Directory are expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our respective assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*
- implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and that is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

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Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at:https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Nuix Limited for the year ended 30 June 2026, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in section 1 to 7.2 of the Remuneration report for the year ended 30 June 2026.

Our responsibility is to express an opinion as to whether the Remuneration Report complies in all material respects with *Section 300A* of the *Corporations Act 2001*, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Trent Duvall

Partner

Sydney

24 August 2026

TAKE OWNERSHIP_ AND FOLLOW UP

RESILIENT_ WE LEARN FROM THE PAST AND ARE OPTIMISTIC ABOUT TOMORROW

UNAFRAID_ TO DO THE RIGHT THING, QUICKLY

TEAM NUIX_ FIRST AND FOREMOST

HERO OUR CUSTOMERS_ AND INNOVATE FOR THEM

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Nuix (www.nuix.com, ASX:NXL) is a leading provider of investigative analytics and intelligence software, that empowers customers to be a force for good by finding truth in the digital world. We help customers collect, process and review massive amounts of structured and unstructured data, making it searchable and actionable at scale and speed with forensic accuracy.

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