Announcement Summary

Entity name

NUIX LIMITED

Announcement Type

New announcement

Date of this announcement

23/5/2023

The Proposed issue is:

☑ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
NXL	ORDINARY FULLY PAID	4,518,072

Proposed +issue date

2/9/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

NUIX LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ACN	117140235

1.3 ASX issuer code

NXL

1.4 The announcement is
☑ New announcement

1.5 Date of this announcement

23/5/2023

1.6 The Proposed issue is:
☑ A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ASX +security code and description

NXL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

4,518,072

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities

As part consideration for the acquisition of Rampiva, Nuix has agreed to issue up to US$3 million in Nuix shares if Rampiva achieves ACV growth and cost management milestones in the three years post acquisition.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

4,518,072.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Part 7C - Timetable

7C.1 Proposed +issue date

2/9/2024

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

4,518,072

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

All fully paid ordinary shares that are issued will be subject to voluntary escrow for 12 months from the date of issue.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

As part consideration for the acquisition of Rampiva, Nuix has agreed to issue up to US$3 million in Nuix shares if Rampiva achieves ACV growth and cost management milestones in the three years post acquisition.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☑ No

7F.2 Any other information the entity wishes to provide about the proposed issue

The proposed issue relates to Nuix¿s announced acquisition of Rampiva and the US$3 million in Nuix shares that will issued by Nuix as part consideration for the acquisition if Rampiva achieves ACV growth and cost management milestones in the three years post acquisition.
Subject to achievement of the milestones, the shares are expected to be issued in three equal tranches of US$1 million in the first trading window that occurs after each of 12 months, 24 months and 36 months following financial close.
Financial close is subject to the satisfaction of customary closing conditions and is expected to occur on 1 July 2023.
The number of shares to be issued in each tranche will be calculated by converting the USD value of the tranche into AUD and dividing this by the VWAP for Nuix¿s shares for the 5 trading days prior to the second business day before the payment date for the tranche.
The number of shares proposed to be issued in this Appendix 3B is an estimate based on the current USD:AUD exchange rate and the last closing price for Nuix¿s shares. The final number will likely differ from the estimate.
All shares that are issued for each tranche will be subject to voluntary escrow for 12 months from the date of issue.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☑ Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)