

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/ Scheme Nitro Software Limited

ACN/ARSN 079 215 419

1. Details of substantial holders(1)

Name Battery Ventures X, L.P. and Battery Investment Partners X, LLC (together, the **Battery Funds**) and Beacon Street Investment Partners II, LLC

There was a change in the interests of the substantial holder on

The previous notice was given to the company on 12 / 12 / 2019

The previous notice was dated 12 / 12 / 2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power(5)
Ordinary Shares	24,872,515	13.16%	16,589,968	8.72%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17 September 2020	Battery Ventures X, L.P.	Sale of shares	\$2.2954 per Ordinary Share	8,199,723 Ordinary Shares	8,199,723
17 September 2020	Battery Investment Partners X, LLC	Sale of shares	\$2.2954 per Ordinary Share	82,824 Ordinary Shares	82,824

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
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Battery Ventures X, L.P.	Battery Ventures X, L.P.	Battery Ventures X, L.P.	Holder of 16,424,071 Ordinary Shares (section 608(1)(a) of the Corporations Act)	16,424,071 Ordinary Shares	16,424,071
Battery Investment Partners X, LLC	Battery Investment Partners X, LLC	Battery Investment Partners X, LLC	Holder of 165,897 Ordinary Shares (section 608(1)(a) of the Corporations Act) and has a relevant interest in the 16,424,071 Ordinary Shares held by Battery Ventures X, L.P. pursuant to sections 608(1)(b) and (1)(c) of the Corporations Act	16,589,968 Ordinary Shares	16,589,968 Ordinary Shares
Beacon Street Investment Partners II, LLC (Beacon)	Battery Funds (as noted above)	Battery Funds (as noted above)	Relevant interest pursuant to 608(3) of the Corporations Act 2001 as Beacon holds more than 20% of the voting power in Battery Investment Partners X, LLC	16,589,968 Ordinary Shares	16,589,968 Ordinary Shares

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name of AC/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follow:

Name	Address
Battery Ventures X, L.P.	One Marina Park Drive, Suite 1100, Boston, MA 02210
Battery Investment Partners X, L.P.	One Marina Park Drive, Suite 1100, Boston, MA 02210
Beacon Street Investment Partners II, LLC	One Marina Park Drive, Suite 1150, Boston, MA 02210

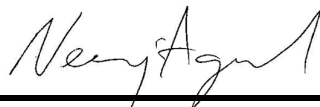
Signed for and on behalf of each substantial holder by:

Signature

print name Neeraj Agrawal,

capacity Managing Member of Battery Partners X, LLC, the general partner of Battery Ventures X, L.P. and managing member of Battery Investment Partners X, LLC

sign here



date

9/21

/2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names, could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contact, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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