

Announcement Summary

Entity name

NITRO SOFTWARE LIMITED

Date of this announcement

Thursday October 06, 2022

The +securities the subject of this notification are:

☒ +Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

Total number of +securities to be issued/transferred

| ASX +security code | Security description | Total number of +securities to be issued/transferred | Issue date |
|----------------------------------|---|--|------------|
| NTOAR | RESTRICTED SHARE AWARD | 1,985,669 | 09/09/2022 |
| New class - code to be confirmed | Unlisted Options, @AUD 1.67 expiring 9 September 2032 | 410,000 | 09/09/2022 |

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

NITRO SOFTWARE LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ACN

Registration number

079215419

1.3 ASX issuer code

NTO

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

6/10/2022



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

- ☒ has an existing ASX security code ("existing class")
- ☒ does not have an existing ASX security code ("new class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities in an existing class issued under an +employee incentive scheme

ASX +security code and description

NTOAR : RESTRICTED SHARE AWARD

Date the +securities the subject of this notification were issued

9/9/2022

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

☒ Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

☒ No

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

<https://www.asx.com.au/asxpdf/20191211/pdf/44ch63408jrcwg.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification

The shares are issued under the Company's Employee Incentive Plan (Plan). The principal terms of the restricted share award are as follows:

- Time-based vesting conditions
- Continuing service vesting conditions

Subject to the continued employment with the Company, 25% of the restricted share award will vest on the first anniversary of the issue of the same and the remaining 75% of will vest in monthly pro-rata installments over the 36 months following such first anniversary

Issue details

Number of +securities

1,985,669



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities issued under an +employee incentive scheme**ASX +security code**

New class - code to be confirmed

+Security description

Unlisted Options, @AUD 1.67 expiring 9 September 2032

+Security type

Options

ISIN code**Date the +securities the subject of this notification were issued**

9/9/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ No**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**☒ Yes**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**<https://www.asx.com.au/asxpdf/20191211/pdf/44ch63408jrcwg.pdf>

Options Details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 1.67000000

Expiry date

9/9/2032

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

Ordinary shares

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms<https://www.asx.com.au/asxpdf/20191211/pdf/44ch63408jrcwg.pdf>



Any other information the entity wishes to provide about the +securities the subject of this notification

The principal terms of the Options are as follows:

- 1) The Options are each exercisable into one Share at an exercise price of A\$1.67 on or before the expiry date
- 2) Each Option will vest into a Share, subject to holder's payment of the exercise price and satisfaction of prescribed vesting conditions, comprising time-based vesting conditions and continuous service vesting condition

Issue details

Number of +securities

410,000





Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

| ASX +security code and description | Total number of +securities on issue |
|------------------------------------|--------------------------------------|
| NTO : ORDINARY FULLY PAID | 245,066,360 |

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

| ASX +security code and description | Total number of +securities on issue |
|---|--------------------------------------|
| NTOAL : OPTION EXPIRING 28-FEB-2026 EX 39.86C | 1,586,421 |
| NTOAM : OPTION EXPIRING 11-DEC-2029 EX \$1.72 | 893,633 |
| NTOAC : OPTION EXPIRING 30-NOV-2023 EX 24.6C | 54,000 |
| NTOAD : OPTION EXPIRING 04-MAY-2024 EX 41.3C | 863,190 |
| NTOAE : OPTION EXPIRING 27-FEB-2025 EX 38.57C | 36,000 |
| NTOAF : OPTION EXPIRING 09-AUG-2025 EX 39.86C | 45,000 |
| NTOAG : OPTION EXPIRING 28-NOV-2025 EX 39.86C | 112,500 |
| NTOAH : OPTION EXPIRING 30-APR-2027 EX 44.59C | 160,478 |
| NTOAI : OPTION EXPIRING 31-DEC-2027 EX 48.03C | 392,550 |
| NTOAJ : OPTION EXPIRING 24-JUL-2028 EX 48.03C | 18,171 |
| NTOAK : OPTION EXPIRING 24-MAR-2029 EX \$0.4976 | 172,233 |
| NTOAS : OPTION EXPIRING 21-JAN-2031 EX \$3.05 | 113,570 |
| NTOAAB : OPTION EXPIRING 23-SEP-2031 EX \$3.67 | 80,000 |



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|--|-----------|
| NTOAP : OPTION EXPIRING 24-JUN-2030 EX \$1.47 | 1,098,351 |
| NTOAN : OPTION EXPIRING 27-MAR-2030 EX 97.5C | 827,330 |
| NTOAQ : OPTION EXPIRING 23-SEP-2030 EX \$2.49 | 2,097,207 |
| NTOAR : RESTRICTED SHARE AWARD | 4,916,195 |
| NTOAO : PERFORMANCE RIGHTS | 953,326 |
| NTOAU : PERFORMANCE SHARES | 682,606 |
| NTOAV : OPTION EXPIRING 20-MAY-2031 EX \$2.75 | 178,986 |
| NTOAAD : OPTION EXPIRING 03-JUN-2032 EX \$1.41 | 60,000 |
| NTOAT : OPTION EXPIRING 23-MAR-2031 EX \$2.60 | 299,463 |
| NTOAAE : SHARE RIGHTS | 172,475 |
| NTOAAA : OPTION EXPIRING 28-OCT-2031 EX \$3.58 | 120,000 |
| NTOAW : OPTION EXPIRING 25-AUG-2031 EX \$3.41 | 80,000 |
| NTOAAC : OPTION EXPIRING 27-DEC-2031 EX \$2.40 | 97,429 |
| New class - code to be confirmed : Unlisted Options, @AUD 1.67 expiring 9 September 2032 | 410,000 |



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ Yes

5.1a Select the number of the applicable exception in Listing Rule 7.2

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