

Announcement Summary

Entity name

NITRO SOFTWARE LIMITED

Date of this announcement

Wednesday November 16, 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	402,864	14/11/2022
NTOAR	RESTRICTED SHARE AWARD	776,643	13/10/2022
NTOAO	PERFORMANCE RIGHTS	568,160	14/11/2022

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

16/11/2022



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")



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

14/11/2022

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

402,864

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

13/10/2022

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

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- 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

776,643

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

ASX +security code and description

NTOAO : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

14/11/2022

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 Performance Rights are issued under the Company's Employee Incentive Plan (Plan). The principal terms are as follows:

- No cash consideration is payable for the issue of the Performance Rights.
- Performance Shares will be granted annually with a 3-year vesting period.
- 50% of the Performance Shares are to be granted with the market performance hurdle and the other 50% are to be granted with the nonmarket performance hurdles.
- Vesting of the Performance Shares will be attached to the FY22, FY23 and FY24 Performance Years and will vest on 31 December 2024

The detailed terms and conditions are included in the Notice of the 2022 AGM in explanatory note to resolution 5 and 6.

No awards are being issued to KMP

Issue details

Number of +securities

568,160





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	36,000
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	309,462
NTOAJ : OPTION EXPIRING 24-JUL-2028 EX 48.03C	18,171
NTOAK : OPTION EXPIRING 24-MAR-2029 EX \$0.4976	164,925
NTOAS : OPTION EXPIRING 21-JAN-2031 EX \$3.05	26,344
NTOAAB : OPTION EXPIRING 23-SEP-2031 EX \$3.67	80,000



NTOAP : OPTION EXPIRING 24-JUN-2030 EX \$1.47	1,066,101
NTOAN : OPTION EXPIRING 27-MAR-2030 EX 97.5C	814,977
NTOAQ : OPTION EXPIRING 23-SEP-2030 EX \$2.49	2,091,019
NTOAR : RESTRICTED SHARE AWARD	6,076,682
NTOAO : PERFORMANCE RIGHTS	1,521,486
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
NTOAAF : OPTION EXPIRING 09-SEP-2032 EX \$1.67	410,000
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



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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