



22 December 2022

FURTHER INFORMATION ON TRANSACTION BOOKLET

Nitro Software Limited (ASX:NTO) (Nitro or the Company) attaches a letter to be sent via post to Nitro Shareholders (depending on the Nitro Shareholder's elected communications method) advising them on how to access the Transaction Booklet in relation to the Alludo Transaction.

Nitro Shareholders who have nominated to receive communication from Nitro by email have been sent an electronic copy of the Transaction Booklet. Nitro Shareholders who have nominated to receive communication from Nitro by post will shortly receive a hard copy of the Transaction Booklet. The Transaction Booklet is also available for viewing and downloading online at Nitro's website at <https://ir.gonitro.com/Investor-Centre/>.

Nitro also advises the correction of a typographical error on page 95 of the Transaction Booklet under the heading "Capital Proceeds". The sentence should read *"The capital proceeds should be equal to A\$2.15 per Nitro Share under the Alludo Scheme"* (not A\$2.00 per Nitro Share).

Ends

This announcement is authorised for release to the ASX by the Chairman.

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ABOUT NITRO

Nitro is a global SaaS leader in PDF software, document management and electronic signatures. Nitro's Productivity Platform includes powerful PDF tools, digital workflows, highly secure eSigning and identity verification capabilities. Its industry-leading business intelligence and analytics product measures ROI and quantifies sustainability efforts, all supported by a best-in-class customer success and change management support team. With more than 1.2 million subscription licensed users and 13,000+ business customers across 175 countries, Nitro serves 67% of the Fortune 500.

For more information on Nitro, please visit:

- Nitro: <https://www.gonitro.com>
- Connective: <https://connective.eu>
- PDFpen: <https://pdfpen.com/pdfpenpro/>
- Investors: <https://ir.gonitro.com/Investor-Centre/>



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**Proposed acquisition of Nitro Software Limited (ACN 079 215 419) (Nitro)
by Rocket BidCo Pty Ltd (ACN 664 004 773)
as nominee of Cascade Parent Limited
(Company Registration Number 129147) (Alludo)**

Dear Nitro Shareholder,

As announced to ASX on 12 December 2022, Nitro has received a proposal from Alludo to acquire all of your Nitro shares for A\$2.15 cash per Nitro share by way of a scheme of arrangement (**Alludo Scheme**) and a simultaneous takeover offer (**Alludo Takeover Offer**) (together **the Alludo Transaction**).

The Nitro Board unanimously recommends that Nitro Shareholders vote in favour of the Alludo Scheme at the Alludo Scheme Meeting and, at the same time, accept the Alludo Takeover Offer, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Alludo Scheme is in the '*best interests*' of Nitro Shareholders and the Alludo Takeover Offer is '*fair and reasonable*'.

On 20 December 2022, the Supreme Court of New South Wales ordered Nitro to convene a meeting of Nitro Shareholders for the purposes of Nitro Shareholders considering and voting on the Alludo Scheme (**Alludo Scheme Meeting**).

This letter is being sent to you because you are shown on the register of members of Nitro as holding Nitro shares at 14 December 2022. If you have recently sold all of your shares in Nitro, please disregard this letter.

Transaction Booklet

Nitro has prepared a booklet that contains important information about the Alludo Scheme (including notice of the Alludo Scheme Meeting (**Notice of Meeting**)) and the Alludo Takeover Offer (**Transaction Booklet**).

The Transaction Booklet, together with the Notice of Meeting, is available electronically for viewing and downloading at <https://ir.gonitro.com/investor-centre/?page=asx-announcements>. **You will not be sent a hard copy of the booklet**, unless you request one by calling the Nitro Shareholder Information Line on 1300 381 572 (within Australia) or +61 2 9066 4082 (international).

The Chairman's Letter

Also enclosed is a letter from Nitro's Chairman, Kurt Johnson, to Nitro Shareholders in relation to the Alludo Transaction. This letter is included in the Transaction Booklet.

Alludo Scheme Meeting

The Alludo Scheme Meeting will be held on Friday, 3 February 2023 at 10:00am (AEDT), and can be attended by Nitro Shareholders and their authorised proxies, attorneys and corporate representatives either:

- in person at the office of Allens (Nitro's solicitors) at Level 28, Deutsche Bank Place, 126 Phillip Street, Sydney NSW 2000; or
- virtually via <https://web.lumiagm.com/389401416>.

If you are a shareholder on Nitro's Share Register at 7:00pm (AEDT) on 1 February 2023, you will be entitled to vote at the Alludo Scheme Meeting.

Further information on how to participate, ask questions and vote at the Alludo Scheme Meeting is set out in the Notice of Meeting and in the Hybrid Meeting Guide attached as Annexure E to the Transaction Booklet.

Proxy Form for Alludo Scheme and Acceptance Form for Alludo Takeover Offer

Enclosed with this letter is a proxy form for the Alludo Scheme and an acceptance form for the Alludo Takeover Offer. You can submit each form in accordance with the instructions set out on each form.

For the appointment of a proxy, or lodgement of the proxy vote, to be effective at the Alludo Scheme Meeting, you must ensure that your proxy form (and a certified copy of the relevant authority under which it is signed) is received by the Nitro Registry **no later than 10:00am (AEDT) on 1 February 2023**.

Potentia Takeover Offer

On 8 December 2022, Potentia Capital increased its Takeover Offer to A\$2.00 per Nitro Share, with a potential scrip alternative (**Potentia Takeover Offer**). The Nitro Board has determined that the Alludo Transaction is superior to the Potentia Takeover Offer and, therefore, unanimously recommends that you **REJECT** the Potentia Takeover Offer. To do this, simply **DO NOTHING** in respect of the Potentia Takeover Offer.

Further queries and support

If you have any questions in relation to the Transaction Booklet, the Alludo Scheme Meeting or the Alludo Transaction, please contact the Nitro Shareholder Information Line on 1300 381 572 (within Australia) or +61 2 9066 4082 (outside Australia), Monday to Friday between 9:00am and 5:00pm (AEDT). All announcements relating to the Alludo Transaction and Nitro can be found on Nitro's Website (<https://ir.gonitro.com/Investor-Centre/>) or on the ASX website (www.asx.com.au – ASX code: NTO).

Yours sincerely,



Mark Licciardo
Company Secretary