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**9 February 2023**

Market Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

**Alludo Takeover Offer – Third Supplementary Bidder’s Statement**

Dear Sir/Madam

We act for Rocket BidCo Pty Ltd (ACN 664 004 773) (**Alludo BidCo**) in relation to its off-market takeover under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the ordinary shares in Nitro Software Limited (ACN 079 215 419) (**Alludo Takeover Offer**).

On behalf of Alludo BidCo, enclosed in accordance with section 647(3)(a)(ii) of the Corporations Act (as modified by ASIC [CO 13/528]) is Alludo BidCo’s third supplementary bidder’s statement in relation to the Alludo Takeover Offer.

The third supplementary bidder’s statement has been lodged with ASIC and sent to Nitro.

Yours faithfully  
**Gilbert + Tobin**

A handwritten signature in blue ink, appearing to read 'Alex Kauye'.

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A handwritten signature in blue ink, appearing to read 'Andrew Earle'.

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# Alludo BidCo – Third Supplementary Bidder's Statement

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## 1 Important notice

This document is a supplementary bidder's statement under section 643(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is the third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) issued by Rocket BidCo Pty Ltd (ACN 664 004 773) (**Alludo BidCo**) in relation to its off-market takeover offer for all the shares in Nitro Software Limited (ACN 079 215 419) (**Nitro**). This Third Supplementary Bidder's Statement supplements, and should be read together with, Alludo BidCo's bidder's statement contained within the Transaction Booklet in relation to the Alludo Transaction dated 21 December 2022 (**Transaction Booklet**), the first supplementary bidder's statement dated 1 February 2023 (**First Supplementary Bidder's Statement**) and the second supplementary bidder's statement dated 6 February 2023 (**Second Supplementary Bidder's Statement**).

Capitalised terms in this Third Supplementary Bidder's Statement have the same meaning given in the Transaction Booklet, unless the context otherwise requires. The rules of interpretation in section 13.2 of the Transaction Booklet also apply to this Third Supplementary Bidder's Statement. This Third Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Transaction Booklet.

This Third Supplementary Bidder's Statement is dated 9 February 2023. A copy of this Third Supplementary Bidder's Statement was lodged with ASIC and given to ASX on 9 February 2023. Neither ASIC, the ASX nor any of their respective officers take any responsibility for its contents.

## 2 Potentia Capital's latest proposal is not genuine

Potentia Capital's latest proposal provides no certainty as to whether there will be a price increase under the Potentia Takeover Offer, the amount of any price increase or how any price increase will be funded. It is nothing more than a tactic designed to disrupt the Alludo Takeover Offer by creating the illusion that a higher price may be offered.

The decision to grant due diligence access to Potentia has put the Alludo Takeover Offer at risk. Nitro Shareholders now face the real possibility that they will lose the A\$2.15 per Nitro Share offered under the Alludo Takeover Offer and be left with the A\$2.00 per Nitro Share offered under the Potentia Takeover Offer.

## 3 Potentia Capital cannot be allowed to continue to manipulate the process – Nitro Shareholders deserve certainty

The Nitro Board has agreed to grant due diligence access to Potentia Capital until 5:00pm (AEDT) on 22 February 2023. This is more than enough time to complete a due diligence exercise on a publicly listed company of Nitro's profile.

It is critical that there is no extension of the due diligence deadline and that, by the deadline, Nitro Shareholders have absolute clarity on whether Potentia Capital will make a Superior Proposal (and, if so, the terms of that proposal). If Potentia Capital does not make a Superior Proposal by the deadline, then Nitro Shareholders will know with confidence that Potentia Capital has no intention of doing anything other than attempting to frustrate the Alludo Takeover Offer (to the detriment of Nitro Shareholders).

## 4 Nitro Shareholders should ACCEPT the Alludo Takeover Offer without delay

Nitro Shareholders can de-risk the outcome of Potentia Capital's due diligence by accepting the Alludo Takeover Offer without delay. If the conditions of the accelerated payment terms set out

in Alludo BidCo's Second Supplementary Bidder's Statement are satisfied, Nitro Shareholders who have accepted the Alludo Takeover Offer will receive A\$2.15 per Nitro Share by 22 February 2023 (being the same date as the deadline for Potentia Capital's due diligence).

For any Nitro Shareholders concerned that acceptance of the Alludo Takeover Offer may mean they miss out on a higher offer from Potentia Capital, consider the following:

- Potentia Capital has had over 8 weeks to respond to Alludo BidCo's offer price of A\$2.15 per Nitro Share, but Potentia Capital has not done so. Instead, Potentia Capital has taken a range of steps to disrupt the Alludo Transaction and distort the market for control of Nitro, including releasing vague statements to the effect that it "*might be able to increase*" its price subject to conditions which are entirely at the discretion of Potentia Capital.
- As disclosed in the sixth supplementary bidder's statement lodged yesterday by Potentia Capital's offshore special purpose bid vehicle, Technology Growth Capital LLC (**Potentia BidCo**), the Takeovers Panel raised concerns with various aspects of the funding disclosure made by Potentia BidCo. Potentia BidCo's sixth supplementary bidder's statement disclosed that it has access to funding that exceeds the amount which may be required to complete the Potentia Takeover Offer by only A\$7.4 million. To put this into perspective, an increase in Potentia BidCo's offer price from A\$2.00 to A\$2.20 per Nitro Share would require Potentia BidCo to fund an increase in the cash amount payable to Nitro Shareholders under the Potentia Takeover Offer of approximately A\$42.25 million.<sup>1</sup>
- Potentia BidCo has not mentioned in its bidder's statement or various supplementary bidder's statements the other publicly listed company that Potentia Capital is pursuing in parallel to Nitro – Tyro Payments Limited (**Tyro**). Tyro currently has a market capitalisation of nearly A\$900 million. No details have been publicly disclosed of how Potentia Capital would fund the acquisition of Tyro.
- The interests of Potentia Capital are directly at odds with the interests of other Nitro Shareholders. Potentia Capital's objective is to acquire Nitro at the lowest possible price. This is what is driving Potentia Capital's behaviour in seeking to frustrate the Alludo Transaction. A successful outcome for Potentia Capital is for Nitro Shareholders to receive materially less for their Nitro Shares than the A\$2.15 per Nitro Share offered by Alludo BidCo.

The above makes clear that the far greater concern for Nitro Shareholders should be that entertaining Potentia Capital's latest proposal results in them missing out on the current offer of A\$2.15 per Nitro Share from Alludo BidCo. The way Nitro Shareholders can mitigate this risk is by accepting the Alludo Takeover Offer without delay.

## 5 How to accept the Alludo Takeover Offer

Details of how to accept the Alludo Takeover Offer are set out in section 5.4 of the Transaction Booklet.

Nitro Shareholders who are Eligible Institutional Shareholders may demonstrate their intention to accept the Alludo Takeover Offer by lodging acceptance instructions with the Institutional Acceptance Facility Operator in accordance with the terms set out in section 10.3 of the Transaction Booklet.

## 6 Relevant interest in Nitro Shares and voting power

As at the date of this Third Supplementary Bidder's Statement, Alludo BidCo has a relevant interest in 32,167,703 Nitro Shares, representing voting power in Nitro of 12.79%.

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<sup>1</sup> This assumes all Nitro Shareholders (other than those associated with Potentia Capital) accept the Potentia Takeover Offer and elect to receive the all-cash consideration.

In addition, as at the date of this Third Supplementary Bidder's Statement, Acceptance Instructions have been received under the Institutional Acceptance Facility in respect of 8,241,362 Nitro Shares (equivalent to 3.28% of the Nitro Shares on issue). Alludo BidCo will not have a relevant interest in these Nitro Shares until the Acceptance Instructions are processed.

The above information is based on there being 251,567,415 Nitro Shares currently on issue.

## **7 Further information**

In deciding whether to accept the Alludo Takeover Offer, Nitro Shareholders should have regard to the information contained in the Transaction Booklet and Alludo BidCo's First Supplementary Bidder's Statement and Second Supplementary Bidder's Statement.

## **8 Approval of Third Supplementary Bidder's Statement**

This Third Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Alludo BidCo.

Signed for and on behalf of **Rocket BidCo Pty Ltd**



**Christa Quarles**  
Director