

## ASX Announcement – 2 March 2023

### Potentia Capital's takeover bid for Nitro Software Limited: ASIC relief permitting electronic delivery of Offer Documents

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We refer to Potentia Capital Management Pty Ltd's (**Potentia Capital's**) off-market takeover bid through Technology Growth Capital LLC (**Bidder**) to acquire ordinary shares in Nitro Software Limited (ACN 079 215 419) (ASX:NTO) (**Nitro**), on the terms of the offer contained in its bidder's statement dated 28 October 2022 (**Original Bidder's Statement**) as subsequently varied by the Bidder (**Offer**).

Unless the context otherwise requires, capitalised terms used in this announcement have the same meaning as given to them in the Original Bidder's Statement.

#### ASIC relief permitting electronic delivery of Offer Documents

ASIC has today granted the Bidder relief from the usual requirement under the Corporations Act to send documents in connection with the Offer (including the Tenth Supplementary Bidder's Statement dated 2 March 2023 and any future supplementary bidder's statements or variations to the Offer) (**Offer Documents**) to Nitro Shareholders by post.

The effect of the relief is that Nitro Shareholders who have previously elected to receive communications electronically will instead receive an email to their nominated email address, which will contain instructions on how to view and download an electronic copy of the Offer Documents (including the Tenth Supplementary Bidder's Statement dated 2 March 2023).

Nitro Shareholders who have not made the election to receive communications electronically will continue to receive a paper copy of the Offer Documents (sent by post to their registered address).

Nitro Shareholders may request a physical copy of the Offer Documents, to be sent to them (if in Australia, by pre-paid ordinary post or by courier, or, if outside Australia, by pre-paid airmail post or by courier) by contacting the Offer Information Line on **1300 101 297** (for calls made within Australia) or **+61 2 9068 1929** (for calls made from outside Australia) Monday to Friday between 9:00am and 5:00pm (Sydney, Australia time).

ASIC has advised that the fact that it has granted this relief in connection with the Offer should not be taken as a reflection of ASIC's views on any other aspect of the Offer.

#### Ends

Authorised for release to ASX by Andrew Gray, Managing Director of Potentia Capital.