

Partner
Contact

Our ref

Alex Kauye
Andrew Earle
T +61 3 8656 3352
aearle@gtlaw.com.au
AFK:ASE:1052510



L 25, 101 Collins Street
Melbourne VIC 3000 AUS
GPO Box 90 Melbourne VIC 3001
T +61 3 8656 3300 F +61 3 8656 3400
www.gtlaw.com.au

30 January 2023

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

Notice of change of interests of substantial holder

Dear Sir/Madam

We act for Rocket BidCo Pty Ltd (ACN 664 004 773) 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).

In accordance with section 671B of the Corporations Act, enclosed is a Form 604 (*Notice of change of interests of substantial holder*).

Yours faithfully
Gilbert + Tobin

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

Alex Kauye
Partner
+61 3 8656 3386
akauye@gtlaw.com.au

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

Andrew Earle
Senior Lawyer
+61 3 8656 3352
aearle@gtlaw.com.au

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **NITRO SOFTWARE LTD**

ACN/ARSN **079 215 419**

1. Details of substantial holder

Name a) Rocket BidCo Pty Ltd (ACN 664 004 773) (**Alludo BidCo**); b) each of the entities listed in Annexure A (the **Alludo Entities**); and c) KKR Americas Fund XII L.P. (**KKR Entity**).

ACN/ARSN (if applicable) **N/A**

There was a change in the interests of the
substantial holder on 27/01/2023
The previous notice was given to the company on 21/12/2022
The previous notice was dated 21/12/2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Fully paid ordinary shares	Nil	Nil	9,639,939	3.83%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose Relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
See Annexure B	Alludo BidCo, Alludo Entities, KKR Entity	Acquisition of a relevant interest by way of acceptances of offers made under Alludo BidCo's off-market takeover offer for all of the ordinary shares in Nitro Software Ltd (Nitro) on the terms set out in the Transaction Booklet dated 21 December 2022 (Takeover Offer).	\$2.15 per share, as per the Takeover Offer	See Annexure B	See Annexure B

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
-----------------------------	---------------------------------	--	-----------------------------	--------------------------------	----------------

Alludo BidCo	Nitro shareholders to whom the Takeover Offer was made and who have accepted the Takeover Offer.	Alludo BidCo, subject to the Takeover Offer becoming unconditional.	Relevant interest under s608(8) of the Corporations Act pursuant to acceptances of the Takeover Offer.	9,639,939 fully paid ordinary shares	9,639,939
KKR Entity and Alludo Entities	Nitro shareholders to whom the Takeover Offer was made and who have accepted the Takeover Offer.	Alludo BidCo, subject to the Takeover Offer becoming unconditional.	Relevant interest under s608(3) of the Corporations Act in the shares referred to above, being a relevant interest held through a body corporate in which the voting power of the relevant Alludo Entity and KKR Entity is above 20% or which the relevant Alludo Entity and KKR Entity controls.	9,639,939 fully paid ordinary shares	9,639,939

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Alludo BidCo	C/- Attune Advisory, Unit 60, 2 O'Connell Street, Parramatta NSW 2150
Rocket Holdco Pty Ltd	C/- Attune Advisory, Unit 60, 2 O'Connell Street, Parramatta NSW 2150
Alludo Entities (other than Rocket HoldCo Pty Ltd)	2 nd Floor, Sir Walter Raleigh House, 48-50 Explanade, St. Helier, Jersey JE2 3QB
KKR Entity	C/- Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, Cayman Islands KY1-1104

Signature

print name Connie Chen

capacity Authorised Signatory

sign here



date 30 January 2023

Annexure A

Alludo Entities

This is Annexure "A" of 1 page referred to in ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 30 January 2023.



Connie Chen

ENTITY	ACN / ARSN
CASCADE HOLDCO LIMITED	N/A (registered in Jersey)
CASCADE INTERMEDIATE HOLDCO LIMITED	N/A (registered in Jersey)
CASCADE PARENT LIMITED	N/A (registered in Jersey)
ROCKET HOLDCO PTY LTD	ACN 664 002 957
COREL INC.	N/A (registered in USA)
COREL TW CORP.	N/A (registered in Taiwan)
PARALLELS INC.	N/A (registered in USA)
COREL JAPAN LTD.	N/A (registered in Japan)
COREL CORP	N/A (registered in Canada)
PARALLELS (MAURITIUS) LIMITED	N/A (registered in Mauritius)
COREL LEROC (MADEIRA)	N/A (registered in Portugal)
COREL PTY LTD	ACN 058 601 148
COREL BRASIL REPRESENTACOES LTDA.	N/A (registered in Brazil)
COREL GMBH	N/A (registered in Germany)
COREL UK LTD	N/A (registered in UK)
COREL MALTA LIMITED	N/A (registered in Malta)
AWINGU NV	N/A (registered in Belgium)
AWINGU, INC	N/A (registered in USA)
COREL ESTONIA OÜ	N/A (registered in Estonia)
WINZIP COMPUTING S.L.	N/A (registered in Spain)
WINZIP HOLDINGS S.L.	N/A (registered in Spain)
WINZIP COMPUTING LLC	N/A (registered in USA)
PARALLELS INTL GMBH	N/A (registered in Switzerland)

Annexure B

This is Annexure "B" of 1 page referred to in ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 30 January 2023.



Connie Chen

Details of changes in relevant interests pursuant to acceptances of the Alludo Takeover Offer

Date of change	Class and number of securities affected	Person's votes affected
21 December 2022	15,231 fully paid ordinary shares	15,231
22 December 2022	94,361 fully paid ordinary shares	94,361
23 December 2022	5,704 fully paid ordinary shares	5,704
28 December 2022	19,798 fully paid ordinary shares	19,798
30 December 2022	2,175 fully paid ordinary shares	2,175
3 January 2023	10,491 fully paid ordinary shares	10,491
4 January 2023	8,670 fully paid ordinary shares	8,670
5 January 2023	11,034 fully paid ordinary shares	11,034
6 January 2023	4,509 fully paid ordinary shares	4,509
9 January 2023	4,409 fully paid ordinary shares	4,409
10 January 2023	24,262 fully paid ordinary shares	24,262
11 January 2023	7,990 fully paid ordinary shares	7,990
12 January 2023	11,575 fully paid ordinary shares	11,575
13 January 2023	12,055 fully paid ordinary shares	12,055
16 January 2023	21,226 fully paid ordinary shares	21,226
17 January 2023	3,089 fully paid ordinary shares	3,089
18 January 2023	3,885 fully paid ordinary shares	3,885
19 January 2023	2,718 fully paid ordinary shares	2,718
23 January 2023	40,950 fully paid ordinary shares	40,950
24 January 2023	33,157 fully paid ordinary shares	33,157
27 January 2023	9,245,150 fully paid ordinary shares	9,245,150