

Announcement Summary

Entity name

NITRO SOFTWARE LIMITED

Date of this announcement

Wednesday November 10, 2021

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	415,152	28/10/2021
New class - code to be confirmed	Unlisted Options, @AUD 3.58 expiring 28 October 2031	120,000	28/10/2021

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

10/11/2021



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")
- ☒ does not have an existing ASX security code ("new 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

28/10/2021

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

415,152



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities issued under an +employee incentive scheme**ASX +security code**

New class - code to be confirmed

+Security description

Unlisted Options, @AUD 3.58 expiring 28 October 2031

+Security type

Options

ISIN code**Date the +securities the subject of this notification were issued**

28/10/2021

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ No**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**☒ Yes**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**<https://www.asx.com.au/asxpdf/20191211/pdf/44ch63408jrcwg.pdf>

Options Details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 3.58000000

Expiry date

27/10/2031

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

Ordinary share

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 principal terms of the Options are as follows:

- 1) The Options are each exercisable into one Share at an exercise price of A\$3.58 on or before the expiry date
- 2) Each Option will vest into a Share, subject to holder's payment of the exercise price and satisfaction of prescribed vesting conditions, comprising time-based vesting conditions and continuous service vesting condition

Issue details

Number of +securities

120,000





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	199,352,878

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	1,076,188
NTOAA : OPTION EXPIRING 25-NOV-2021 EX 20.4C	4,887,900
NTOAB : OPTION EXPIRING 30-AUG-2022 EX 22.22C	18,000
NTOAC : OPTION EXPIRING 30-NOV-2023 EX 24.6C	54,000
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	130,500
NTOAH : OPTION EXPIRING 30-APR-2027 EX 44.59C	252,907
NTOAI : OPTION EXPIRING 31-DEC-2027 EX 48.03C	674,470
NTOAJ : OPTION EXPIRING 24-JUL-2028 EX 48.03C	45,117
NTOAK : OPTION EXPIRING 24-MAR-2029 EX 48.03C	483,867



NTOAS : OPTION EXPIRING 21-JAN-2031 EX \$3.05	301,698
NTOAP : OPTION EXPIRING 24-JUN-2030 EX \$1.47	1,184,602
NTOAN : OPTION EXPIRING 27-MAR-2030 EX 97.5C	942,715
NTOAQ : OPTION EXPIRING 23-SEP-2030 EX \$2.49	3,052,817
NTOAR : RESTRICTED SHARE AWARD	5,336,061
NTOAO : PERFORMANCE RIGHTS	2,258,144
NTOAU : PERFORMANCE SHARES	717,051
NTOAV : OPTION EXPIRING 20-MAY-2031 EX \$2.75	178,986
NTOAT : OPTION EXPIRING 23-MAR-2031 EX \$2.60	362,731
NTOAW : OPTION EXPIRING 25-AUG-2031 EX \$3.41	80,000
New class - code to be confirmed : Unlisted Options, @AUD 3.58 expiring 28 October 2031	120,000



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

13