

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

24 February 2023

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

Alludo Takeover Offer – Notice of status of defeating conditions

Dear Sir/Madam

We act for Rocket BidCo Pty Ltd (ACN 664 004 773) (**Alludo BidCo**) in relation to its off-market takeover offer 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, we enclose, by way of service pursuant to section 630(5)(b) of the Corporations Act, notice of the status of the defeating conditions to the Alludo Takeover Offer required by section 630(3) of the Corporations Act.

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

Alludo BidCo - Notice of status of defeating conditions

To: **ASX Limited**

Nitro Software Limited (ACN 079 215 419) (Nitro)

Rocket BidCo Pty Ltd (ACN 664 004 773) (**Alludo BidCo**) has made offers under an off-market takeover offer for all of the ordinary shares in Nitro (**Alludo Takeover Offer**) on the terms set out in Alludo BidCo's bidder's statement contained within the Transaction Booklet in relation to the Alludo Transaction dated 21 December 2022 (**Transaction Booklet**) as supplemented by the first supplementary bidder's statement dated 1 February 2023, the second supplementary bidder's statement dated 6 February 2023, the third supplementary bidder's statement dated 9 February 2023 and the fourth supplementary bidder's statement dated 21 February 2023.

Unless otherwise defined, capitalised terms in this notice have the same meaning given in the Transaction Booklet.

For the purposes of section 630(3) of the Corporations Act, Alludo BidCo gives notice that:

- (a) the offers under the Alludo Takeover Offer and each contract resulting from acceptance of the offer under the Alludo Takeover Offer are free from each of the Alludo Takeover Offer Conditions set out in section 5.8 of the Transaction Booklet as a result of Alludo BidCo's notices of 1 February 2023 and 3 February 2023 pursuant to section 630(4) of the Corporations Act and Alludo BidCo's notice of 21 February 2023 pursuant to section 650F of the Corporations Act;
- (b) on the date of this notice, and given the matters referred to in paragraph (a) above, the Alludo Takeover Offer is wholly unconditional; and
- (c) as at the date of this notice, Alludo BidCo's voting power in Nitro is 13.14%.

Date: 24 February 2023

Signed for and on behalf of Rocket BidCo Pty Ltd



Christa Quarles
Director