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2 December 2022

The Manager
ASX Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000
FOR LODGEMENT ONLINE

Dear Sir/Madam

Takeover bid for Nitro Software Limited (ACN 079 215 419) (ASX:NTO) – extension of Offer period

We act for Potentia Capital Management Pty Ltd (ACN 630 264 210) (**Potentia**).

We refer to Potentia'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 set out in the offer contained in the bidder's statement dated 28 October 2022 (**Offer**).

The Bidder has decided to extend the period during which the Offer will remain open for acceptance until **7.00pm (Sydney, Australia time) on 18 December 2022**.

We enclose, in accordance with sections 650D and 630(2) of the *Corporations Act 2001* (Cth), a notice in relation to the extension of the offer period, which was lodged with the Australian Securities and Investments Commission on 2 December 2022.

Yours faithfully



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**NOTICE OF VARIATION OF OFFER – EXTENSION OF OFFER PERIOD
SECTIONS 650D AND 630(2)(b) OF THE CORPORATIONS ACT 2001 (CTH)**

OFF-MARKET TAKEOVER OFFER BY TECHNOLOGY GROWTH CAPITAL LLC

To: Australian Securities and Investments Commission (ASIC)

ASX Limited

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

Each person to whom offers were made under the takeover offer (in accordance with section 650D(1)(c)(ii) of the Corporations Act 2001 (Cth) (Corporations Act))

This notice is given by Technology Growth Capital LLC (**Bidder**) in relation to its off-market bid for ordinary shares in Nitro Software Limited (ACN 079 215 419) (ASX:NTO) (**Nitro**), on the terms of the offer (**Offer**) set out in the bidder's statement dated 28 October 2022 (**Bidder's Statement**). Capitalised terms in this notice have the same meaning as given in the Bidder's Statement, unless the context requires otherwise.

1 Extension of Offer Period

The Bidder gives notice under section 650D(1) of the Corporations Act that, pursuant to section 650C(1) of the Corporations Act:

- (a) the Offer is varied by extending the period during which the Offer will remain open for acceptance until **7.00pm (Sydney, Australia time) on 18 December 2022**, unless withdrawn or further extended in accordance with the Corporations Act; and
- (b) all references in the Bidder's Statement and Acceptance Form to '11 December 2022', or where '11 December 2022' is deemed to appear, are replaced with '18 December 2022' as the last day of the Offer Period.

2 New date for giving notice as to the status of conditions under the Offer

As a result of the extension of the Offer Period, the Bidder gives notice under section 630(2)(b) of the Corporations Act that:

- (a) the new date for giving notice as to the status of the Conditions of the Offer set out in section 10.3 of the Bidder's Statement, as required by section 630(3) of the Corporations Act, is 9 December 2022 (subject to variations in accordance with the Corporations Act). Accordingly, the reference to '2 December 2022' in the Bidder's Statement as the date for giving the notice on the status of the Conditions is replaced with '9 December 2022'; and
- (b) as at the date of this notice:
 - (i) the Offer and each contract resulting from acceptance of the Offer have not been freed from the Conditions set out in section 10.3 of the Bidder's Statement; and
 - (ii) so far as the Bidder is aware, the Conditions set out in section 10.3 of the Bidder's Statement are not fulfilled at the time of giving this notice.

3 No change to other terms of the Offer

Except for the variation to extend the Offer Period set out in this notice, the terms of the Offer made to you by the Bidder for your Nitro shares remains the same.

5 Date of lodgement with ASIC

A copy of this notice was lodged with ASIC on 2 December 2022. ASIC takes no responsibility for the contents of this notice.

Dated: 2 December 2022

Signed for and on behalf of **Technology Growth Capital LLC** pursuant to a resolution of the directors.



Andrew Gray
President
Technology Growth Capital LLC