



**For all enquiries:**

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**SRN/HIN: SRN WITHELD**

Wednesday, 10 November 2021

Dear Shareholder,

**NITRO A\$140 MILLION FULLY UNDERWRITTEN ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER AND INSTITUTIONAL PLACEMENT**

As announced to ASX on Wednesday, 10 November 2021, Nitro Software Limited (**Nitro** or the **Company**) has entered into a binding agreement to acquire Connective NV, Belgium's leading eSign SaaS business (**Acquisition**). The Company has today also launched a 1 for 11.4 A\$60 million accelerated non-renounceable entitlement offer (**Entitlement Offer**) and an A\$80 million institutional placement (**Institutional Placement**) of new fully paid ordinary shares in Nitro (**New Shares**) at an offer price of A\$3.43 (**Offer Price**) per New Share.

For further information about the Acquisition, including its strategic and financial benefits, please refer to Nitro's ASX Announcement and Investor Presentation dated Wednesday, 10 November 2021.

**Details of the Entitlement Offer and Use of Proceeds**

The Entitlement Offer comprises an approximately A\$37 million institutional offer (**Institutional Entitlement Offer**) and approximately A\$23 million retail offer (**Retail Entitlement Offer**).

The Offer Price of A\$3.43 represents a discount of:

- 9.0% to the theoretical ex-rights price (**TERP**) of A\$3.77<sup>1</sup>; and
- 10.7% to the closing price of A\$3.84 on Tuesday, 9 November 2021.

The proceeds received from the Entitlement Offer and Institutional Placement will be used to fund the cash consideration payable for the Acquisition, as well as transaction and integration costs and general working capital requirements of the Company.

New Shares will be issued on a fully paid basis and will rank equally with existing Shares on issue.

This letter is not an offer document but rather an advance notice of some key terms and conditions of the Entitlement Offer. Further information is set out below in relation to the

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<sup>1</sup> TERP is calculated by reference to Nitro's closing price on Tuesday, 9 November 2021 of A\$3.84 per share, being the last trading date prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Nitro's shares trade immediately after the ex-date of the Entitlement Offer and will depend on many factors and may not approximate TERP. TERP includes New Shares issued under the Institutional Placement.

eligibility of shareholders and the additional information that will be provided to Eligible Retail Shareholders (described below) in connection with the retail component of the Entitlement Offer.

## Action Required by Eligible Retail Shareholders

If you are an Eligible Retail Shareholder (described below) you may take one of the following actions:

- take up all or part of your Entitlement, being 1 New Share for every 11.4 existing shares (**Existing Shares**) you hold on the record date of 7pm (AEDT) Friday, 12 November 2021 (**Record Date**) (**Entitlement**). Fractional Entitlements will be rounded up or down to the nearest whole number; or
- do nothing and let your Entitlements lapse.

## Retail Offer Booklet and Personalised Entitlement & Acceptance Form

Full details of the Retail Entitlement Offer will be set out in an offer booklet (**Retail Offer Booklet**), a copy of which will be available on the ASX website [www.asx.com.au](http://www.asx.com.au) from Tuesday, 16 November 2021.

On or around Tuesday, 16 November 2021, Eligible Retail Shareholders will be sent a Retail Offer Booklet by post or electronically if they elected to receive electronic communications. The Retail Offer Booklet will contain information directing Shareholders on how to apply for New Shares under the Retail Entitlement Offer, and will include a personalised entitlement and acceptance Form (**Entitlement and Acceptance Form**). The personalised Entitlement and Acceptance Form will contain details of a Retail Shareholders Entitlements and their personalised payment details.

Retail Shareholders should read the Retail Offer Booklet carefully and in full before deciding whether to participate in the Retail Entitlement Offer.

Retail Shareholders should also read the announcement to be released by Nitro containing the results of the Institutional Entitlement Offer and Institutional Placement which will be available on the ASX website at [www.asx.com.au](http://www.asx.com.au) from Thursday, 11 November 2021.

## Eligible Retail Shareholders

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (AEDT) on Friday, 12 November 2021;
- have a registered address on the Nitro share register in Australia or New Zealand as at 7.00pm (AEDT) on the Record Date;
- are not in the United States, and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

If you are a Retail Shareholder who does not satisfy each of the criteria listed above, you are an ineligible retail shareholder (**Ineligible Retail Shareholder**). Nitro reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

## Indicative Timetable

EVENT <sup>2</sup>	DATE
Announcement of the Entitlement Offer and Institutional Placement	Wednesday, 10 November 2021
Announcement of results of Institutional Entitlement Offer and Institutional Placement, and Entitlement Offer Letter sent to Eligible Retail Shareholders	Thursday, 11 November 2021
Shares recommence trading on ASX on “ex entitlement” basis	Thursday, 11 November 2021
Record date for the Retail Entitlement Offer (7.00pm AEDT)	Friday, 12 November 2021
Retail Offer Booklet and personalised Entitlement and Acceptance Form made available to Eligible Retail Shareholders	Tuesday, 16 November 2021
Retail Entitlement Offer opens (9.00am AEDT)	Tuesday, 16 November 2021
Settlement of Institutional Entitlement Offer and Institutional Placement	Thursday, 18 November 2021
Allotment and quotation of New Shares under the Institutional Entitlement Offer and Institutional Placement	Friday, 19 November 2021
Retail Entitlement Offer closes (5.00pm AEDT)	Tuesday, 30 November 2021
Results of Retail Entitlement Offer announced	Thursday, 2 December 2021
Settlement of Retail Entitlement Offer	Monday, 6 December 2021
Allotment of New Shares under the Retail Entitlement Offer	Tuesday, 7 December 2021
Dispatch of holding statements for New Shares issued under the Retail Entitlement Offer	Wednesday, 8 December 2021
New Shares under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Wednesday, 8 December 2021

<sup>2</sup> This timetable is indicative only and may change. Nitro reserves the right to amend any or all of these dates and times the timetable for the Entitlement Offer without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Nitro reserves the right to extend the closing date of the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX. All references to time are to AEDT. Nitro also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to the allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicant (without any interest). Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.