

Announcement Summary

---

**Entity name**

NITRO SOFTWARE LIMITED

**Date of this announcement**

Wednesday June 30, 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	467,553	18/06/2021
New class - code to be confirmed	Performance shares	717,051	18/06/2021
New class - code to be confirmed	Unlisted options at an exercise price of A\$2.75 and expiry date of 20 May 2031	178,986	18/06/2021

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

30/6/2021



## 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**

18/6/2021

**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 instalments over the 36 months following such first anniversary

---

Issue details

**Number of +securities**

467,553



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**

Performance shares

**+Security type**

Ordinary fully or partly paid shares/units

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

18/6/2021

**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?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
-------------	---------------------------	-----------------------

Samuel Chandler

Samuel Chandler

409,408

Samuel Chandler

Gina O'Reilly (associate of the KMP)

76,764

**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>[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02364383-3A565428?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02364383-3A565428?access_token=83ff96335c2d45a094df02a206a39ff4)

## Ordinary fully or partly paid shares/units Details

**+Security currency**

AUD - Australian Dollar

**Are there CDIs issued over the +securities?**☒ No

**Is it a Partly Paid class of +security?**☒ No**Is it a stapled class of +security?**☒ 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>[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02364383-3A565428?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02364383-3A565428?access_token=83ff96335c2d45a094df02a206a39ff4)**Any other information the entity wishes to provide about the +securities the subject of this notification**

The Performance Shares are issued under the Company's Employee Incentive Plan (Plan). The principal terms are as follows:

- No cash consideration is payable for the issue of the Performance Shares.
- Performance Shares will be granted annually with a 3-year vesting period.
- 50% of the Performance Shares are to be granted with the market performance hurdle and the other 50% are to be granted with the nonmarket performance hurdles.
- Vesting of the Performance Shares will be attached to the FY21, FY22 and FY23 Performance Years and will vest on 31 December 2023

The detailed terms and conditions are also included in the Notice of the 2021 AGM in resolution 4 and 5.

## Issue details

**Number of +securities**

717,051

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

New class - code to be confirmed

**+Security description**

Unlisted options at an exercise price of A\$2.75 and expiry date of 20 May 2031

**+Security type**

Options

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

18/6/2021

**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	Exercise price	Expiry date
AUD - Australian Dollar	AUD 2.75000000	20/5/2031

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 Options are each exercisable into one Share at an exercise price of A\$2.75 on or before the expiry date of 20 May 2031.
- 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
  - Continuing service vesting conditions



Issue details

---

**Number of +securities**

178,986

---







## 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 30.89C	1,586,421
NTOAM : OPTION EXPIRING 11-DEC-2029 EX \$1.72	1,587,240
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 29.8C	54,000
NTOAF : OPTION EXPIRING 09-AUG-2025 EX 30.8C	63,000
NTOAG : OPTION EXPIRING 28-NOV-2025 EX 30.8C	166,500
NTOAH : OPTION EXPIRING 30-APR-2027 EX 34.5C	281,978
NTOAI : OPTION EXPIRING 31-DEC-2027 EX 37.2C	746,565
NTOAJ : OPTION EXPIRING 24-JUL-2028 EX 37.2C	48,150
NTOAK : OPTION EXPIRING 24-MAR-2029 EX 38.5C	669,483



NTOAS : OPTION EXPIRING 21-JAN-2031 EX \$3.05	333,854
NTOAP : OPTION EXPIRING 24-JUN-2030 EX \$1.47	1,348,570
NTOAN : OPTION EXPIRING 27-MAR-2030 EX 97.5C	963,613
NTOAQ : OPTION EXPIRING 23-SEP-2030 EX \$2.49	3,150,503
NTOAR : RESTRICTED SHARE AWARD	4,119,894
NTOAO : PERFORMANCE RIGHTS	2,258,144
NTOAT : OPTION EXPIRING 23-MAR-2031 EX \$2.60	367,198
New class - code to be confirmed : Performance shares	717,051
New class - code to be confirmed : Unlisted options at an exercise price of A\$2.75 and expiry date of 20 May 2031	178,986



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