

Announcement Summary

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**Entity name**

NITRO SOFTWARE LIMITED

**Date of this announcement**

Monday July 25, 2022

**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	2,572,525	03/06/2022
New class - code to be confirmed	Unlisted Options, @AUD 1.40 expiring 3 June 2032	60,000	03/06/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**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**

25/7/2022



## Part 2 - Issue details

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### **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

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**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**

3/6/2022

**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

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Issue details

**Number of +securities**

2,572,525

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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 1.40 expiring 3 June 2032

**+Security type**

Options

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

3/6/2022

**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 1.41000000

**Expiry date**

3/6/2032

**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\$1.41 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

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**Number of +securities**

60,000

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## 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	243,842,752

## 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	893,633
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	246,157
NTOAI : OPTION EXPIRING 31-DEC-2027 EX 48.03C	412,900
NTOAJ : OPTION EXPIRING 24-JUL-2028 EX 48.03C	30,411
NTOAK : OPTION EXPIRING 24-MAR-2029 EX 48.03C	239,733
NTOAS : OPTION EXPIRING 21-JAN-2031 EX \$3.05	273,947



NTOAAB : OPTION EXPIRING 23-SEP-2031 EX \$3.67	80,000
NTOAP : OPTION EXPIRING 24-JUN-2030 EX \$1.47	1,143,727
NTOAN : OPTION EXPIRING 27-MAR-2030 EX 97.5C	835,246
NTOAQ : OPTION EXPIRING 23-SEP-2030 EX \$2.49	2,136,064
NTOAR : RESTRICTED SHARE AWARD	4,935,428
NTOAO : PERFORMANCE RIGHTS	1,005,016
NTOAU : PERFORMANCE SHARES	704,376
NTOAV : OPTION EXPIRING 20-MAY-2031 EX \$2.75	178,986
NTOAT : OPTION EXPIRING 23-MAR-2031 EX \$2.60	362,731
NTOAAA : OPTION EXPIRING 28-OCT-2031 EX \$3.58	120,000
NTOAW : OPTION EXPIRING 25-AUG-2031 EX \$3.41	80,000
NTOAAC : OPTION EXPIRING 27-DEC-2031 EX \$2.40	97,429
New class - code to be confirmed : Unlisted Options, @AUD 1.40 expiring 3 June 2032	60,000



Part 5 - Other Listing Rule requirements

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**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?**

☒ No

**5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

☒ Yes

**5.2a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

26/5/2022