



## Announcement Summary

**Entity name**

NITRO SOFTWARE LIMITED

**Date of this announcement**

Monday January 17, 2022

**The +securities the subject of this notification are:**☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX**Total number of +securities to be issued/transferred**

| ASX +security code               | Security description                                  | Total number of +securities to be issued/transferred | Issue date |
|----------------------------------|---|--|------------|
| NTOAS                            | OPTION EXPIRING 21-JAN-2031 EX \$3.05                 | 3,657  | 08/10/2021 |
| NTOAN                            | OPTION EXPIRING 27-MAR-2030 EX 97.5C                  | 9,375  | 08/10/2021 |
| NTOAR                            | RESTRICTED SHARE AWARD                                | 104,443  | 29/11/2021 |
| NTOAR                            | RESTRICTED SHARE AWARD                                | 373,574  | 27/12/2021 |
| NTOAO                            | PERFORMANCE RIGHTS                                    | 516,824  | 08/10/2021 |
| NTOAU                            | PERFORMANCE SHARES                                    | 57,778   | 29/11/2021 |
| New class - code to be confirmed | Unlisted Options, @AUD 2.40 expiring 27 December 2031 | 97,429   | 27/12/2021 |

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

17/1/2022



## Part 2 - Issue details

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### 2.1 The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

### 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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**ASX +security code and description**

NTOAR : RESTRICTED SHARE AWARD

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

29/11/2021

**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 installments over the 36 months following such first anniversary

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Issue details

**Number of +securities**

104,443

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**ASX +security code and description**

NTOAR : RESTRICTED SHARE AWARD



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

27/12/2021

**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 installments over the 36 months following such first anniversary

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Issue details

**Number of +securities**

373,574

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**ASX +security code and description**

NTOAU : PERFORMANCE SHARES

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

29/11/2021

**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 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.

#### Issue details

Number of +securities

57,778

ASX +security code and description

NTOAO : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

8/10/2021

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 performance rights were erroneously ceased/cancelled in the Appendix 3H filed on 10 November 2021. The securities that should have been ceased/cancelled were Restricted share awards. This filing corrects the error

Issue details

**Number of +securities**

516,824

**ASX +security code and description**

NTOAN : OPTION EXPIRING 27-MAR-2030 EX 97.5C

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

8/10/2021

**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 options were erroneously ceased/cancelled in the Appendix 3H filed on 10 November 2021. This filing corrects the error



Issue details

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**Number of +securities**

9,375

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**ASX +security code and description**

NTOAS : OPTION EXPIRING 21-JAN-2031 EX \$3.05

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

8/10/2021

**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 options were erroneously ceased/cancelled in the Appendix 3H filed on 10 November 2021. This filing corrects the error

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Issue details

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**Number of +securities**

3,657





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

**ASX +security code**

New class - code to be confirmed

**+Security description**

Unlisted Options, @AUD 2.40 expiring 27 December 2031

**+Security type**

Options

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

27/12/2021

**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**

AUD - Australian Dollar

**Exercise price**

AUD 2.40000000

**Expiry date**

27/12/2031

**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 principal terms of the Options are as follows:

- 1) The Options are each exercisable into one Share at an exercise price of A\$2.40 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

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Issue details

**Number of +securities**

97,429

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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          | 242,270,961                          |

## 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 | 1,076,188                            |
| 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 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 | 252,907                              |
| NTOAI : OPTION EXPIRING 31-DEC-2027 EX 48.03C | 674,047                              |
| NTOAJ : OPTION EXPIRING 24-JUL-2028 EX 48.03C | 45,117                               |
| NTOAK : OPTION EXPIRING 24-MAR-2029 EX 48.03C | 479,646                              |



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| NTOAS : OPTION EXPIRING 21-JAN-2031 EX \$3.05  | 301,698   |
| NTOAAB : OPTION EXPIRING 23-SEP-2031 EX \$3.67   | 80,000    |
| NTOAP : OPTION EXPIRING 24-JUN-2030 EX \$1.47  | 1,170,913 |
| NTOAN : OPTION EXPIRING 27-MAR-2030 EX 97.5C   | 942,715   |
| NTOAQ : OPTION EXPIRING 23-SEP-2030 EX \$2.49  | 2,535,771 |
| NTOAR : RESTRICTED SHARE AWARD   | 4,000,753 |
| NTOAO : PERFORMANCE RIGHTS   | 2,258,144 |
| NTOAU : PERFORMANCE SHARES   | 774,829   |
| 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    |
| New class - code to be confirmed : Unlisted Options, @AUD 2.40 expiring 27 December 2031 | 97,429    |



## 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?**

☒ Yes

**5.1a Select the number of the applicable exception in Listing Rule 7.2**

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