



2 February 2023

## ALLUDO TRANSACTION UPDATE

**Nitro Software Limited (ASX:NTO) (Nitro or the Company)** refers to the First Supplementary Bidder's Statement (**First Supplementary Bidder's Statement**) of Rocket BidCo Pty Ltd (ACN 664 004 773) (a wholly owned subsidiary of Cascade Parent Limited) (together **Alludo**).

### **Alludo will not increase its offer of A\$2.15 cash per Nitro Share**

In the First Supplementary Bidder's Statement, Alludo states that the offer price of A\$2.15 cash per Nitro Share **will not be increased** under the Alludo Scheme or the Alludo Takeover Offer. The effect of the First Supplementary Bidder's Statement is that, under Australia's truth in takeovers policy, Alludo is bound by its statement not to increase the offer price under the Alludo Scheme or the Alludo Takeover Offer.

### **Alludo Scheme Meeting**

The Alludo Scheme Meeting is scheduled for **10:00am (AEDT) on 3 February 2023** at Allens, Deutsche Bank Place, Level 28, 126 Phillip Street, Sydney and virtually via <https://web.lumiagm.com/#/m/389401416>. Further details on how to participate in the Alludo Scheme Meeting in person and via the online meeting platform are set out in the Transaction Booklet, which is available at <https://ir.gonitro.com/Investor-Centre/>.

### **Nitro Board's unanimous recommendation**

The Nitro Board continues to unanimously recommend that Nitro Shareholders **vote in favour of the Alludo Scheme** at the Alludo Scheme Meeting and, at the same time, **accept the Alludo Takeover Offer**, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Alludo Scheme is in the best interests of Nitro Shareholders and that the Alludo Takeover Offer is fair and reasonable.

### Changes to the indicative timetable<sup>1</sup>

The Second Court Hearing in relation to the Alludo Scheme has been rescheduled for **10:00am (AEDT) on Friday, 10 February 2023**.

The Effective Date, Alludo Scheme Record Date and Implementation Date will consequently be affected by the change to the Second Court Date as follows:

| Event                     | Previously announced date | New date         |
|---------------------------|---------------------------|------------------|
| Alludo Scheme Meeting     | 3 February 2023           | Unchanged        |
| Second Court Date         | 6 February 2023           | 10 February 2023 |
| Effective Date            | 7 February 2023           | 13 February 2023 |
| Alludo Scheme Record Date | 14 February 2023          | 20 February 2023 |
| Implementation Date       | 22 February 2023          | 28 February 2023 |

### Ends

This announcement is authorised for release by the Nitro Chairman.

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<sup>1</sup> This timetable is indicative only. The Company reserves the right to vary the dates, which may have a consequential effect on the other dates. Any further amendments to the timetable will be announced to ASX.

# ENQUIRIES

## Investors

Nitro  
Investor Relations  
+1 650 507 4777  
[investorrelations@gonitro.com](mailto:investorrelations@gonitro.com)

## Media

Cato & Clive  
Clive Mathieson  
+61 411 888 425  
[clive@catoandclive.com](mailto:clive@catoandclive.com)

## Registered Office

Level 7, 330 Collins Street  
Melbourne  
Victoria 3000  
Australia

## Information Line

For further information on the Alludo Transaction, please contact the Nitro Shareholder Information Line on 1300 381 572 (within Australia) or +61 2 9066 4082 (outside Australia), Monday to Friday between 9:00am and 5:00pm (AEDT).

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