



# Retail Entitlement Offer Booklet

## Nitro Software Limited

(ACN 079 215 419)

**Details of a 1 for 11.4 accelerated non-renounceable pro-rata entitlement offer of Nitro Software Limited ordinary shares (“New Shares”) at an offer price of A\$3.43 per New Share**

**Retail Entitlement Offer closes at 5.00pm (AEDT) on Tuesday, 30 November 2021**

### **NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES**

This Retail Entitlement Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both should be read carefully and in their entirety. This Retail Entitlement Offer Booklet is not a prospectus under the Corporations Act 2001 (*Cth*) (**Corporations Act**) and has not been lodged with the Australian Securities and Investments Commission (**ASIC**). Please call your stockbroker, solicitor, accountant or other professional adviser if you would like advice in relation to your participation in the Retail Entitlement Offer. Please call the Share Registry at 1300 556 161 (inside Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer period if you have any other questions.



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# Is This Booklet Relevant to You?

This Retail Entitlement Offer Booklet is relevant to you if you are an Eligible Retail Shareholder.

In this Retail Entitlement Offer Booklet, references to “you” are references to Eligible Retail Shareholders and references to “your Entitlement” or “your Retail Entitlement” or “your Entitlement and Acceptance Form” are references to the Entitlement or Entitlement and Acceptance Form of Eligible Retail Shareholders.

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Shares as at 7.00pm (AEDT) on the Record Date of 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 Nitro ordinary 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.

Refer to Section 6.1 (“Important Information”) for further details.

## Important Notices

This Retail Entitlement Offer Booklet has been issued by Nitro Software Limited ACN 079 215 419 (**Nitro**).

Defined terms used in these important notices have the meaning given in this Retail Entitlement Offer Booklet.

This Retail Entitlement Offer Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC. The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Retail Entitlement Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision. The information in this Retail Entitlement Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Retail Entitlement Offer Booklet should be read in its entirety before you decide to participate in the Retail Entitlement Offer. Eligible Retail Shareholders should conduct their own independent review, investigations and analysis of Nitro, the New Shares and obtain any professional advice they may require to evaluate the merits and risks of an investment in Nitro before making any investment decision.

In particular, you should consider:

- the risk factors outlined in the “Key Risks” section of the Investor Presentation and included in Section 4 of this Retail Entitlement Offer Booklet for a summary of certain general and Nitro specific risk factors that may affect the operating and financial performance of Nitro or the value of an investment in Nitro; and
- the Announcements in Section 4 of this Retail Entitlement Offer Booklet, Nitro’s interim and annual reports and other announcements made by Nitro which are available at [www.asx.com.au](http://www.asx.com.au) (including announcements which may be made by Nitro after the publication of this Retail Entitlement Offer Booklet).

This Retail Entitlement Offer Booklet (other than the Announcements) is dated Tuesday, 16 November 2021. The Announcements are current as at Wednesday, 10 November 2021 (in respect of the Investor Presentation and Launch Announcement) and Thursday, 11 November 2021 (in respect of the Institutional Completion Announcement). This Retail Entitlement Offer Booklet remains subject to change without notice.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Entitlement Offer Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Entitlement Offer Booklet.

## No Overseas Offering

This Retail Entitlement Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Retail Entitlement Offer Booklet does not constitute an offer to Ineligible Retail Shareholders and may not be distributed in the United States, and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States. Refer to the “United States disclaimer” below for further information.

This Retail Entitlement Offer Booklet is not to be distributed in, and no offer of New Shares is to be made, in countries other than Australia and New Zealand or other jurisdictions that Nitro has determined to extend the Retail Entitlement Offer into.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements, the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Retail Entitlement Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this Retail Entitlement Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Nitro to lawfully receive your Application Monies.

### **New Zealand**

The Entitlements and the New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. The offer of New Shares is non-renounceable in favour of members of the public.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **United States**

None of the information in this Retail Entitlement Offer Booklet or the Entitlement and Acceptance Form that will accompany this Retail Entitlement Offer Booklet when it is dispatched to Eligible Retail Shareholders (as set out in the Key dates section) constitutes an offer to sell or the solicitation of an offer to buy any securities in the United States or to any person acting for the account or benefit of any person in the United States. None of the Retail Entitlement Offer Booklet (or any part of it), the accompanying Chairman's Letter, ASX announcements or the Entitlement and Acceptance Form when that is to be made available, may be distributed or released, directly or indirectly, in the United States.

The Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by, and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States or to any person acting for the account or benefit of any person in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction in the United States. The New Shares in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

### **Taxation**

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 5 of this Retail Entitlement Offer Booklet provides for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for certain Eligible Retail Shareholders that are Australian residents. The guide does not take into account the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Nitro recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

### **Privacy**

Nitro collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Nitro.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Nitro (directly or through the Share Registry). Nitro collects, holds and will use that information to assess your Application. Nitro collects your personal information to process and administer your shareholding in Nitro and to provide related services to you. Nitro may disclose your personal information for purposes related to your shareholding in Nitro, including to the Share Registry, Nitro's related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Nitro holds about you. To make a request for access to your personal information held by (or on behalf of) Nitro, please contact Nitro through the Share Registry.

## **Future Performance and Forward-Looking Statements**

This Retail Entitlement Offer Booklet contains certain “forward looking statements”. The words “expect”, “anticipate”, “estimate”, “intend”, “believe”, “guidance”, “should”, “could”, “may”, “will”, “predict”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Retail Entitlement Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

This Retail Entitlement Offer Booklet includes statements regarding certain plans, strategies and objectives of management and expected financial performance, effects of the Retail Entitlement Offer and use of proceeds. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables and changes in underlying assumptions which could cause actual results or trends to differ materially. Refer to the “Key Risks” of the Investor Presentation and included in Section 4 of this Retail Entitlement Offer Booklet for a summary of certain risk factors that may affect Nitro. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including Nitro). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this Retail Entitlement Offer Booklet will actually occur. Actual results, performance or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based.

The forward-looking statements in this Retail Entitlement Offer Booklet speak only as of the date of this Retail Entitlement Offer Booklet. Subject to any continuing obligations under applicable law or any relevant ASX Listing Rules, Nitro disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this Retail Entitlement Offer Booklet to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based. Nothing in this Retail Entitlement Offer Booklet will under any circumstances create an implication that there has been no change in the affairs of Nitro since the date of this Retail Entitlement Offer Booklet.

## **Financial Information**

For further information on the financial information for Nitro provided in this Retail Entitlement Offer Booklet, investors should refer to the “Important Notice and Disclaimer” section in the Investor Presentation released to the ASX on Wednesday, 10 November 2021, a copy of which is included in Section 4 of this Retail Entitlement Offer Booklet.

The Historical Financial Information provided in this Retail Entitlement Offer Booklet is for illustrative purposes only and is not represented as being indicative of Nitro’s views on its future financial condition and/or performance. Accordingly, investors should treat this information with appropriate caution.

## **Past Performance**

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future Nitro performance including future share price performance.

## **Risks**

Refer to the “Key Risks” section of the Investor Presentation and included in Section 4 of this Retail Entitlement Offer Booklet for a summary of the general and specific risk factors that may affect Nitro. Investors should consider these risks carefully in light of their personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer.

## **Definitions, Times and Dates**

Defined terms used in this Retail Entitlement Offer Booklet are contained in Section 7 of this Retail Entitlement Offer Booklet. Times and dates in this Retail Entitlement Offer Booklet are indicative only and subject to change. All times and dates refer to AEDT. Refer to the “Key Dates” section of this Retail Entitlement Offer Booklet for more details.

## **Currency**

Unless otherwise stated, all dollar values in this Retail Entitlement Offer Booklet are in Australian dollars (A\$ or AUD).

## **Trading New Shares**

To the maximum extent permitted by law, Nitro will have no responsibility and disclaims all liability (including without limitation liability for negligence) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Nitro or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

Refer to Section 6 (“Important Information”) for details.

# Chairman's Letter

Dear Shareholder,

On behalf of the Directors of Nitro Software Limited (**Nitro** or the **Company**), I am pleased to invite you to participate in a 1 for 11.4 accelerated non-renounceable entitlement offer of new fully paid ordinary shares in Nitro (**New Shares**) at an offer price of A\$3.43 (**Offer Price**) per New Share (**Entitlement Offer**).

Nitro has entered into binding agreement to acquire Connective NV (**Connective**) (**Acquisition**).

The proceeds received from the Entitlement Offer and the Institutional Placement conducted in conjunction with the Entitlement Offer 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.

## Acquisition of Connective

Connective is Belgium's leading eSign SaaS business, with fast-growing market share in France and customers in 11 other European countries. Connective's business focuses on serving the needs of enterprise and government customers that require high levels of trust, security and regulatory compliance, while also offering expansive electronic identity (**eID**) support and a powerful document workflow automation solution. The Acquisition is in line with Nitro's product-driven strategy, significantly accelerating and enhancing Nitro's eSign, eID and document workflow capabilities as customers increasingly demand high-trust and automated signing solutions. Following the Acquisition, Nitro will be well positioned as a global player in the fast-growing enterprise eSign market.

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, which are contained within this Retail Entitlement Offer Booklet (refer to Section 4).

The Acquisition is subject to customary closing conditions and is expected to be completed in December 2021.

## Details of the Entitlement Offer

The Entitlement Offer comprises an institutional offer (**Institutional Entitlement Offer**) and a retail offer (**Retail Entitlement Offer**). The Retail Entitlement Offer is expected to raise approximately A\$23 million.

As announced to the ASX on Thursday, 11 November 2021, Nitro successfully completed the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) and A\$80 million Institutional Placement, which together raised approximately A\$117 million. The New Shares issued under the Institutional Entitlement Offer and the Institutional Placement are expected to commence trading on Friday, 19 November 2021.

Under the Retail Entitlement Offer, Eligible Retail Shareholders with a registered address in Australia or New Zealand are entitled to subscribe for 1 New Share for every 11.4 existing fully paid ordinary shares in Nitro (**Shares**) held at 7.00pm (AEDT) on Friday, 12 November 2021 (**Record Date**), at the Offer Price of A\$3.43 per New Share. This is the same price which was offered to institutional investors who participated in the Institutional Entitlement Offer and the Institutional Placement (and as set out in the Entitlement and Acceptance Form that is enclosed with this Retail Entitlement Offer Booklet).

The Offer Price 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.

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

The Retail Entitlement Offer is fully underwritten by Morgan Stanley Australia Securities Limited (ABN 55 078 652 276) (**Morgan Stanley**) and UBS Securities Australia Limited (ACN 008 586 481) (**UBS**) and together with Morgan Stanley, the **Underwriters**.

1 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 and Institutional Placement. 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 the ex-dividend date will depend on many factors and may not approximate TERP. TERP includes New Shares issued under the Institutional Placement.



## Further Information and Application Instructions

The number of New Shares that you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed with this Retail Entitlement Offer Booklet.

It is important that you determine whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. The Entitlement Offer is non-renounceable and therefore your Entitlement is not tradeable on the ASX or any other exchange, cannot be sold and is not otherwise transferable. This means that you will not receive any value for Entitlements you do not take up and your percentage ownership of Nitro will be reduced.

The Nitro Board encourages you to read this Retail Entitlement Offer Booklet carefully (in particular, the “Key Risks” section set out in the Investor Presentation, which contains a number of key risks associated with an investment in Nitro). You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

**The Retail Entitlement Offer closes at 5.00pm (AEDT) on Tuesday, 30 November 2021 (Closing Date).**

On behalf of the Nitro Board, I encourage you to consider this investment opportunity and thank you for your ongoing support of Nitro.

Yours sincerely,

**Kurt Johnson**

Executive Chairman, Nitro Software Limited



# Summary of the Entitlement Offer

<b>Ratio</b>	1 New Share for every 11.4 existing Shares in Nitro
<b>Offer Price</b>	A\$3.43 per New Share
<b>Size</b>	Approximately 17.5 million New Shares
<b>Gross Proceeds</b>	Approximately A\$60 million, comprising approximately A\$37 million under the Institutional Entitlement Offer and approximately A\$23 million under the Retail Entitlement Offer
<b>Renounceable</b>	The Entitlement Offer is non-renounceable
<b>Underwritten</b>	The Offer is fully underwritten on the terms and conditions of the Underwriting Agreement

## Key Dates

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 an “ex entitlement” basis	Thursday, 11 November 2021
Record date for the Retail Entitlement Offer (7.00pm AEDT)	Friday, 12 November 2021
Retail Entitlement Offer Booklet and personalised Entitlement and Acceptance Form dispatched 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

## Enquiries

If you have any questions, please contact the Share Registry at 1300 556 161 (inside Australia) or +61 3 9415 4000 (outside Australia) at any time between 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer period, or if you require advice about your participation in the Entitlement Offer, consult your stockbroker, accountant or other independent professional adviser.

<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.

# 1. Summary of Options Available to You

If you are an Eligible Retail Shareholder (as defined in Section 6.1 (“Important Information”)) you may take one of the following actions:

- take up all or part of your Entitlement; or
- do nothing and let your Entitlements lapse.

You are not able to apply for New Shares in excess of your Entitlement.

If you are a retail shareholder that is not an Eligible Retail Shareholder, you are an **Ineligible Retail Shareholder**. Ineligible Retail Shareholders are not entitled to participate in the Offer.

Options available to you	Key considerations
<b>Option 1:</b> Take up all or part of your Entitlement	<ul style="list-style-type: none"> <li>• You may elect to purchase New Shares at the Offer Price (see Section 3 (“How to Apply”) for instructions on how to take up your Entitlement).</li> <li>• The New Shares will rank equally in all respects with existing Shares (including rights to dividends and distributions).</li> <li>• The Retail Entitlement Offer closes at 5.00pm (AEDT) on Tuesday, 30 November 2021.</li> <li>• Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Eligible Retail Shareholders who do not take up their rights in full will not receive any value in respect of those rights they do not take up.</li> <li>• If you do not take up your Entitlement in full, you will have your percentage holding in Nitro reduced as a result of dilution by the New Shares issued under the Entitlement Offer.</li> </ul>
<b>Option 2:</b> Do nothing and let your Entitlements lapse	<ul style="list-style-type: none"> <li>• To the extent you do not take up all of your Entitlements, your Entitlements lapse.</li> <li>• The New Shares not subscribed for will form part of the Retail Shortfall.</li> <li>• Your Entitlement is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred.</li> <li>• If you do not take up your Entitlement, you will not receive any payment or value for your Entitlement.</li> <li>• If you do not take up your Entitlement, you will have your percentage holding in the Company reduced as a result of the Entitlement Offer.</li> </ul>

If you have any doubt about how you should deal with your Entitlements, you should seek professional advice from an adviser who is licensed by ASIC to give that advice before making any investment decision.

You should carefully read:

- The “Key Risks” section of the Investor Presentation and included in Section 4 of this Retail Entitlement Offer Booklet; and
- Section 5 of this Retail Entitlement Offer Booklet for information on the Australian taxation implications of each option.

## 2. Details of the Entitlement Offer

Nitro is conducting a 1 for 11.4 pro-rata accelerated non-renounceable entitlement offer to Shareholders as at the Record Date at the Offer Price of A\$3.43.

The Entitlement Offer is underwritten by the Underwriters on the terms of an Underwriting Agreement with the Underwriters which sets out their rights (including rights of termination) and obligations with respect to the Entitlement Offer (**Underwriting Agreement**) and will raise up to approximately A\$60 million (before the deduction of related expenses) and result in the issue of up to approximately 17.5 million New Shares. See Section 6.16 for further details about the underwriting arrangements. Please see Section 6.16 for further details of the underwriting arrangements.

### 2.1 Institutional Entitlement Offer and Institutional Placement

On Thursday, 11 November 2021, Nitro announced to the ASX that it had successfully completed the Institutional Entitlement Offer and the Institutional Placement, raising approximately A\$117 million. Settlement of the Institutional Entitlement Offer and the Institutional Placement is expected to occur on Thursday, 18 November 2021. The 34 million New Shares to be issued under the Institutional Entitlement Offer and the Institutional Placement are expected to be allotted and commence trading on Friday, 19 November 2021.

### 2.2 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders (as defined in Section 6.1 (“Important Information”)), who are being invited to subscribe for 1 New Share for every 11.4 existing Shares held as at the Record Date at 7.00pm (AEDT) on Friday, 12 November 2021, at the Offer Price of A\$3.43 per New Share. The offer ratio and Offer Price under the Retail Entitlement Offer are the same as for the Institutional Entitlement Offer.

You should note that not all Nitro shareholders will be eligible to participate in the offer of New Shares. Please read Section 6.1 (“Important Information”) for more information.

The Retail Entitlement Offer opens on Tuesday, 16 November 2021. The Retail Entitlement Offer Booklet will be dispatched on Tuesday, 16 November 2021, along with a personalised Entitlement and Acceptance Form, to Eligible Retail Shareholders. The Retail Entitlement Offer is expected to close at 5.00pm (AEDT) on Tuesday, 30 November 2021.

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

As a result, this Retail Entitlement Offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read and understand the information on Nitro and the Retail Entitlement Offer made publicly available by Nitro, prior to taking up all or part of their Entitlement. In particular, please refer to the Offer materials enclosed in Section 4 of this Retail Entitlement Offer Booklet, Nitro’s latest interim and annual report, other announcements made available at [www.asx.com.au](http://www.asx.com.au) and all other parts of this Retail Entitlement Offer Booklet carefully before making any decisions in relation to your Entitlement.

Please consult with your stockbroker, solicitor, accountant or other independent professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer. You should also refer to the “Key Risks” section in the Investor Presentation released to ASX on Wednesday, 10 November 2021, a copy of which is included in Section 4 of this Retail Entitlement Offer Booklet.

## 3. How to Apply

### 3.1 Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 11.4 Shares you held as at the Record Date of 7.00pm (AEDT) on Friday, 12 November 2021. Where fractions arise in the calculation of Entitlements, they will be rounded up or down to the nearest whole number of New Shares (with fractions of exactly one half to be rounded up).

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally with existing Nitro Shares on issue.

The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (see definition of 'Eligible Retail Shareholder' in Section 6.1 ("Important Information")).

#### Nominees

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders (as defined in Section 6.1 ("Important Information")) on the register of Nitro at 7.00pm (AEDT) on the Record Date of Friday, 12 November 2021. Nitro does not undertake to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

Any person (such as a nominee or custodian) that is or is acting for the account or benefit of a person in the United States may not participate in the Retail Entitlement Offer on behalf of such persons in the United States, and may not send this Retail Entitlement Offer Booklet or any other materials into the United States.

Nitro does not undertake to advise you on any foreign laws or of how the restrictions apply to you.

### 3.2 Options Available to You

If you are an Eligible Retail Shareholder, you may do any one of the following:

- take up all or part of your Entitlement (refer to Section 3.3); or
- do nothing and let your Entitlements lapse (refer to Section 3.4).

You are not able to apply for New Shares in excess of your Entitlement.

Ineligible Retail Shareholders do not have any entitlement to participate in the Entitlement Offer. Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer will have their percentage holding in Nitro reduced. Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in Nitro stay the same (if they take up all of their Entitlement) or reduce (if they take up only part of their Entitlement).

The Closing Date for the acceptance of the Retail Entitlement Offer is **5.00pm (AEDT) on Tuesday, 30 November 2021** (however, that date may be varied by Nitro, in accordance with the ASX Listing Rules and the Underwriting Agreement).

### 3.3 Take Up All or Part of Your Entitlement

If you decide to take up all or part of your Entitlement, there are two different ways you can submit your Application and Application Monies (refer to Section 3.6 for instructions). **Payment must be received by the Share Registry by no later than 5.00pm (AEDT) on Tuesday, 30 November 2021.**

If you take up all or part of your Entitlement you will be issued your New Shares on or about Tuesday, 7 December 2021. Nitro's decision on the number of New Shares to be issued to you will be final. If Nitro receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment will be treated as an Application for as many New Shares as your payment will pay for in full.

Nitro also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if Nitro believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Nitro's satisfaction.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by direct credit to the nominated bank account as noted on the share register as at the Closing Date or by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders). No interest will be paid on refunded amounts.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in Nitro reduced.

### 3.4 Take No Action and Let Your Entitlements Lapse

If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can the Entitlement be privately transferred.

### 3.5 Consequences of Not Accepting All or Part of Your Entitlement

By allowing part or all of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement in full and you will not receive any value for any part of your Entitlement which lapses. Your interest in Nitro will also be diluted.

### 3.6 Payment

There are two different ways you can submit your Application and Application Monies.

**Payment via BPAY® is highly recommended in light of delays to postal services caused by the COVID-19 pandemic.**

If you are unable to pay by BPAY®, payments can be made by cheque, bank draft or money order.

Cash payments will not be accepted. Receipts for payment will not be issued.

Nitro will treat you as applying for as many New Shares as your Application Monies will pay for in full up to your full Entitlement (at the Offer Price).

Any Application Monies received for more than your final allocation of New Shares will be refunded (only where the amount is A\$1.00 or greater) as soon as practicable. No interest will be paid on any Application Monies received or refunded.

### 3.7 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that when paying via BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and in the Important Information Section of this Retail Entitlement Offer Booklet; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

**It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (AEDT) on Tuesday, 30 November 2021** (subject to variation). You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

Please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the CRN specific to the Entitlement on that Entitlement and Acceptance Form.

Any Application Monies received for more than your final allocation of New Shares will be refunded (only where the amount is A\$1.00 or greater) as soon as practicable. No interest will be paid on any Application Monies received or refunded.

### 3.8 Payment by Cheque, Bank Draft or Money Order

To apply and pay by cheque, bank draft or money order, please complete the personalised Entitlement and Acceptance Form accompanying this Retail Entitlement Offer Booklet and return the form to the Share Registry (address details below) via post together with a cheque, bank draft or money order, which must be:

- for an amount equal to the full Application Monies (being the Offer Price multiplied by the number of New Shares you are applying for, up to your Entitlement);
- in Australian currency drawn on an Australian branch of a financial institution; and
- made payable to 'Nitro Software Limited' and crossed 'Not Negotiable'.

A copy of your personalised Entitlement and Acceptance Form is also available at [www.investorcentre.com/contact](http://www.investorcentre.com/contact).

You should ensure that sufficient funds are held in any relevant account(s) to cover the full Application Monies.

Please note that cash payments will not be accepted. Receipts for payment will not be issued.

**You need to ensure that your completed Entitlement and Acceptance Form and cheque, bank draft or money order reach the Share Registry by 5.00pm (AEDT) on Tuesday, 30 November 2021 (subject to variation).**

By post to:

Computershare Investor Services Pty Limited  
GPO BOX 52  
Melbourne VIC 3001  
Australia

Entitlement and Acceptance Forms (and payments for any Application Monies) will not be accepted at any other address of if delivered by hand.

For the convenience of Eligible Retail Shareholders with an address on the register in Australia, an Australian reply paid envelope addressed to the Share Registry has been enclosed with this Offer Booklet. **While these envelopes have been enclosed, payment via BPAY® is still highly recommended in light of delays to postal services.**

If you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold.

### 3.9 New Zealand Holders

Eligible Retail Shareholders who are resident in New Zealand and are unable to pay via BPAY® by the Closing Date should contact the Share Registry at +61 3 9415 4000 from 8.30am to 5.30pm (AEDT) Monday to Friday or online at [www.investorcentre.com/contact](http://www.investorcentre.com/contact) to make alternative arrangements.

### 3.10 Entitlement and Acceptance Form is Binding

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application Monies constitutes a binding acceptance to acquire New Shares on the terms and conditions set out in this Retail Entitlement Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. Nitro's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY®, you will be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- you have read and understand this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Entitlement Offer Booklet, and Nitro's constitution;
- you authorise Nitro to register you as the holder(s) of New Shares allotted to you;
- you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- once Nitro receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;



- For personal use only
- you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY® at the Offer price;
  - you authorise Nitro, the Underwriters, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
  - you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
  - the information contained in this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
  - this Retail Entitlement Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Nitro and is given in the context of Nitro's past and ongoing continuous disclosure announcements to ASX, which is publicly available at [www.asx.com.au](http://www.asx.com.au);
  - you have read and understood the statement of key risks in the "Key Risks" section of the Investor Presentation included in Section 4 of this Retail Entitlement Offer Booklet, and understand and acknowledge that investments in Nitro are subject to risk;
  - none of Nitro, the Underwriters, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Nitro, nor do they guarantee the repayment of capital;
  - you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
  - you authorise Nitro to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
  - you represent and warrant (for the benefit of Nitro, the Underwriters and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
  - you represent and warrant that the law of any place does not prohibit you from being given this Retail Entitlement Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
  - you represent and warrant that you are Eligible Retail Shareholders and 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 and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
  - you and each person on whose account you are acting understand and acknowledge that the New Shares have not been, or will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States and may not be offered, sold or otherwise transferred in the United States. You further acknowledge that the New Shares may only be offered, sold or resold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act;
  - you are subscribing for Entitlements and/or purchasing New Shares outside the United States (i.e., in an "offshore transaction" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act);
  - you have not and will not send this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States, to any person acting for the account or benefit of a person in the United States, or to any person in any other country outside Australia and New Zealand;
  - if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, including in regular way transactions on the ASX or otherwise where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;



- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any information or materials relating to the Retail Entitlement Offer to any such person; and
- determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer, and in particular, the question as to whether an eligible shareholder is an Eligible Institutional Shareholder or an Eligible Retail Shareholder, is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Nitro and/or the Underwriters. Nitro and the Underwriters disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

### 3.11 Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions, please contact the Share Registry at 1300 556 161 (inside Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer period. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

## 4. ASX Offer Announcement



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Wednesday, 10 November 2021

### eSign Acquisition and A\$140 Million Capital Raising

**Nitro Software Limited (ASX: NTO)** ('Nitro' or the 'Company') is pleased to announce it has entered into a binding agreement to acquire Connective NV ('**Connective**') for an enterprise value of €70 million (~US\$81 million) (the '**Acquisition**'), cementing Nitro's position as a global eSign and document productivity SaaS platform.

Connective is Belgium's leading eSign SaaS business, with fast-growing market share in France and customers in 11 other European countries. Connective's business focuses on serving the needs of enterprise and government customers that require high levels of trust, security and regulatory compliance, while also offering expansive electronic identity ('**eID**') support and a powerful document workflow automation solution.

#### Highlights

- The Acquisition is in line with Nitro's product-driven strategy targeting the high-growth US\$17 billion eSigning market.
- Connective's market-leading solutions significantly accelerate and enhance Nitro's eSign, eID and document workflow capabilities.
- The combination of Connective's leading high-trust eSign capabilities and Nitro's global go-to-market power positions Nitro to become the third global player in the enterprise eSign market.
- Connective is forecast to achieve Annual Recurring Revenue ('**ARR**') of ~US\$6.1 million as at 31 December 2021 and FY2021 revenues of ~US\$7.1 million.
- Connective's trusted market-leading technology will be available to all of Nitro's 12,000+ business customers worldwide, providing annualised run-rate revenue synergies of ~US\$2.5 million by December 2022.
- The Acquisition will be funded by a A\$140 million fully underwritten capital raising ('**Equity Raising**') comprising an A\$80 million Institutional Placement and a A\$60 million Accelerated Non-Renounceable Entitlement Offer ('**ANREO**').
- Nitro reaffirms its updated FY2021 guidance (ex-Acquisition) in relation to ARR, revenue and operating EBITDA (loss) provided on 27 October 2021.

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Sam Chandler, Co-Founder and Chief Executive Officer of Nitro, said: “This is a milestone moment in Nitro’s growth story. With the acquisition of Connective, Nitro is well placed to become the third global player in the fast-growing enterprise eSign market. Connective adds highly secure, enterprise-grade eSigning, eID and workflow capabilities to Nitro’s existing eSign solutions at a time where increased trust, security, and regulatory compliance are vital to business success. With data security at a premium, the future of eSigning is built around high-trust eID-driven solutions, and this acquisition positions Nitro to become a global leader.

“Connective’s Smart Document product will further bolster Nitro’s platform, making document workflow automation easy, powerful and available to all. There are a multitude of opportunities to add Connective’s market-leading products to Nitro’s platform and drive additional demand through our global sales network and 12,000+ business customers.”

### Acquisition of Connective

Founded in 2014, with a large investment in proprietary research and development, Connective’s powerful, market-leading, enterprise-grade offering has three main products:

- **eSignatures:** Best-of-breed electronic signatures, including Simple Electronic Signature (**‘SES’**), Advanced Electronic Signature (**‘AES’**) and Qualified Electronic Signature (**‘QES’**) offerings, which are fully compliant with eIDAS (European), UETA and ESIGN Act (US), Zertes (Swiss) and other regulations;
- **Identity Hub:** Digital identification, providing high-trust, verified identification, Know Your Customer (**‘KYC’**) and authentication methods for comprehensive eID supported signing and customer onboarding; and
- **Smart Documents:** Document generation, providing fully automated document workflow, forms and template tools, and powerful data-driven document generation capabilities.

Today, Connective serves more than 1,000 customers across Europe in a diverse range of industries. Connective’s powerful eSign solutions are trusted by financial institutions, multinationals and governments, with major customers including the Belgian and French governments, BNP Paribas, Adecco, Société Générale, Pirelli and Toyota.

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In addition to its market-leading presence in Belgium and France, Connective has customers in 11 additional European countries and supports EU-wide and global eSign requirements.

Connective is the only eSign provider that integrates with France Connect, the French Government's eID system, and has a total of 31 eID and smart card integrations across 20 countries served by its customers, making it the most comprehensive eID and smart card integration portfolio of any eSign vendor worldwide. Its solutions are ready for further pan-European and global rollout.

The Acquisition value of €70 million (~US\$81 million) implies a multiple of ~11.5x forecast FY2021 revenue or ~8.5x forecast pro-forma FY2021 revenue (including synergies<sup>1</sup>). Connective is forecast to achieve FY2021 revenue of ~US\$7.1 million and ARR of ~US\$6.1 million as at 31 December 2021.

The Acquisition represents a significant acceleration of Nitro's enterprise-grade eSign capabilities, providing high-trust signing via full AES and QES functionality as customer demand for high-security signing solutions continues to grow.

Connective brings to Nitro an experienced team with significant domain expertise in secure, high-trust enterprise-grade eSigning, particularly in highly regulated markets. The combined Nitro and Connective businesses will boast an expanded network of more than 110 integration, reseller, and lead generation partnerships.

Upsell and cross-sell opportunities across Nitro's and Connective's combined 13,000+ customers, as well as from the expanded channel partner network, are expected to deliver favorable revenue upside. Following the integration of Connective, Nitro is expected to deliver annualised run-rate revenue synergies of ~US\$2.5 million by December 2022 through sales of Connective products to Nitro customers. In addition to cross-sell opportunities to existing customers, Nitro anticipates capturing further organic growth opportunities from selling its larger product suite to an increasing number of new customers. In FY2023 and beyond, Nitro anticipates this market opportunity to materially increase, driven by Nitro's enhanced product capabilities and go-to-market infrastructure, the growing drive for digital transformation in

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<sup>1</sup> Annualised run-rate revenue synergies of ~US\$2.5 million are expected to be realised by December 2022. Refer page 16 of the Investor Presentation for further details.

organisations around the world, and the relative under-penetration of eSigning today across the key markets in which Nitro operates.

Completion of the Acquisition is subject to customary closing conditions, which are expected to be satisfied in December 2021.

### Overview of the Equity Raising

The Acquisition will be funded by a A\$140 million fully underwritten Equity Raising. In addition to funding the Acquisition, proceeds will be deployed across the Company to assist with acquisition integration and transaction-related expenses, as well as for Company liquidity and working capital.

The Equity Raising will be conducted at A\$3.43 per New Share (**'Offer Price'**), which implies:

- A 9.0% discount to the Theoretical Ex-Rights Price (**'TERP'**) of A\$3.77 per share on 9 November 2021<sup>2</sup>; and
- A 10.7% discount to the last closing price of A\$3.84 on 9 November 2021.

The Equity Raising is fully underwritten by the underwriters (the **'Joint Lead Managers'**), and comprises:

- An Institutional Placement of 23.3 million new fully paid ordinary shares in Nitro (**'New Shares'**) to raise a total of approximately A\$80 million; and
- ANREO of 17.5 million New Shares to raise a total of approximately A\$60 million (comprising an Institutional Entitlement Offer and a Retail Entitlement Offer).

Eligible shareholders will be entitled to subscribe for 1 New Share for every 11.4 Nitro Shares held as at 7:00pm Australian Eastern Daylight Time (**'AEDT'**) on 12 November 2021.

Approximately 10.7 million New Shares are expected to be issued under the Institutional Entitlement Offer, and 6.8 million New Shares are expected to be issued under the Retail Entitlement Offer. The number of New Shares to be issued is equivalent to approximately

<sup>2</sup> The Theoretical Ex rights Price (TERP) is calculated by reference to Nitro's closing price on 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 will depend on many factors and may not approximate TERP. TERP includes the New Shares issued under the Institutional Placement.

20.5% of the Company's existing shares on issue. New Shares issued under the Equity Raising will rank equally with existing fully paid shares from the date of issue.

Battery Ventures owns 16,424,071 (8.2%) Nitro shares. Battery Ventures is associated with Mr Michael Brown (Non-Executive Director), and will not be participating in the ANREO due to the closed end nature of the investment fund that holds Nitro shares.

In conjunction with the Equity Raising, Mr Chandler has elected to exercise all of his options expiring on 25 November 2021. Accordingly, following a set-off under the terms of the applicable plan rules, Mr Chandler will be issued 2,991,344 new Nitro shares as a result of that option exercise. Mr Chandler will not be participating in the ANREO. Mr Chandler and his related entities now own 12,183,224 (6.1%) shares, plus 2,392,960 in-the-money options and 676,408 performance rights/shares. Refer to the Appendix 3Y lodged on ASX today for further details.

### **Institutional Placement**

Approximately 23.3 million New Shares are expected to be issued to eligible new and existing institutional shareholders, and certain eligible sophisticated investors, under the Institutional Placement at the Offer Price. The Institutional Placement is within the Company's placement capacity under ASX Listing Rule 7.1. Accordingly, no shareholder approval is required in connection with the Institutional Placement. New Shares issued under the Institutional Placement will not be eligible to participate in the Entitlement Offer.

### **Institutional Entitlement Offer**

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will commence 10:00am (AEDT) on Wednesday, 10 November 2021. Eligible institutional shareholders can choose to take up all, part, or none of their Entitlement. New Shares equivalent in number to the New Shares not taken up by eligible institutional shareholders by the close of the Institutional Entitlement Offer, and New Shares that would have been offered to ineligible institutional shareholders had they been entitled to participate, will be sold to institutional investors via a shortfall bookbuild to be conducted on Wednesday, 10 November 2021.

Nitro shares have been placed in trading halt while the Institutional Entitlement Offer and shortfall bookbuild are undertaken.

### Retail Entitlement Offer

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer, which will be open from Tuesday, 16 November 2021 to Tuesday, 30 November 2021. Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and accompanying personalised entitlement and acceptance form, which are expected to be dispatched on Tuesday, 16 November 2021.

Entitlements cannot be traded on the ASX or transferred. Eligible shareholders who do not take up their Entitlement under the Entitlement Offer in full or in part, will not receive any value in respect to those Entitlements not taken up.

### Equity Raising Timetable

The below timetable is indicative only and subject to change without notice. All times refer to AEDT. The commencement of quotation of New Shares is subject to confirmation from ASX.

Date (2021)	Activity
Wednesday, 10 November	Trading halt and announcement of the Acquisition, Entitlement Offer and Placement
Wednesday, 10 November	Institutional Entitlement Offer and Placement
Thursday, 11 November	Announcement of results of Institutional Entitlement Offer and Placement
Thursday, 11 November	Trading halt lifted and securities recommence trading
Friday, 12 November	Entitlement Offer Record Date (7:00pm AEDT)
Tuesday, 16 November	Retail Entitlement Offer opens (9:00am AEDT) and retail offer booklet dispatched
Thursday, 18 November	Settlement of the Institutional Entitlement Offer and Placement

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Friday, 19 November	Allotment and normal trading of securities issued under the Institutional Entitlement Offer and Placement
Tuesday, 30 November	Retail Entitlement Offer closes (5:00pm AEDT)
Thursday, 2 December	Announcement of results of Retail Entitlement Offer
Monday, 6 December	Settlement of new securities issued under the Retail Entitlement Offer
Tuesday, 7 December	Allotment of new securities under the Retail Entitlement Offer
Wednesday, 8 December	Holding statements in respect of new securities issued under the Retail Entitlement Offer dispatched
Wednesday, 8 December	Normal trading of new securities issued under the Retail Entitlement Offer

Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Nitro, with the consent of the Joint Lead Managers, reserves the right to amend this timetable at any time, including extending the Retail Entitlement Offer Period or accepting late applications, either generally or in particular cases, without notice.

### **Additional information**

Further details of the Equity Raising are set out in the Investor Presentation also lodged on the ASX today. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Equity Raising.

Cadence Advisory acted as financial adviser and Gilbert & Tobin as legal adviser to Nitro in relation to the transaction.

### **Ends**

Authorised for release to the ASX by the Board.

## ENQUIRIES

### Investors

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+1 650 507 4777  
[InvestorRelations@gonitro.com](mailto:InvestorRelations@gonitro.com)

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Victoria 3000  
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### Corporate Office

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San Francisco  
California 94105  
United States of America

Level 7, 330 Collins Street, Melbourne, Victoria 3000, Australia | +1.650.507.4777 | [gonitro.com](http://gonitro.com)

## ABOUT NITRO

Nitro is a global document productivity software company accelerating digital transformation in a world that demands the ability to work from anywhere, anytime, on any device. Nitro enables organisations to drive better business outcomes through 100% digital document processes and fast, efficient workflows. The Nitro Productivity Platform offers comprehensive business solutions, including powerful PDF productivity, unlimited eSigning and industry-leading analytics, all supported by a superior customer success team. Nitro has over 2.8 million licenced users and 12,000+ Business customers in 155 countries, including over 68% of the Fortune 500 and three of the Fortune 10. Nitro is headquartered in San Francisco with hubs in Toronto, Dublin, London, and Melbourne.

For more information on Nitro, please visit:

- Website: <https://www.gonitro.com/>
- Investors: <https://ir.gonitro.com/Investor-Centre/>

## ABOUT CONNECTIVE

Connective is an electronic signature software company, serving the needs of enterprise and government customers that require high levels of trust, security and regulatory compliance. Connective also offers expansive electronic identity support and a powerful document workflow automation solution. With Connective's Identity Hub, eSignatures and Smart Documents solutions, customers can increase operational efficiency, streamline digital transactions across borders and transform any paper-based customer journey into an unparalleled digital user experience. Connective has over 1,000 customers across 15+ countries and a total of 31 eID and smart card integrations, making it the most comprehensive eID and smart card integration portfolio of any eSign vendor worldwide. Connective is headquartered in Antwerp, Belgium with a European-based team.

For more information on Connective, please visit:

- Website: <https://www.connective.eu/>

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## IMPORTANT NOTICE

This announcement is not a financial product or investment advice, a recommendation to acquire New Shares or accounting, legal or tax advice. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek legal and taxation advice appropriate for their jurisdiction. Nitro is not licensed to provide financial product advice in respect of an investment in shares.

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10 NOVEMBER 2021

# STRATEGIC ACQUISITION OF CONNECTIVE AND A\$140 MILLION EQUITY RAISING

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In connection with the Offer, one or more investors may elect to acquire an economic interest in the New Shares (Economic Interest), instead of subscribing for or acquiring the legal or beneficial interest in those shares. The Underwriters or their respective affiliates may, for their own respective accounts, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire units in the Company in connection with the writing of those derivative transactions in the Offer and/or the secondary market. As a result of those transactions, the Underwriters or their respective affiliates may be allocated, subscribe for or acquire New Shares or shares of Nitro in the Offer and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those units. These transactions may, together with other shares in Nitro acquired by the Underwriters or their respective affiliates in connection with its ordinary course sales and trading, principal investing and other activities, result in the Underwriters or their respective affiliates disclosing a substantial holding and earning fee.

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## SECTION 1

## TRANSACTION SUMMARY

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## TRANSACTION SUMMARY

Acquisition	<ul style="list-style-type: none"> <li>Nitro has executed an agreement to acquire 100% of Connective, a leading, privately-owned European eSign company</li> <li>Connective is to be acquired in an all-cash transaction at an enterprise value of €70M (equivalent to US\$81M<sup>1</sup>) which implies approximately 11.5x FY2021F revenue, or approximately 8.5x FY2021F revenue including pro forma revenue synergies<sup>2</sup></li> </ul>
Connective	<ul style="list-style-type: none"> <li>Provides enterprise-grade eSigning solutions for 1,000+ customers that require high levels of trust, security and regulatory compliance</li> <li>Leading eSign offering in Belgium (700+ customers), growing fast in France (250+ customers), and customers in 11 other EU countries</li> <li>The most comprehensive eID (Electronic Identity) and Smartcard support of any eSign vendor globally, with 30+ identity and smart card integrations covering 20+ countries</li> </ul>
Strategic Rationale	<ul style="list-style-type: none"> <li>Significantly accelerates penetration into, and ability to serve, high-growth US\$17B global eSigning market</li> <li>Immediately enhances Nitro's eSign, eID, and document workflow capabilities</li> <li>Enables rollout of market-leading technology to Nitro's 12,000+ business customers worldwide</li> <li>Following the acquisition, Nitro will be well positioned to become the third global player in the enterprise eSign market</li> </ul>
Equity Raising	<ul style="list-style-type: none"> <li>A\$140M equity raising comprising A\$80M Institutional Placement and A\$60M Accelerated Non-Renounceable Entitlement Offer (<b>ANREO</b> or <b>Entitlement Offer</b>)</li> </ul>
Financial Metrics	<ul style="list-style-type: none"> <li>Connective FY2021F revenue of ~US\$7.1M</li> <li>Connective ARR of ~US\$6.1M at 31 December 2021</li> <li>Annualised run-rate revenue synergies of ~US\$2.5M by December 2022<sup>2</sup></li> </ul>
Completion	<ul style="list-style-type: none"> <li>The Acquisition is expected to complete in December 2021</li> </ul>
Guidance	<ul style="list-style-type: none"> <li>Nitro re-affirms its most recent FY2021F guidance of US\$39-42M ARR (31 December 2021) and US\$49-51M revenue (not including this Acquisition)</li> </ul>



Note: Refer to Appendix for Glossary of Terms.

<sup>1</sup> €70m converted at €/US\$1.16 (enterprise value before working capital adjustments at Closing).<sup>2</sup> Refer to page 16 for further details.

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SECTION 2

# ACQUISITION HIGHLIGHTS

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## CONNECTIVE ENABLES NITRO TO SERVE ENTIRE US\$17B ESIGN MARKET OPPORTUNITY



- ✓ Simple eSigning (SES)
- ✓ Simple integrations

Simple  
eSigning

us\$6B TAM



- ✓ Advanced and Qualified signatures (AES, QES)
- ✓ Powerful integrations
- ✓ Powerful API
- ✓ More eID integrations than any other eSign solution
- ✓ Powerful workflow engine

Enterprise  
eSigning

us\$11B TAM

+

us\$17B TAM



Nitro Sign

eSigning  
Document Workflow  
Automation

us\$11B TAM



Nitro PDF  
Productivity

PDF Productivity  
PDF Document  
Services  
Document Insights &  
Intelligence



Nitro PDF Productivity and Nitro Sign Total Addressable Market (TAM) calculated by estimating the total number of companies worldwide across our SMB, Mid-Market, Growth and Enterprise segments using LinkedIn data and applying an Average Contract Value (ACV) per segment for each product. Nitro PDF Productivity ACVs are based on Nitro's typical ACVs per segment achieved today, and Sign ACVs are based on typical eSigning contract values per segment currently achieved by market leaders, but discounted to reflect Nitro pricing and packaging. Nitro estimates that the Simple eSigning TAM is approximately one-third of the total eSigning TAM, and Enterprise eSigning is two-thirds of the total.

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# LEADER IN BELGIUM, SCALING IN FRANCE, USED ACROSS EUROPE, AND READY TO GO GLOBAL



## 19M+

**ESIGNATURE  
TRANSACTIONS  
IN 2021<sup>1</sup>**



Connective is Belgium's leading eSign solution

- 700+ customers
- Used by 8/10 largest Belgian banks
- Used by 60+ Belgian government departments and agencies



Connective has been scaling fast in France

- 250+ customers
- Large enterprise customers including Adecco and the French Government
- Only eSign solution integrating with France Connect, eID service of the French Government



Connective is growing in 11 other EU countries

- 80+ customers across 11 additional European countries
- Customers include BMW, Pirelli, and G4S
- Connective supports EU-wide and global eSigning requirements today



<sup>1</sup> Connective eSignature transaction forecast for 2021 based on actual transactions through October and estimates for November/December.

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# PRIMED FOR GLOBAL EXPANSION

Connective's powerful, global-ready products proven in European markets can immediately be delivered through Nitro's worldwide go-to-market machine



**CONNECTIVE**

1,000+ Customers  
Belgium/France & European Focus

+



**nitro**

12,000+ Customers  
Global Focus

The combination of Nitro and Connective creates the third enterprise-grade, high-trust eSigning solution with global reach

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## FAST-TRACKING OUR ESIGN AND EID CAPABILITIES

Connective accelerates Nitro's product roadmap, significantly extends Nitro's current capabilities to create a powerful enterprise eSign and workflow solution, and provides customers with the market-leading eID offering

	 <b>nitroSign</b>	+	 <b>CONNECTIVE</b>		 <b>Nitro Sign</b>
User Experience	✓		✓		✓
Self-Service SaaS	✓		—		✓
Powerful Enterprise Features	—		✓		✓
API	—		✓		✓
Advanced Integrations	—		✓		✓
High-Trust eSignatures	—		✓		✓
Identity Verification / eID	—		✓		✓
Advanced Workflow & Automation	—		✓		✓
Enhanced Compliance & Regulatory	—		✓		✓
Private Cloud Option	—		✓		✓

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### CASE STUDY

## AMERICAN EXPRESS

Connective powers online credit card applications for American Express in Belgium



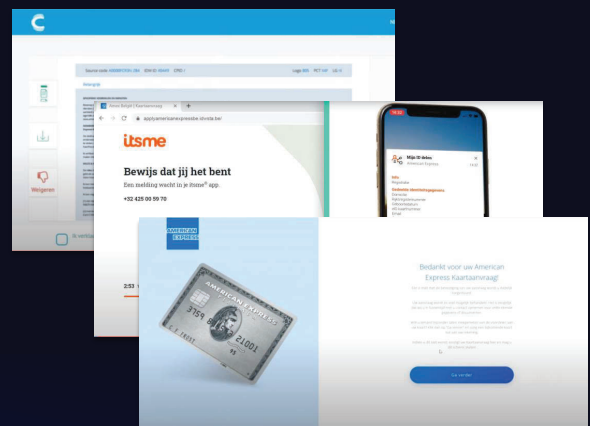
Connective provides all online identity verification (KYC), forms and signing



Reduced card approval cycle time from 10 days to instant



Increased customer conversion rate 300%



High-security, high-trust eSigning workflow leveraging identity verification and authentication

Note: Information sourced from Connective.

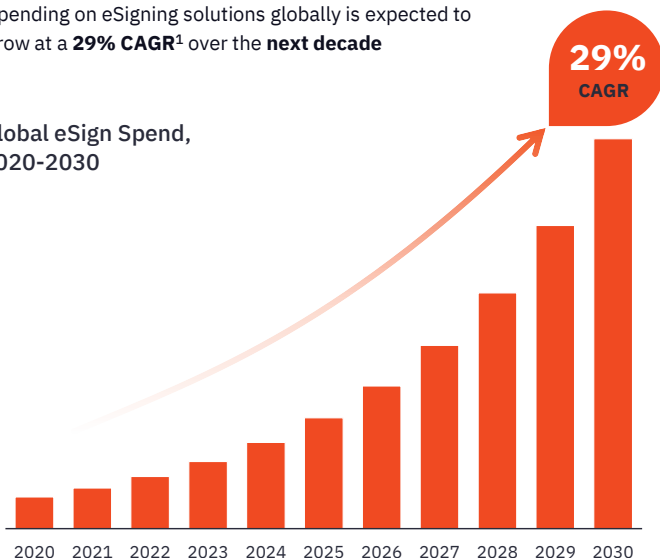
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## ESIGNING IS A RAPID GROWTH MARKET...

Spending on eSigning solutions globally is expected to grow at a **29% CAGR**<sup>1</sup> over the **next decade**

Global eSign Spend,  
2020-2030



<sup>1</sup> Source: Prescient & Strategic Intelligence: Global Digital Signature Market Report (psmarketresearch.com).

## ...AND HIGH-TRUST SIGNING IS BECOMING THE NEW STANDARD

High-trust signing is common for most transactions in Europe today and in many high-value transactions worldwide

eID services combined with smartphone biometric technologies are making high-trust signing possible for any workflow



Sweden is a leader in eID adoption and has experienced 50% growth in high-trust eSigning volumes in 2021<sup>2</sup> compared to 2020



<sup>2</sup> Source: Comparison period September 2021 vs September 2020. BankID (bankid.com/en/om-oss/statistic).

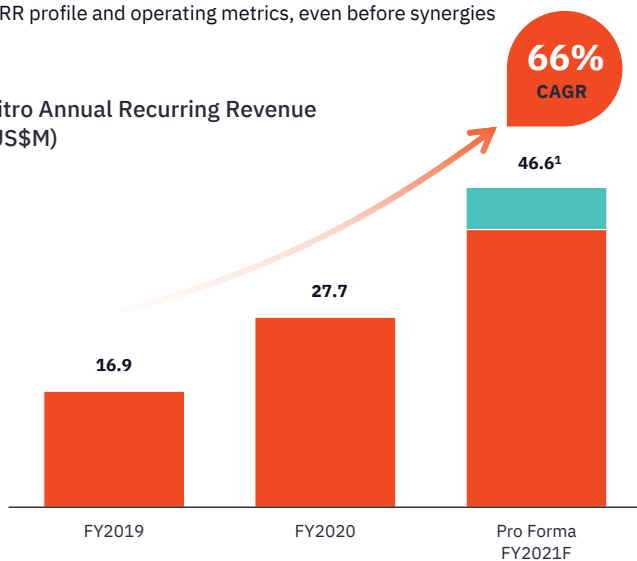
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## ADDING TO NITRO'S ARR PROFILE...

Connective adds a meaningful uplift to Nitro's high-growth SaaS-based ARR profile and operating metrics, even before synergies

Nitro Annual Recurring Revenue  
(US\$M)



<sup>1</sup> Midpoint of Nitro's FY2021 guidance range of US\$39-42M ARR + Connective US\$6.1M ARR.

## PRO FORMA FY2021 ARR



US\$39-42 million

+



US\$6 million

=



US\$45-48 million

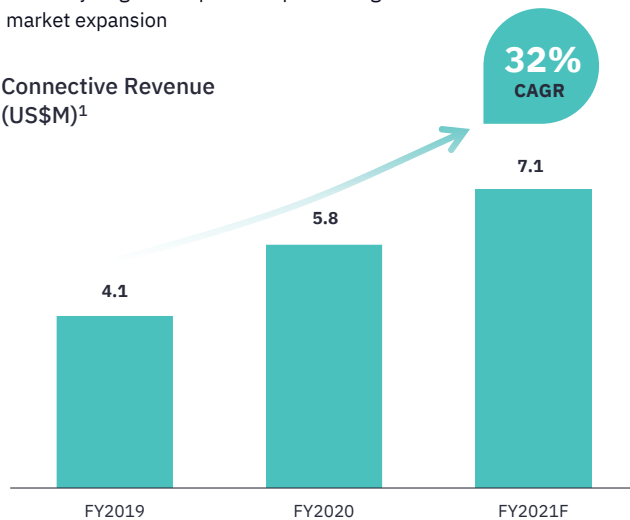
PRO FORMA

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## ...AND ADDING TO REVENUE

Connective's revenue is growing at ~32% per annum before synergies and pan-European and global market expansion

Connective Revenue (US\$M)<sup>1</sup>



<sup>1</sup> Based on Connective historical financials. Converted at €/US\$ = 1.16.

## ADDITIONAL HIGHLIGHTS



**+82%** Y/Y<sup>2</sup>  
New Connective customers



**+73%** Y/Y<sup>2</sup>  
Connective eSignature transactions per month



**95%**  
Logo Retention Rate<sup>3</sup>

<sup>2</sup> Comparison periods October 2021 vs October 2020.

<sup>3</sup> Comparison periods September 2021 vs September 2020.

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## US\$2.5M REVENUE SYNERGIES BY DECEMBER 2022



# us\$2.5M

Revenue synergies expected to be delivered by December 2022 through sales of Connective products to Nitro customers<sup>1</sup>

### eSign cross-sell

Connective's eSignatures, Identity Hub and Smart Documents products will be cross-sold to Nitro's 12,000+ customers worldwide

### eSign upsell

Connective's advanced eSign capabilities enable existing Nitro Sign customers to upgrade to more powerful features

### Nitro contract renewal opportunities

Nitro has a strong track record for achieving account value expansion over contract term and at time of renewal

### Legacy eSign vendor displacement opportunities

Most legacy eSign contracts are annual, creating a yearly cycle in which customers reevaluate existing solutions



<sup>1</sup> Run-rate revenue synergies of approximately US\$2.5M per annum expected to be realised by December 2022.

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SECTION 3

# OVERVIEW OF CONNECTIVE

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## SUCCESS DRIVEN BY STRONG PRODUCT OFFERING

### eSignatures

High-trust, high-security  
eSigning

Highly customisable for  
advanced workflows

Powerful API and advanced  
integrations

### Identity Hub

Market-leading identity  
verification/eID services

30+ identity and smart card  
integrations covering 20+  
countries

KYC capabilities and more for  
very-high-trust transactions

### Smart Documents

Document workflow and  
automation engine

Powerful forms, templates  
and workflow engine

Document generation

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# CONNECTIVE AT-A-GLANCE

FOUNDED 2014



3 Products  
eSignatures, Identity  
Hub, Smart Documents



eIDAS Qualified Trust  
Service Provider  
ISO 27001 Certified



19M+ eSignature  
transactions in 2021<sup>1</sup>



1,000+ customers  
700+ Belgium  
250+ France



50+ connectors to  
third-party applications



60+ FTEs



Used by 8/10 largest  
banks and 60+  
government agencies  
in Belgium



30+ identity and smart  
card integrations  
covering 20+ countries



<sup>1</sup> Connective eSignature transactions forecast for 2021 based on actual transactions through October and estimates for November/December.

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## Digital technology solutions built to drive business forward.

ESIGNATURES | SMART DOCUMENTS | IDENTITY HUB

Try eSignatures for free > Learn more >

WILLIS TOWERS WATSON AG BDO BOVEMING JPMORGAN LIBERTY VDB

### 3 core modules

Connective solutions comprises of 3 core modules that work great on their own and even better together.

#### eSignatures

Digital signatures

Avoid losing time and using paper. Offer your customers a user-friendly way for digitally signing all types of documents. Compliant with all rules and regulations (eIDAS, UETA, eSIGN).

- Worldwide accepted signing methods
- Stand alone or integrated
- Brand it as your own
- Pick your favorite device to conclude the signature

Discover eSignatures

#### Identity Hub

Digital identification

Easily verify who's on the other side of the deal. Identify your customers with the most versatile & trustworthy solution for digital identification. It's all about trust.

- Securely identify
- Easy worldwide onboarding
- Supporting any eID, USB token or smartcard worldwide to identify and sign.
- Website authentication

Discover Identity Hub

#### Smart Documents

Document generation

Design, manage and personalize all your business documents in one central platform that doesn't require any programming. A flexible, efficient and cost-effective all-in-one solution.

- Drastically reduce templates
- Data integration from your favorite CRM, ERP, Online forms...
- Fully automatic document generation
- Brand it to perfection

Discover Smart Documents

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## ESIGNATURES

- Connective supports powerful, flexible enterprise-grade eSign workflows
- AES and QES support for very-high-trust signatures
- 12 out-of-the box integrations
- Fully compliant with eIDAS (EU), UETA and ESIGN Act (US), Zertes (Swiss) and other regulations
- Powerful API
- Available in 16 languages

LESS SECURITY MORE  
LOWER TRUST HIGHER

**SES**

Simple  
eSignature

**AES**

Advanced  
eSignature

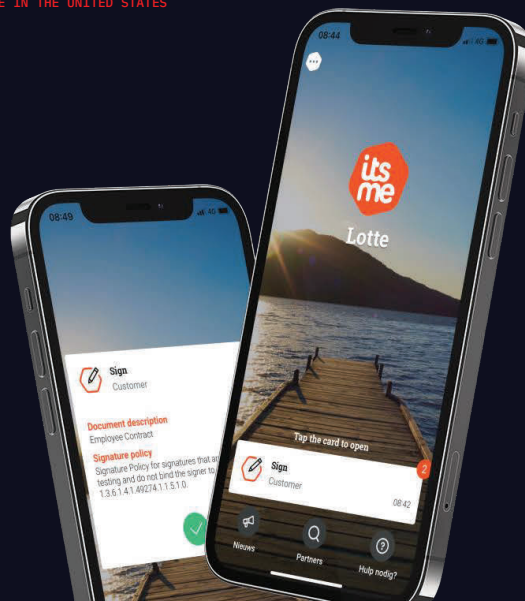
**QES**

Qualified  
eSignature

20

## IDENTITY HUB

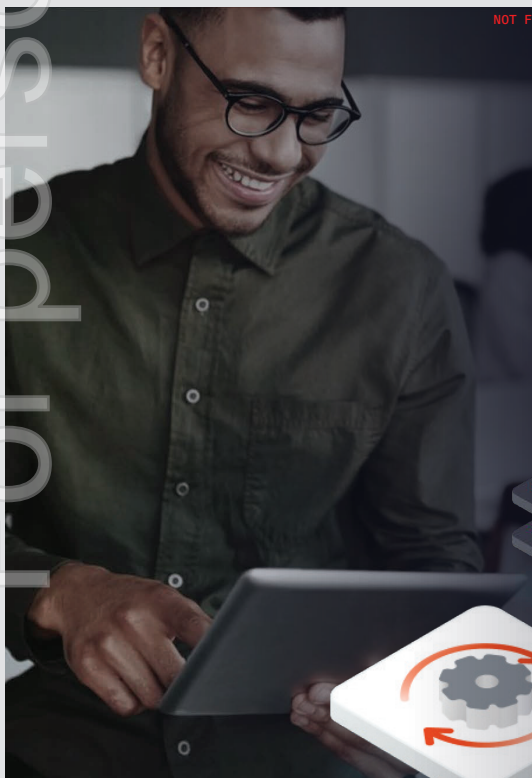
- Connective is global #1 in eID service integrations for eSigning
- 30+ identity and smart card integrations covering 20+ countries
- eIDs provide for highest-trust, most-secure signatures (AES and QES)
- Facilitates online KYC and frictionless onboarding and transaction experiences
- eIDAS Qualified Trust Service Provider



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## SMART DOCUMENTS

- Document workflow and automation engine
- Design dynamic document and email templates for fully automated document workflows and document generation
- Integrate directly with CRM, ERP, online forms, eCommerce systems and more
- Powerful forms capabilities with support for conditional logic, business rules, variables, and more
- Natively integrated eSignature capabilities



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## SUCCESS DRIVEN BY A STRONG TEAM



60+ FTEs, mostly in Antwerp and Paris



Top 10 team members have 100+ combined years of eSigning, eID and high-trust transaction experience



Executive experience at top-tier organisations such as Oracle, LinkedIn, Deloitte, FIS and others



Multiple key team members with 10+ years of eSigning experience



Leadership team comprises founder and multiple senior executives from high-trust payment technology platform Clear2Pay, acquired by FIS (NYSE: FIS) for €375M



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## CONNECTIVE'S CUSTOMER BASE

Connective has 1,000+ customers in 15+ countries and across 20 different industries



# 8/10

Largest Belgian banks



# 60+

Belgian government departments



# 100s

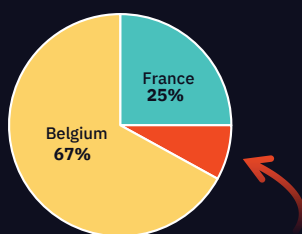
of customers in heavily regulated industries



Used by some of the world's largest and best-known companies

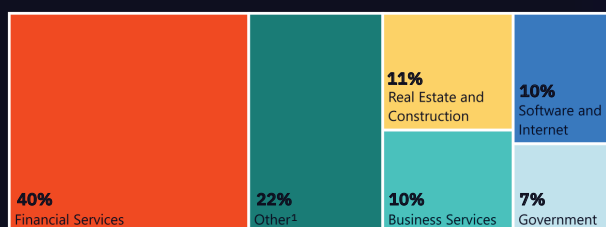
- ✓ BMW
- ✓ Adecco
- ✓ Pirelli
- ✓ American Express
- ✓ ING
- ✓ Santander
- ✓ BNP Paribas
- ✓ Maserati
- ✓ Grant Thornton

### BY COUNTRY



8% Rest of World

### BY INDUSTRY



<sup>1</sup> Other includes computers and electronics, consumer services, education, energy and utilities, healthcare, pharmaceuticals, biotech, insurance, lawyers, leasing and automotive, manufacturing, media and entertainment, non-profit, retail, telecommunications, transport and storage, travel, recreation and leisure, wholesale and distributors.

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# CONNECTIVE DELIVERS NITRO'S NEXT-GENERATION PARTNER STRATEGY

Connective brings a network of 110+ integration, reseller, and lead generation partners to Nitro and a model that can scale globally



## Integration

Integration partners, also known commonly as Solution Integrators (SIs), provide integration, implementation, consulting and managed services alongside Connective's solutions



## Reseller

Reseller partners integrate Connective products as part of the partner's own product offering, as standalone, integrated, or white-labeled solutions



## Lead Generation

Lead Generation partners provide qualified sales leads and typically work jointly with Connective on sales opportunities, expanding Connective's customer reach

# 110+ PARTNERS



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## SECTION 4

# PRODUCT ALIGNMENT AND ACQUISITION INTEGRATION

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INTRODUCING

## THE NITRO DOCUMENT PRODUCTIVITY PLATFORM



*The Nitro Productivity Platform provides flexible and connected tools that put the power of Nitro to work across every device and workflow, allowing customers to transform their entire organization with a single solution*

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## CONNECTIVE ACCELERATES NITRO'S PLATFORM STRATEGY

Connective significantly expands Nitro's eSign and workflow capabilities while creating new market opportunities in identity verification and eID services, document generation and automation, and API services



**PDF Productivity**



**eSign**



**Workflows & Integrations**



**API/SDK**



**Analytics & Insights**



- Enterprise eSign
- High-Trust eSign
- Identity Verification/eID

- Enterprise Integrations
- Document Generation
- Workflow Automation

- eSign API
- Identity Hub API
- Smart Docs API

- ✓ Windows PDF Productivity
- ✓ Mac PDF Productivity
- ✓ Mobile PDF Productivity
- ✓ Web PDF Productivity

- ✓ Simple eSign
- ✓ Enterprise eSign
- ✓ High-Trust eSign
- ✓ Identity Verification/eID

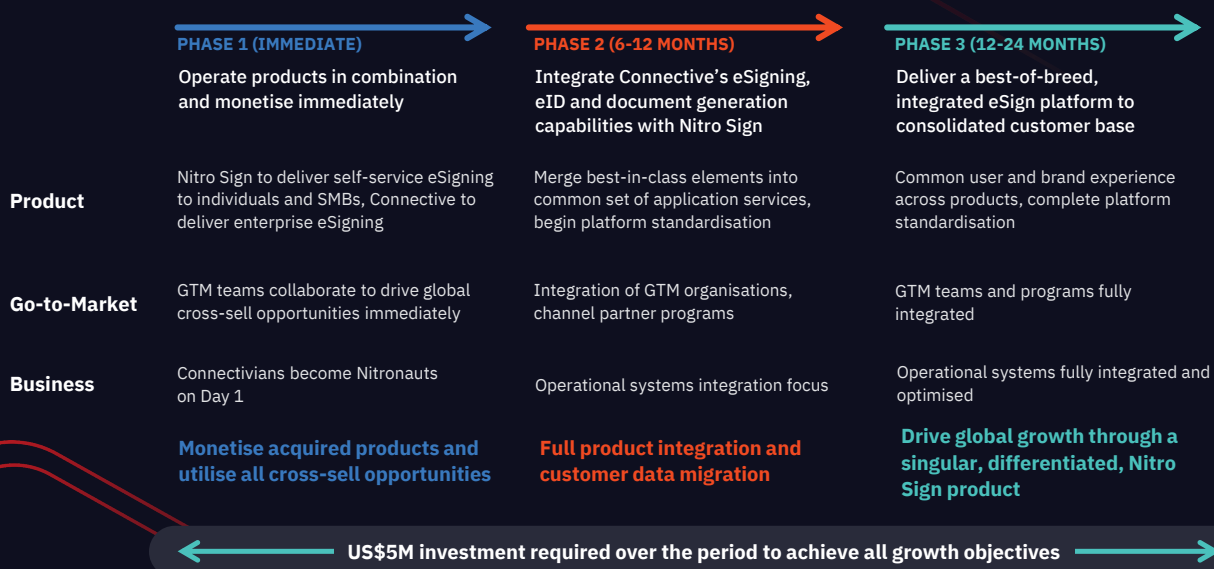
- ✓ Simple Integrations
- ✓ Enterprise Integrations
- ✓ Document Generation
- ✓ Workflow Automation

- ✓ PDF API
- ✓ eSign API
- ✓ Identity Hub API
- ✓ Smart Docs API

- ✓ PDF Analytics
- ✓ eSign Analytics
- ✓ Printing Analytics

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## THREE PHASE APPROACH TO INTEGRATION



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### SECTION 5

## OVERVIEW OF EQUITY RAISING

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# TRANSACTION FUNDING, TERMS AND SOURCES & USES

		Sources of funds <sup>3</sup>	US\$M	A\$M
Acquisition	<ul style="list-style-type: none"> <li>Nitro has executed an agreement to acquire 100% of Connective, a leading, privately-owned European eSign company.</li> <li>Connective is to be acquired in an all-cash transaction at an enterprise value of €70M (equivalent to US\$81M<sup>1</sup>) which implies approximately 11.5x FY2021F revenue, or approximately 8.5x FY2021F revenue including pro forma revenue synergies<sup>2</sup>.</li> </ul>	Institutional Placement	60	80
		Entitlement Offer	45	60
Funding	<ul style="list-style-type: none"> <li>The Acquisition consideration, transaction costs, integration costs and modest ongoing losses attributable to Connective are to be funded by:               <ul style="list-style-type: none"> <li>A\$140M fully underwritten equity raising comprising an A\$80M Institutional Placement and an A\$60M Accelerated Non-Renounceable Entitlement Offer (representing 1 for 11.4 shares).</li> </ul> </li> </ul>	Existing cash (30 Sep 2021)	31	42
		<b>Total Sources</b>	<b>136</b>	<b>182</b>
Completion	<ul style="list-style-type: none"> <li>The Acquisition is expected to complete in December 2021.</li> </ul>			

		Uses of funds <sup>3</sup>	US\$M	A\$M
Acquisition		Acquisition consideration	81	108
		Transaction costs	5	6
Integration		Integration costs	5	7
		Liquidity and working capital	45	61
Total		<b>Total Uses</b>	<b>136</b>	<b>182</b>



<sup>1</sup> €70m converted at €/US\$ = 1.16 (enterprise value before working capital adjustments at Closing).

<sup>2</sup> Run-rate revenue synergies of approximately US\$2.5M per annum expected to be realised by the December 2022 – refer to page 16 for further details.

<sup>3</sup> Assumes A\$/US\$ = 0.75. Figures have been rounded to the nearest whole number.

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# OFFER SUMMARY

Offer size and structure	<ul style="list-style-type: none"> <li>Fully underwritten Institutional Placement and Entitlement Offer (representing 1 for 11.4 shares to raise gross proceeds of approximately A\$140M (<b>Equity Raising</b>)).</li> <li>Approximately 40.8 million new Nitro ordinary shares (<b>New Shares</b>) to be issued (approximately 20.5% of existing shares on issue).</li> </ul>
Offer Price	<ul style="list-style-type: none"> <li>A\$3.43 per New Share representing (<b>Offer Price</b>):               <ul style="list-style-type: none"> <li>9.0% discount to the TERP<sup>1</sup> of A\$3.77</li> <li>10.7% discount to the last closing price of A\$3.84 on 9 November 2021</li> </ul> </li> </ul>
Use of proceeds	<ul style="list-style-type: none"> <li>The proceeds of the Offer are intended to be used to fund the acquisition of Connective and to be deployed across the Company to assist with acquisition integration and other organic growth initiatives.</li> </ul>
Institutional Placement and Institutional Entitlement Offer	<ul style="list-style-type: none"> <li>The Institutional Placement and Institutional Entitlement Offer will be conducted on 10 November 2021. Entitlements not taken up under the Institutional Entitlement Offer will be offered to new and existing eligible institutions at the Offer Price via a shortfall bookbuild on 10 November 2021.</li> </ul>
Retail Entitlement Offer	<ul style="list-style-type: none"> <li>The Retail Entitlement Offer opens 16 November 2021 and closes 30 November 2021.</li> </ul>
Underwriting	<ul style="list-style-type: none"> <li>The Institutional Placement and the Entitlement Offer are fully underwritten by the underwriters (the <b>Joint Lead Managers</b>).</li> </ul>
Ranking	<ul style="list-style-type: none"> <li>New Shares issued will rank equally with existing Nitro shares.</li> </ul>



<sup>1</sup> The Theoretical Ex rights Price (TERP) is calculated by reference to Nitro's closing price on 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 will depend on many factors and may not approximate TERP. TERP includes the New Shares issued under the Institutional Placement.

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## OFFER TIMETABLE

Date (2021)	Activity
Wednesday, 10 November 2021	Trading halt and announcement of the Acquisition, Entitlement Offer and Placement
Wednesday, 10 November 2021	Institutional Entitlement Offer and Placement
Thursday, 11 November 2021	Announcement of results of Institutional Entitlement Offer and Placement
Thursday, 11 November 2021	Trading halt lifted and securities recommence trading
Friday, 12 November 2021	Entitlement Offer Record Date (7pm AEDT)
Tuesday, 16 November 2021	Retail Entitlement Offer opens (9am AEDT) and retail offer booklet dispatched
Thursday, 18 November 2021	Settlement of the Institutional Entitlement Offer and Placement
Friday, 19 November 2021	Allotment and normal trading of securities issued under the Institutional Entitlement Offer and Placement
Tuesday, 30 November 2021	Retail Entitlement Offer closes (5pm AEDT)
Thursday, 2 December 2021	Announcement of results of Retail Entitlement Offer
Monday, 6 December 2021	Settlement of new securities issued under the Retail Entitlement Offer
Tuesday, 7 December 2021	Allotment of new securities under the Retail Entitlement Offer
Wednesday, 8 December 2021	Holding statements in respect of new securities issued under the Retail Entitlement Offer dispatched
Wednesday, 8 December 2021	Normal trading of new securities issued under the Retail Entitlement Offer

The above timetable is indicative only and subject to change. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Nitro in consultation with the underwriter, reserves the right to amend this timetable and withdraw the offer at any time

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### SECTION 6

## KEY RISKS

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## KEY RISKS (1/4)

### Key risks

- This section discusses some of the key risks associated with any investment in Nitro together with risks relating to participation in the Offer which may affect the value of Nitro shares. The risks set out below are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Nitro.
- Before investing in Nitro, you should be aware that a number of risks and uncertainties, which are both specific to Nitro and of a more general nature, may affect the future operating and financial performance of Nitro and the value of Nitro shares.

- Before investing in Nitro shares, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on Nitro (such as that available on the ASX website) and seek professional advice from an adviser who is licensed by ASIC to give that advice before making an investment decision.
- Nothing in this Presentation is financial product advice and this Presentation has been prepared without taking into account your investment objectives or personal circumstances.

<b>Completion</b>	If Completion of the Acquisition does not occur as a result of a failure to satisfy conditions (or otherwise), Nitro will need to consider alternative uses for the proceeds from the Offer, or ways to return such proceeds to shareholders.
<b>Reliance on information provided</b>	Nitro undertook a due diligence process in respect of the Acquisition, which relied in part on the review of financial, technical, operational and other commercial information which was provided to Nitro by the vendors of Connective. Despite making reasonable efforts, Nitro has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it. If any of the information provided and relied upon by Nitro in its due diligence process and preparation of this Presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of Connective (and the financial position and performance of Nitro following the Acquisition) may be materially different to the expectations and targets reflected in this Presentation. There is also a risk that due diligence conducted has not identified issues that would have been material to the decision to enter into the Acquisition, which may also have a material adverse issue that was not identified prior to entry into the Acquisition could have an adverse impact on the reputation, financial performance or operations of Nitro.
<b>Revenue synergies</b>	The success of the Acquisition is partially dependent on the realisation of the potential revenue synergies noted on page 16. Failure to fully realise Nitro's revenue synergies in size, nature and timing may have a detrimental impact on the value of the Connective business acquired.
<b>Retention of key personnel</b>	The success of the Acquisition and subsequent integration is partially dependent upon the retention of key senior management at Connective. The loss of such key senior management could slow Nitro's ability to operate and integrate the Connective business as well as realise the overall benefits of the Acquisition. In particular, the loss of such key senior management at Connective could have an adverse impact on Connective operations, customer relationships, and technical development, as well as overall performance.
<b>Loss-making operations</b>	Like many start-up technology companies, Connective has incurred regular operating losses since inception. The Connective business may not be able to achieve or maintain profitability or positive free cash flow in the near term if at all and as such the business will likely require ongoing funding from Nitro's cash reserves or from new equity issuances.
<b>Integration</b>	Integration could take longer, be more complex or cost more than expected, encounter unexpected challenges or issues (including differences in corporate culture between the businesses being integrated or loss of, or reduction in, key personnel, expert capability or employee productivity, or failure to procure or retain employees of Connective) or divert the attention of management. Impacts of the integration process may in turn cause the anticipated benefits and synergies of the integration of the Connective business into Nitro to be less than estimated resulting in a detrimental impact on the value of the business.

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## KEY RISKS (2/4)

<b>Historical liabilities</b>	Following completion of the Acquisition, Nitro may become directly or indirectly exposed to liabilities that Connective may have incurred or be liable for in the past as a result of prior acts or omissions, including liabilities which were not identified during Nitro's due diligence or which are greater than expected, or for which Nitro was unable to negotiate sufficient protection in the Share Purchase Agreement or accepted as a tolerable risk.
<b>Risks associated with existing contractual arrangements</b>	<p>A number of material customer and supplier contracts to which Connective is a party contain provisions which will give the counterparty a right to terminate the contract because of the change in control which will occur at Completion ("change of control provision"). Contracts may also be terminable for convenience on short notice or at will. While the Share Purchase Agreement includes obligations for Connective to seek the consent of the relevant counterparties to the change of control for certain contracts deemed material by Nitro, there is a risk that Nitro has not identified all contracts which are material to the Connective business, or that limitations imposed under the Share Purchase Agreement will mean that Nitro is not compensated in the event that consent is not obtained.</p> <p>The breach, termination or non-renewal of material contracts or loss of business could have adverse consequences for Nitro.</p>
<b>Underwriting and funding</b>	<p>It is intended that the purchase price for the Acquisition and the cost of the integration activities will be funded through the proceeds of the Offer.</p> <p>The Offer is underwritten by the underwriters. Under the Underwriting Agreement, the Joint Lead Managers have agreed to manage and underwrite the Offer, subject to the terms and conditions of the agreement. If certain conditions are not satisfied or certain customary termination events occur, one or both Joint Lead Managers may terminate the underwriting agreement. If the underwriting agreement is terminated, the Company will not be able to complete the Acquisition, unless it can source alternative funding to meet its obligations under the Share Purchase Agreement. That alternative funding could be on less favourable terms. Please see Appendix B for a summary of the material terms of the Underwriting Agreement.</p>
<b>Foreign exchange and foreign regulations</b>	<p>A significant proportion of Nitro's revenues, costs and expenses are incurred in foreign currencies, whereas Nitro reports in U.S. dollars. As a result of the use of these various currencies, Nitro is subject to foreign currency fluctuations, which may materially affect its financial position and operating results.</p> <p>Connective is also subject to the laws of the foreign jurisdictions in which it operates and could be adversely impacted by changes to laws or regulations in those jurisdictions in the future.</p>
<b>Failure to retain existing clients or attract new customers</b>	<p>Nitro's business depends on its ability to retain its existing customers, and the Company's growth depends on its ability to attract further business from existing customers and to attract new customers. If customers do not continue to use Nitro's software or increase their use over time, and if new customers do not choose to use Nitro's software, the growth in revenue may slow, or revenue may decline.</p> <p>Nitro's business is partly dependent on the conversion of customer sales from investment in sales and marketing campaigns and initiatives, which is expected to continue to increase as the business grows. Failure to realise the intended benefits from sales and marketing investment could negatively impact Nitro's ability to attract new customers and may adversely impact Nitro's operating and financial performance.</p>

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## KEY RISKS (3/4)

<b>Nitro operates in a competitive industry</b>	Nitro competes against other international document productivity and electronic signature software providers, as well as with internally-developed or manual paper-based systems. The global document productivity industry is rapidly evolving, is increasingly competitive and the market leaders have significantly more financial and operational resources than Nitro. As such, there is a risk that at any time Nitro may compete less effectively against its competitors, causing it to lose market share and the ability to develop or secure new clients.
<b>Reliance on up-take of SaaS-based document productivity and electronic signature software</b>	Nitro's future growth in revenues depends on the increasing adoption of SaaS-based document productivity and electronic signature software solutions. It may be difficult for Nitro to persuade potential customers to change existing on-premise, perpetual license or manual paper-based solutions to adopt Nitro's SaaS-based software product. If Nitro's software is not accepted and used by more organisations, or if the market for such solutions fails to grow as expected, Nitro's platform could be adversely affected and revenue growth may slow.
<b>Failure to adequately maintain and develop Nitro's software platform</b>	Nitro's business model depends on the Company's ability to continue to ensure that customers are satisfied with the products that Nitro offers. There is a risk that Nitro fails to maintain its software platform adequately, or that updates may introduce errors and performance issues, causing customer satisfaction in the Company's software to fall. Additionally, the failure to successfully develop new product features and modules may have a materially adverse impact on Nitro's future operations and financial performance.
<b>Cyber security incidents or breaches of data privacy rules and regulations</b>	The use of information technology is critical to Nitro's ability to deliver products and services to customers and the growth of its business. It is possible that measures taken by Nitro to prevent technology breaches may prove to be inadequate. Any accidental or deliberate security breaches or other unauthorised access to Nitro's information technology systems or customer data may subject Nitro to reputational damage, a loss of confidence in the services provided, a disruption of services to customers, claims by customers, loss of customers, theft and misappropriation of funds, legal action and regulatory scrutiny. Nitro may also be required to incur costs to rectify system vulnerabilities or introduce additional safeguards to minimise the risk of future security breaches.
<b>Disruption or failure of technology systems and software</b>	Nitro and its customers are dependent on the performance, reliability and availability of the Company's technology platforms, data centres and global communications systems. There is a risk that these systems may be adversely affected by disruption, failure, service outages or data corruption that could occur as a result of computer viruses, malware, internal or external misuse by websites, or other disruptions including natural disasters, power outages or other similar events. This could potentially lead to a loss of customers, legal claims by customers, and an inability to attract new customers.
<b>Inability to attract or retain key personnel</b>	The success of the Company is dependent upon the ongoing retention of key personnel, in particular the senior management team. The loss of such personnel, or any delay in their replacement, could have a materially adverse impact on management's ability to operate the business and achieve its growth strategies and prospects, including through the development and commercialisation of new solutions or modules. The loss of key personnel could also have an adverse impact on operations, with the potential loss of key customer relationships, potential loss of business process knowledge and an adverse impact on financial performance.
<b>Failure to realise benefits from research and development</b>	Historically, Nitro has invested significantly in research and development and it expects to continue to do so in the future in order to further expand and improve its product capabilities and to maintain its competitive position. Software development is expensive and often involves an extended period of time to achieve an ROI; or Nitro may receive no economic benefit at all from such investment.

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## KEY RISKS (4/4)

<b>Reliance on third party information technology suppliers</b>	Nitro relies on certain contracts with third party suppliers to maintain and support its hosting infrastructure. Any failure or disruption to the services provided from or termination of contracts for any reason with third party service providers could negatively impact operating and financial performance. It could also expose the Company to claims for loss and damage from customers that may exceed the amounts that Nitro is entitled to recover from the third-party service providers.
<b>Future acquisitions</b>	Nitro will evaluate a range of growth driven initiatives in the future, which may include further acquisitions. It expects only to do so to the extent that such acquisitions are in complementary to Nitro's growth strategy. Although Nitro intends to undertake comprehensive due diligence before completing any future acquisition, such due diligence may not reveal issues that later impact on the returns from that acquisition or the extent to which the acquisition meets Nitro's growth strategy.
<b>Non-participation in the Entitlement Offer</b>	As the Entitlement Offer is non-renounceable, entitlement rights under the Offer cannot be traded on ASX or otherwise transferred. If Nitro shareholders do not participate in the Entitlement Offer, or do not take up their full entitlements to acquire shares under the Entitlement Offer, their percentage shareholding will be diluted and they will not have an opportunity to realise value for their entitlements.
<b>Market risks</b>	<p>The price of Nitro shares (including the shares to be issued pursuant to the Offer) on the ASX will be affected by the financial performance of Nitro and may rise or fall due to numerous often unpredictable factors, including:</p> <ul style="list-style-type: none"> <li>• Australian and international general economic conditions, including inflation rates, the level of economic activity, interest rates and currency exchange rates;</li> <li>• tensions and acts of terrorism in Australia and around the world;</li> <li>• investor perceptions in the local and global markets for listed stocks; and</li> <li>• changes in the supply and demand of software and technology securities.</li> </ul>

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NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

APPENDIX A

# FOREIGN SELLING RESTRICTIONS

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NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

## FOREIGN SELLING RESTRICTIONS (1/2)

### International Offer Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

### Bermuda

No offer or invitation to subscribe for New Shares may be made to the public in Bermuda or in any manner that would constitute engaging in business in or from within Bermuda. In addition, no invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for New Shares.

### Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

**Statutory rights of action for damages and rescission.** Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

**Certain Canadian income tax considerations.** Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

**Language of documents in Canada.** Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

### Cayman Islands

No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands or from within the Cayman Islands.

### Hong Kong

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

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# FOREIGN SELLING RESTRICTIONS (2/2)

## Luxembourg

This document has not been, and will not be, registered with or approved by any securities regulator in Luxembourg or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in Luxembourg except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation"). In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in Luxembourg is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the Entitlement Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

## United States

This document and the information contained herein does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of any person in the United States unless the New Shares have been registered under the Securities Act (which Nitro has no obligation to do or procure) or are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

## APPENDIX B

# SUMMARY OF MATERIAL AGREEMENTS

## APPENDIX – SUMMARY OF MATERIAL AGREEMENTS (1/5)

### Summary of Share Purchase Agreement (1/1)

<b>Acquisition consideration</b>	The total amount payable by Nitro in connection with the acquisition of 100% of Connective is cash consideration of €70 million: <ul style="list-style-type: none"> <li>10% of the consideration (€7.0 million) is to be held in escrow for a period of 12 months following completion and is subject to adjustments for: <ul style="list-style-type: none"> <li>valid warranty / indemnity claims; and</li> <li>net working capital completion mechanism.</li> </ul> </li> </ul>
<b>Conditions precedent</b>	The key conditions precedent to completion of the Acquisition are as follows: <ul style="list-style-type: none"> <li>all outstanding subscription rights under Connective's existing employee share option plan having been exercised or cancelled;</li> <li>completion completed the Equity Raising; and</li> <li>no material adverse effect between signing and completion.</li> </ul>
<b>Termination</b>	Either party may terminate the agreement in accordance with non-satisfaction of the Conditions Precedent, or a Failure to take Completion actions by the long stop date of 31 December 2021.
<b>Completion and pre-completion conduct</b>	For the period up to Completion, Connective must carry on its business materially in the ordinary course and is subject to customary restrictions and undertakings. Completion may not occur until 20 December 2021.
<b>Warranties and indemnities</b>	The SPA contains customary warranties including with respect to Connective, its business, tax and other matters. The vendors of Connective indemnify Nitro in relation to a breach of warranty and certain tax liabilities, which are subject to customary limitations, qualifications and exceptions.

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## APPENDIX – SUMMARY OF MATERIAL AGREEMENTS (2/5)

### Summary of Underwriting Agreement (1/4)

<b>Purpose</b>	Nitro has appointed UBS Securities Australia Limited and Morgan Stanley Australia Securities Limited (each a <b>Joint Lead Manager</b> and together the <b>Joint Lead Managers</b> ) to manage and underwrite the Offer pursuant to the terms of an Underwriting Agreement entered into between the parties on or before the date of this announcement.
<b>Conditions precedent</b>	The obligations of the Joint Lead Managers are subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement.
<b>Termination events</b>	<p>If certain conditions are not satisfied or the certain events occur, the Joint Lead Managers may terminate the Underwriting Agreement. The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:</p> <ul style="list-style-type: none"> <li>a) any event specified in the timetable is delayed for more than the agreed period without the Joint Lead Managers' prior written consent;</li> <li>b) Nitro withdraws the Offer;</li> <li>c) any of the following happen: <ul style="list-style-type: none"> <li>i. ASIC holds, or gives notice of intention to hold, a hearing or investigation in relation to the Offer or Nitro; or</li> <li>ii. ASIC prosecutes or gives notice of an intention to prosecute or commence proceedings again, or commences proceedings against, Nitro or any of its directors, officers, employees or agents in relation to the Offer,</li> </ul> and in each case such investigation, prosecution, proceedings, hearing, commencement, issue or intention becomes public or is not withdrawn within 2 business days after it is issued, commenced, conveyed or sought or where it is issued, commenced, conveyed or sought within 2 business days of the settlement date for the Retail Entitlement Offer (<b>Retail Settlement Date</b>) it is not withdrawn before the Retail Settlement Date;</li> <li>d) ASX announces that Nitro's shares will be delisted, removed from quotation, withdrawn from admission to trading status or suspended from quotation (other than a trading halt in connection with the Offer);</li> <li>e) approval (only subject to customary conditions or such conditions which would not, in the Joint Lead Managers' reasonable opinion, have a material adverse effect on the success or settlement of the Offer) is refused or not granted to the official quotation of all shares issued under the Offer on ASX, or if granted the approval is subsequently withdrawn, qualified (other than by customary conditions or conditions which would not, in the Joint Lead Managers' reasonable opinion, have a material adverse effect on the success or settlement of the Offer) or withheld;</li> <li>f) any certificate that is required to be furnished by Nitro under the Underwriting Agreement (<b>Certificate</b>) is not furnished when required;</li> <li>g) * a statement under a Certificate is false, misleading, deceptive, untrue or incorrect;</li> </ul>

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## APPENDIX – SUMMARY OF MATERIAL AGREEMENTS (3/5)

### Summary of Underwriting Agreement (2/4)

#### Termination events (cont.)

- h) Nitro or certain of its subsidiaries become insolvent or there is an act or omission which will or is likely to result in Nitro or any of those subsidiaries becoming insolvent;
- i) the SPA ceases to be on foot, or becomes void or voidable, or ceases to be valid and binding on the parties or are is (or is capable of being) terminated, rescinded or repudiated or are is materially amended (without the prior written consent of the Joint Lead Managers, such consent not to be unreasonably withheld or delayed) or is breached in any material respect;
- j) Nitro is prevented from allotting or issuing the Offer shares within the times required by the timetable for the Offer, the ASX Listing Rules, applicable laws or an order of a court of competent jurisdiction or a government agency;
- k) \* any material adverse change or effect occurs, or an event occurs which is likely to give rise to a material adverse change or effect, in the condition (financial or otherwise), assets, earnings, business, affairs, liabilities, financial position or performance, results of operations, profits, losses or prospects of Nitro;
- l) \* proceedings are commenced or threatened, or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Offer;
- m) \* a representation or warranty of Nitro under the Underwriting Agreement is or becomes false or incorrect, or Nitro is or becomes in default of any of its obligations under the Underwriting Agreement;
- n) the placement cleansing notice or entitlement cleaning notice being or becoming "defective" within the meaning of section 708A(10) or 708AA(11) of the Corporations Act (as applicable) and (in case of a defect under section 708A(10)(a) or 708AA(11)(a) only) that defect being materially adverse from the point of view of an investor;
- o) \* any Offer materials include a statement or fact that is misleading or deceptive (including by omission), or any statement of opinion or belief in any Offer materials is not truly and honestly held and/or there are no reasonable grounds for making that statement;
- p) \* there occurs a new circumstance that arises after certain Offer materials were given to the ASX that would have been required to be included in those Offer materials (or otherwise to have included in material previously disclosed to the ASX) if it had arisen before those Offer materials were given to the ASX;
- q) between the opening date for the Institutional Entitlement Offer (**Institutional Opening Date**) and the settlement date for the Institutional Entitlement Offer, the S&P/ASX 200 Index falls by a specified percentage below the level of the relevant index as at the close of trading on the day before the date of the Underwriting Agreement and remains at that level for a certain period;
- r) after the Institutional Opening Date, the S&P/ASX 200 Index falls by a specified percentage level of the relevant index as at the close of trading on the day before the date of the Underwriting Agreement and remains at that level for a certain period;

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## APPENDIX – SUMMARY OF MATERIAL AGREEMENTS (4/5)

### Summary of Underwriting Agreement (3/4)

#### Termination events (cont.)

- s) any Director or the CEO or CFO is charged with an indictable offence relating to any financial or corporate matter, any Director is disqualified from managing a corporation under the Corporations Act or Nitro or any of its Directors or officers (as that term is defined in the Corporations Act) or the CEO or CFO engages in any fraudulent conduct or activity whether or not in connection with the Offer;
- t) a change to the CEO, CFO or the board of Directors occurs;
- u) the due diligence committee report given by the due diligence committee established in connection with the Offer or other information supplied by or on behalf of Nitro to the Joint Lead Managers for the purpose of due diligence investigations, the Offer materials or the Offer, is or becomes false, misleading or deceptive or is likely to mislead or deceive (including by omission);
- v) there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State or Territory authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced prior to the date of the Underwriting Agreement);
- w) \* any adverse change or disruption occurs to the existing financial markets, political or economic conditions of Australia, the United States of America, the United Kingdom or Hong Kong, or there is any change or development involving a prospective change in national or international political, financial or economic conditions, from those existing at the date of the Underwriting Agreement;
- x) \* hostilities not presently existing commence or there is a major escalation of existing hostilities, whether war has been declared or not involving one or more of Australia, the United States, the United Kingdom or the People's Republic of China;
- y) \* a general moratorium on commercial banking activities in Australia, the United States, the United Kingdom or Hong Kong is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
- z) \* trading of securities quoted on ASX, the London Stock Exchange, the New York Stock Exchange or Hong Kong Exchanges and Clearing is suspended, or there is a material limitation in trading, for one Business Day or a substantial part of one Business Day on which the exchange is open for trading.

For those termination events above marked with an asterisk (\*), the Joint Lead Managers may not terminate the Underwriting Agreement unless they have reasonable grounds to believe that the event:

- a) has had, or could reasonably be expected to have, a material adverse effect on the outcome, success or settlement of the Offer or the likely price at which the offer Shares will trade on ASX or on the ability of the Joint Lead Managers to settle the Offer; or
- b) will, or is likely to, give rise to a liability of the Joint Lead Managers or their respective affiliates under, or give rise to, or result in, a contravention by the Underwriter or its affiliates or the Underwriter or its affiliates being involved in a contravention of, any applicable law.

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## APPENDIX – SUMMARY OF MATERIAL AGREEMENTS (5/5)

### Summary of Underwriting Agreement (4/4)

<b>Warranties</b>	Nitro gives customary representations and warranties in connection with (among other things) the Offer.
<b>Undertakings</b>	Nitro gives customary undertakings to the Joint Lead Managers, including that (subject to certain exceptions) it will not issue further equity securities, and will conduct its business in the ordinary course, for a period of time following completion of the Offer.
<b>Indemnities and release</b>	<p>Subject to certain exceptions, Nitro has agreed to indemnify each Joint Lead Manager, their respective affiliates and each of their respective directors, officers and employees (each an <b>Indemnified Party</b>) from and against all losses directly or indirectly suffered or incurred by an Indemnified Party in connection with the Offer and the appointment of the Joint Lead Managers pursuant to the Underwriting Agreement.</p> <p>Nitro also releases each Indemnified Party against claims made by Nitro as a result of the participation of that Indemnified Party in the preparation of the Offer Materials or in relation to the Offer, except to the extent that the losses are finally determined to arise in connection with the gross negligence, fraud, bad faith or wilful misconduct of that Indemnified Party.</p>
<b>Underwriting fee</b>	<p>The Joint Lead Managers will be paid an underwriting fee of 1.60% of the proceeds of the Offer and a selling and management fee of 0.40% of the proceeds of the Offer. Nitro may, in its absolute discretion, also pay to the Joint Lead Managers an incentive fee of up to 0.25% of the proceeds of the Offer. Nitro will also pay the co-managers to the Offer a fixed fee of A\$150,000 each.</p> <p>Nitro must also reimburse the Joint Lead Managers for certain expenses (including legal expenses) incurred in connection with their role as Joint Lead Managers.</p>

### APPENDIX C

## GLOSSARY

# GLOSSARY OF KEY TERMS

Term	Definition
<b>AEDT</b>	Australian Eastern Daylight Time
<b>AES</b>	Advanced Electronic Signature – reliably identifies the signer by requesting a valid identification document and generates a digital certificate as a part of the transaction
<b>ANREO</b>	Accelerated Non-Renounceable Entitlement Offer
<b>API</b>	Application Programming Interface, which is a computing interface that allows for interactions between multiple software applications. Users can use APIs to extend their application's existing functionality without the need to transfer information manually. They may also use APIs to programmatically interact with a third party application's existing functionalities
<b>ARR</b>	Annual Recurring Revenue, which is the total value of subscription revenue contracts, that are in effect at the end of the reporting period, expressed on an annualised basis
<b>eID</b>	Electronic Identification
<b>eIDAS</b>	Electronic Identification Authentication and Trust Services, which is a regulation held in the European Union and was first adopted in 2014; EU-wide recognition was achieved in September 2018
<b>eSigning</b>	Electronic signing, which is an electronic signature attached to an electronic document (such as a PDF file) and serves as an alternative to a handwritten signature, which uses data to provide a secure and accurate identification method without the need for any physical intervention
<b>GTM</b>	Go-to-market
<b>KYC</b>	Know Your Client
<b>Logo Retention Rate</b>	The percentage of customers identified by specific logo retained versus 12 months prior
<b>QES</b>	Qualified Electronic Signature – offers the highest level of trust through a face-to-face ID verification process by a Qualified Trust Service Provider
<b>SaaS</b>	Software as a Service, which is a software licensing and distribution model whereby software is centrally hosted and delivered to licensed users on a subscription basis
<b>SDK</b>	Software Development Kit, which is a collection of software development tools in one installable package. Users can use SDKs to facilitate the create of applications
<b>SES</b>	Simple Electronic Signature
<b>SMB</b>	Small and Medium-size businesses
<b>TAM</b>	Total Addressable Market

# THANK YOU



## 5. Australian Taxation Implications

### 5.1 General

Set out below is a general summary of the Australian income tax, Goods and Services Tax (**GST**) and stamp duty implications of the Retail Entitlement Offer for certain Eligible Retail Shareholders.

Neither Nitro nor any of its officers or employees, nor its taxation or other advisers, accept any liability or responsibility in respect of any taxation consequences of the Entitlement Offer or any associated statements made within this document.

The comments in this section cover the Australian taxation implications of the Entitlement Offer only if you (referred to in this section as **Eligible Retail Shareholder, Shareholder** or **you**):

- are an Eligible Retail Shareholder;
- are an Australian resident for Australian income tax purposes; and
- hold your Existing Shares on capital account for Australian income tax purposes.

The comments do not apply to you if:

- you are a non-resident for Australian income tax purposes;
- your shares are subject to the Taxation of Financial Arrangements (**TOFA**) provisions contained in Division 230 of the *Income Tax Assessment Act 1997* (Cth);
- you hold your Existing Shares as revenue assets or trading stock;
- you acquired your Existing Shares in respect of which the Entitlements are issued under any employee share scheme or where the New Shares are acquired pursuant to any employee share scheme;
- acquired Entitlements otherwise than because you are an Eligible Retail Shareholder; or
- you are exempt from Australian income tax.

The comments in this section are necessarily general in nature and are not an authoritative or complete statement of all potential tax implications for each Eligible Retail Shareholder.

The comments are based on the Australian tax legislation and administrative practice in force as at the date of this Retail Entitlement Offer Booklet. They do not take into account or anticipate changes in Australian tax legislation or future judicial or administrative interpretations of law after this time unless otherwise specified. The comments also do not take into account tax law of any country other than Australia.

The comments do not take into account any financial objectives, tax positions or investment needs of Eligible Retail Shareholders. As the taxation implications of the Entitlement Offer will vary depending upon your particular circumstances, you should seek and rely upon your own professional tax advice before concluding on the particular taxation treatment that will apply to you.

### 5.2 Australian Tax Considerations for Eligible Retail Shareholders

#### a) Issue of Entitlements

The issue of the Entitlements should not, of itself, result in any amount being included in the assessable income of an Eligible Retail Shareholder.

#### b) Exercise of Entitlements

If an Eligible Retail Shareholder exercises all or part of their Entitlements under the Entitlement Offer, the Eligible Retail Shareholder will acquire New Shares. Each New Share acquired upon exercising the Entitlement will comprise a capital gains tax (**CGT**) asset, being a share in Nitro. An Eligible Retail Shareholder should not derive any assessable income, or make any capital gain or capital loss at the time of exercising their Entitlement under the Entitlement Offer. For CGT purposes, each New Share should:

- be taken to have been acquired on the date the New Share is issued to the Eligible Retail Shareholder; and
- have a cost base (and reduced cost base) that is equal to the Offer Price that is payable for the New Share plus certain non-deductible incidental costs incurred in acquiring the New Share.

#### c) Lapse of Entitlement

If an Eligible Retail Shareholder does not accept all or part of their Entitlement in accordance with the instructions, that Entitlement will lapse and the Eligible Retail Shareholder will not receive any consideration. There should be no Australian tax implications for an Eligible Retail Shareholder from the lapse of all or some of their Entitlements.

#### ***d) Distributions on New Shares as a Result of Entitlements Exercised***

Any future dividends or other distributions made in respect of New Shares should constitute assessable income of an Eligible Retail Shareholder and should be subject to the same income taxation treatment as dividends or other distributions made in respect of Existing Shares held in the same circumstances.

#### ***e) Disposal of New Shares***

The disposal of a New Share will be a disposal for CGT purposes.

An Eligible Retail Shareholder should make a capital gain if the capital proceeds on disposal exceed the cost base of the New Share, or a capital loss if the capital proceeds are less than the reduced cost base of the New Share.

An Eligible Retail Shareholder that is an individual, trustee or complying superannuation entity and that has held their New Shares for 12 months or more (not including the dates of acquisition and disposal of the New Shares) at the time of disposal may be entitled (subject to meeting other conditions) to apply the CGT discount to reduce the capital gain (after offsetting current year or carried forward capital losses). The CGT discount is 50% for individuals and entities acting as trustees and 33⅓% for complying superannuation entities.

The CGT discount is not available to companies (unless shares are held by a company in the capacity of trustee).

Trustees should seek specific tax advice regarding the tax consequences arising to beneficiaries under the CGT rules.

If a capital loss arises on disposal of the New Shares, the capital loss can only be used to offset other capital gains (i.e., the capital loss cannot be used to offset amounts contributing to taxable income that are not capital gains). However, if the capital loss cannot be used in a particular income year it can be carried forward to use in future income years, provided certain loss recoupment rules are satisfied.

#### ***f) Other Australian Taxes***

No GST or stamp duty should be payable by Eligible Retail Shareholders in respect of the issue or exercise of Entitlements or the acquisition of New Shares. With respect to stamp duty, this is on the understanding that no Eligible Retail Shareholder together with its associates and related persons (and any other persons who acquire their Shares pursuant to the same arrangement between those persons) will hold 90% or more of the total issued Shares.

To the extent you incur GST on costs that relate to the issue or exercise of Entitlements or the acquisition of New Shares, you may not be entitled to recover such GST as an input tax credit. In this regard, we recommend that you seek independent taxation advice in respect of your individual taxation affairs.

## 6. Important Information

This Retail Entitlement Offer Booklet (including the ASX Offer Announcements and enclosed personalised Entitlement and Acceptance Form) (**Information**) have been prepared by Nitro. This Information is dated Tuesday, 16 November 2021 (other than the Investor Presentation and the ASX Announcements included in Section 4 of this Retail Entitlement Offer Booklet). This Information remains subject to change without notice and Nitro is not responsible for updating this Information.

There may be additional announcements made by Nitro after the date of this Retail Entitlement Offer Booklet and throughout the period that the Retail Entitlement Offer is open that may be relevant to your consideration of whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Nitro (by visiting the ASX website at [www.asx.com.au](http://www.asx.com.au)) before submitting your application to take up your Entitlement.

No party other than Nitro has authorised or caused the issue of this Information, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information.

For the avoidance of doubt, to the maximum extent permitted by law, Nitro excludes and disclaims all liability (including, without limitation, liability for negligence) for any direct, indirect, consequential, or contingent loss or damage howsoever and whenever arising from the use of any of the Information or participation in the Retail Entitlement Offer.

### **This Information is important and requires your immediate attention.**

You should read this Information carefully and in its entirety before deciding how to deal with your Entitlement. In particular, you should consider the key risk factors outlined in the “Key Risks” section of the Investor Presentation dated Wednesday, 10 November 2021 (a copy of which is included in Section 4 this Retail Entitlement Offer Booklet) any of which could affect the operating and financial performance of Nitro or the value of an investment in Nitro.

You should consult your stockbroker, solicitor, accountant or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

### **6.1 Eligible Retail Shareholders**

This Information contains an offer of New Shares to Eligible Retail Shareholders in Australia or New Zealand and has been prepared in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84).

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, or are a Shareholder not in Australia or New Zealand that Nitro has otherwise determined is eligible to participate;
- 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**”. Nitro reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Nitro may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that has a registered address in Australia and New Zealand and was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

Nitro has decided that it is unreasonable to make offers under the Retail Entitlement Offer to Shareholders who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places. Nitro may (in its absolute discretion) extend the Retail Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand (except the United States) in accordance with applicable law.

## 6.2 Ranking of New Shares

New Shares issued under the Entitlement Offer will rank equally with existing Shares. New Shares will be entitled to any dividends on ordinary shares with a record date after the date of issue. The rights and liabilities attaching to the New Shares are set out in Nitro's constitution, a copy of which is available at [www.asx.com.au](http://www.asx.com.au).

## 6.3 Issue, Quotation and Trading

Nitro will apply to the ASX for official quotation of the New Shares in accordance with the ASX Listing Rule requirements. If ASX does not grant quotation of the New Shares, Nitro will repay all Application Monies (without interest).

Nitro disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the Official List of ASX or before receiving their confirmation of holding, whether on the basis of confirmation of the allocation provided by Nitro, the Share Registry or the Underwriters.

Subject to approval being granted, it is expected that the issue of New Shares under the Retail Entitlement Offer will take place on Monday, 6 December 2021 and that normal trading of New Shares allotted under the Retail Entitlement Offer will commence at 10.00am (AEDT) on Wednesday, 8 December 2021. Application Monies will be held by Nitro on trust for Applicants until the New Shares are issued. No interest will be paid on Application Monies.

## 6.4 Capital Structure

After the issue of New Shares under the Entitlement Offer, the capital structure of Nitro is expected to be as follows (subject to reconciliations rounding of fractional Entitlements)<sup>3</sup>:

Shares on issue as at Record Date	199.4 million
Shares issued under the Institutional Placement	23.3 million
Shares issued under the Institutional Entitlement Offer	10.7 million
Maximum number of New Shares to be issued under the Retail Entitlement Offer	6.7 million
Total Shares on issue at completion of the Retail Entitlement Offer	240.1 million

## 6.5 Reconciliation, Top-Up Shares and the Rights of Nitro and the Underwriters

The Entitlement Offer is a complex process and in some instances investors may believe that they will own more Shares than they ultimately did as at the Record Date or are otherwise entitled to more New Shares than initially offered to them. If reconciliation is required, it is possible that Nitro may need to issue additional New Shares (**Top-Up Shares**) to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

Nitro also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Institutional Shareholders or Eligible Retail Shareholders, or persons claiming to be Eligible Institutional Shareholders or Eligible Retail Shareholders or other applicable investors, if Nitro believes in its complete discretion that their Entitlement claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, Nitro may, in its discretion, require the relevant shareholder to transfer excess New Shares to the Underwriters or another person at the Offer Price per New Share. If necessary, the relevant shareholder may need to transfer existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by Nitro in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of Nitro or the Underwriters to require any of the actions set out above.

<sup>3</sup> This assumes that there is 100% take-up of entitlements under the Retail Entitlement Offer and that the Institutional Entitlement Offer completes successfully without any termination of the Underwriting Agreement.

## 6.6 No Cooling Off Rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

## 6.7 No Entitlements Trading

Entitlements are non-renounceable and so they cannot be traded on ASX or any other exchange, nor can they be privately transferred.

## 6.8 Risks

The Investor Presentation details important factors and key risks that could affect the financial and operating performance of Nitro. Please refer to the “Key Risks” section of the Investor Presentation for further details, a copy of which is included in Section 4 of this Retail Entitlement Offer Booklet. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

## 6.9 Notice to Nominees and Custodians

If Nitro believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of:

- Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- Institutional Shareholders who were treated as Ineligible Institutional Shareholders under the Institutional Entitlement Offer;
- Beneficiaries on whose behalf they hold existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- Any Shareholder that is in the United States, including any Shareholder in the United States for whom the nominee or custodian holds Shares or acts; or
- Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Persons acting as nominees or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Retail Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States.

Nitro is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary, including following acquisition of Entitlements on the ASX or otherwise, complies with applicable foreign laws. Nitro is not able to advise on foreign laws.

Nominees and custodians may not distribute any part of this Retail Entitlement Offer Booklet in the United States or in any other country outside Australia and New Zealand, except Australian and New Zealand nominees may send this Retail Entitlement Offer Booklet and related offer documents to beneficial shareholders who are professional or institutional shareholders in other countries (other than the United States) listed in, and to the extent permitted under, the “International Offer Restrictions” section of the Investor Presentation included in this Retail Entitlement Offer Booklet.

## 6.10 Continuous Disclosure

Nitro is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Nitro is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Nitro has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Nitro shares. That information is available to the public from ASX at [www.asx.com.au](http://www.asx.com.au).



### 6.11 Not Investment Advice

This Information is not a prospectus or a product disclosure statement under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Nitro is not licensed to provide financial product advice in respect of the New Shares. This Information does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Nitro's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at [www.asx.com.au](http://www.asx.com.au).

Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should also consider whether you need to seek appropriate advice, including financial, legal and taxation advice appropriate to your jurisdiction. If, after reading the Information, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, solicitor, accountant or other independent professional adviser or call the Share Registry at 1300 556 161 (inside Australia) or +61 3 9415 4000 (outside Australia) at any time between 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer period.

### 6.12 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up or down to the nearest whole number of New Shares (with fractions of exactly one half to be rounded up).

### 6.13 Information Availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of the Information during the period of the Retail Entitlement Offer by calling the Share Registry at 1300 556 161 (inside Australia) or +61 3 9415 4000 (outside Australia) or from the ASX at [www.asx.com.au](http://www.asx.com.au). Eligible Retail Shareholders who access the electronic version of the Information should ensure that they download and read the entire Information. The electronic version of the Information on the Nitro or ASX website will not include a personalised Entitlement and Acceptance Form.

A replacement Entitlement and Acceptance Form can be obtained during the period of the Retail Entitlement Offer by calling the Share Registry at 1300 556 161 (inside Australia) or +61 3 9415 4000 (outside Australia) at any time between 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer period.

### 6.14 Governing Law

The Information, the Retail Entitlement Offer and the contracts formed on acceptance of Retail Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

### 6.15 Foreign Jurisdictions

The Information has been prepared to comply with the requirements of the securities laws of Australia. Nitro is not able to advise on the laws of any other foreign jurisdictions.

To the extent that you hold Shares or Entitlements on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any participation (including for your own account or when you hold Shares or Entitlements beneficially for another person) complies with all applicable foreign laws.

The Information does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of the Information (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of the Information, you should observe such restrictions and should seek your own advice on such restrictions. See the foreign selling restrictions set out in the "International Offer Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet for more information on selling restrictions.

## 6.16 Underwriting of the Entitlement Offer

Nitro has entered into an Underwriting Agreement with Morgan Stanley Australia Securities Limited (ABN 55 078 652 276) (**Morgan Stanley**) and UBS Securities Australia Limited (ACN 008 586 481) (**UBS** and together with Morgan Stanley, the **Underwriters**) who have agreed to underwrite the Retail Entitlement Offer, the Institutional Entitlement Offer and the Institutional Placement on the terms and conditions set out in the agreement (**Underwriting Agreement**).

This means that, subject to the terms and conditions of the Underwriting Agreement, approximately A\$60 million of proceeds will be raised under the Entitlement Offer.

As is customary with these types of arrangements:

- Nitro has agreed, subject to certain carve-outs, to indemnify the Underwriters, their affiliates and related bodies corporate, and each of their directors, officers, employees, agents and advisers against any losses they may suffer or incur in connection with the Entitlement Offer;
- Nitro and the Underwriters have given certain representations, warranties and undertakings in connection with (among other things) the Entitlement Offer; and
- the Underwriters may (in certain circumstances, having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events.

The management and underwriting fees to be paid to the Underwriters are set out in Nitro's Appendix 3B released to the ASX on Wednesday, 10 November 2021. The Underwriters will also be reimbursed for certain expenses.

Refer to the Investor Presentation included in Section 4 of this Retail Entitlement Offer Booklet for more information regarding the Underwriting Agreement, including a summary of the termination events under the Underwriting Agreement.

## 6.17 Privacy

As a shareholder, Nitro and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Nitro and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, Nitro and the Share Registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third-party service providers to whom they outsource services, in order to assess your application for New Shares, the Share Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation of the distribution of shareholder information and for handing of mail, or as otherwise under the *Privacy Act 1988* (Cth).

If you do not provide us with your personal information, we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) Nitro or the Share Registry. We aim to ensure that the personal information we retain about you is accurate, complete and up-to-date. To assist us with this, please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by telephoning or writing to Nitro through the Share Registry using the details shown in the Corporate Directory (refer to Section 8).

## 6.18 Disclaimer of Representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information.

Any information or representation that is not in this Information may not be relied on as having been authorised by Nitro, or its related bodies corporate in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Nitro, or any other person, warrants or guarantees the future performance of Nitro or any return on any investment made pursuant to this Information or its content.

## 6.19 Withdrawal of the Entitlement Offer

Nitro reserves the right to withdraw all or part of the Entitlement Offer and this Information at any time, subject to applicable laws, in which case Nitro will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, Nitro may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Nitro will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Nitro.

## 7. Definitions

**A\$ or AUD** means Australian dollars.

**Acquisition** has the meaning given in the Chairman's Letter included in this Retail Entitlement Offer Booklet.

**AEDT** means Australian Eastern Daylight Time.

**Announcements** means the Investor Presentation, Launch Announcement and Institutional Completion Announcement.

**Applicant** means an Eligible Retail Shareholder who has submitted a valid Application.

**Application** means the arranging for payment of the relevant Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form or the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies.

**Application Monies** means the aggregate amount payable in Australian dollars for the New Shares applied for through BPAY® or in a duly completed Entitlement and Acceptance Form.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) and the securities exchange operated by it.

**ASX Listing Rules** means the listing rules of the ASX (including the ASX Settlement Operating Rules, the ASX Operating Rules and the ASX Clear Operating Rules) as waived or modified by the ASX in respect of Nitro or the Offer in any particular case.

**Connective** has the meaning given to it the Chairman's Letter included in this Retail Entitlement Offer Booklet.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Eligible Retail Shareholders** has the meaning given in Section 6.1 of this Retail Entitlement Offer Booklet.

**Eligible Institutional Shareholder** means a person who:

- was identified as an institutional Shareholder as at the Record Date by Nitro and/or the Underwriters in their absolute discretion;
- has a registered address in Australia, New Zealand or certain other jurisdictions disclosed in the Investor Presentation;
- eligible under all applicable securities laws to receive an offer under the Institutional Entitlement Offer; and
- who has successfully received an offer under the Institutional Entitlement Offer.

**Entitlement** means the right to subscribe for 1 New Share for every 11.4 existing Shares held by eligible Shareholders on the Record Date at an Offer Price of A\$3.43 per New Share, pursuant to the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form that will accompany this Retail Entitlement Offer Booklet when it is dispatched to Eligible Retail Shareholders.

**Entitlement Offer** or **Offer** means the Institutional Entitlement Offer and the Retail Entitlement Offer.

**How to Apply** has the meaning given in Section 2 of this Retail Entitlement Offer Booklet.

**Ineligible Institutional Shareholders** means a Shareholder who is not an Eligible Institutional Shareholder.

**Ineligible Retail Shareholder** means a Shareholder (or beneficial holder of Shares) other than an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder on the Record Date with a registered address outside Australia and New Zealand or any other jurisdiction that Nitro and the Underwriters agree to whom ASX Listing Rule 7.7.1(a) applies, provided that any institutional Shareholder that is in the United States is an Ineligible Institutional Shareholder, and for the avoidance of doubt includes any Shareholder that is in the United States or is acting for the account or benefit of a person in the United States (including a nominee or custodian to the extent such person holds Nitro ordinary shares for the account or benefit of such person in the United States).

**Information** has the meaning given in Section 6 of this Retail Entitlement Offer Booklet.

**Institutional Completion Announcement** means the announcement released to the ASX on Thursday, 11 November 2021 in relation to results of the Institutional Entitlement Offer, incorporated in Section 4 of this Retail Entitlement Offer Booklet.

**Institutional Entitlement Offer** means the accelerated non-renounceable pro rata entitlement offer of Entitlement Offer Securities to Eligible Institutional Shareholders.

**Institutional Placement** means the placement to institutional investors to be conducted by Nitro in conjunction with the Entitlement Offer, as described in the Investor Presentation.



**Investor Presentation** means the presentation to investors released to the ASX on Wednesday, 10 November 2021, incorporated in Section 4 of this Retail Entitlement Offer Booklet.

**Launch Announcement** means the announcement released to the ASX on Wednesday, 10 November 2021 in relation to the Entitlement Offer, the Institutional Placement and the Acquisition, incorporated in Section 4 of this Retail Entitlement Offer Booklet.

**New Shares** means Shares to be allotted and issued under the Entitlement Offer.

**Nitro** means Nitro Software Limited (ACN 079 215 419).

**Offer Price** means A\$3.43 per New Share.

**Record Date** means 7.00pm (AEDT) on Friday, 12 November 2021.

**Retail Entitlement Offer** means the accelerated non-renounceable pro-rata entitlement offer to Eligible Retail Shareholders to subscribe for 1 New Share for every 11.4 Shares of which the Shareholder is the registered holder on the Record Date, at an Offer Price of A\$3.43 per New Share pursuant to this Retail Entitlement Offer Booklet.

**Retail Entitlement Offer Booklet** means this booklet.

**Retail Shortfall** means Entitlements not taken up by Eligible Retail Shareholders and entitlements of Ineligible Retail Shareholders under the Retail Entitlement Offer, which will be acquired by the Underwriters or any sub-underwriters.

**Section** means a section of this Retail Entitlement Offer Booklet.

**Share** means a fully paid ordinary share in the capital of Nitro.

**Share Registry** means Computershare Investor Services Pty Ltd.

**Shareholder** means a holder of Shares.

**AEDT** means Australian Eastern Daylight Time (AEDT).

**TERP** means the theoretical ex-rights prices 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 the ex-dividend date will depend on many factors and may not approximate TERP. TERP includes New Shares issued under the Institutional Placement.

**Timetable** means the indicative table set out in the "Key Dates" section of this Retail Entitlement Offer Booklet.

**Top-Up Shares** means the issue of additional New Shares to ensure that the relevant investors receive their appropriate allocation of New Shares.

**Underwriters** mean Morgan Stanley Australia Securities Limited (ABN 55 078 652 276) and UBS Securities Australia Limited (ACN 008 586 481).

**Underwriting Agreement** means the underwriting agreement dated Wednesday, 10 November 2021 between Nitro and the Underwriters, as amended from time to time.

**U.S. Securities Act** means the U.S. Securities Act of 1933, as amended.

## 8. Corporate Directory

### Nitro Registered Office

Level 7  
330 Collins Street  
Melbourne VIC 3000

### Nitro website

Corporate information and the Nitro Annual Reports can be found via the Company's website at <https://www.gonitro.com/>

### Underwriters

Morgan Stanley Australia Securities Limited  
Chifley Tower  
Level 39, 2 Chifley Square  
Sydney NSW 2000

UBS Securities Australia Limited  
Chifley Tower  
Level 16, 2 Chifley Square  
Sydney NSW 2000

### Share Registry

Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
Abbotsford VIC 3067

### Legal Adviser

Gilbert + Tobin  
Level 35, Tower 2, International Towers Sydney  
200 Barangaroo Avenue  
Sydney NSW 2000

### Tax Adviser

PwC  
One International Towers  
Watermans Quay  
Barangaroo NSW 2000



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