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28 February 2023

The Manager
ASX Market Announcements Office
ASX Limited, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

FOR LODGEMENT ONLINE

Dear Sir/Madam

Notice of change of interests of substantial holder

We act for Potentia Capital Management Pty Ltd (ACN 630 264 210) (**Potentia Capital**) in relation to its off-market takeover bid through Technology Growth Capital LLC (**Bidder**) to acquire ordinary shares in Nitro Software Limited (ACN 079 215 419) (ASX:NTO).

In accordance with section 671B(1) of the *Corporations Act 2001* (Cth), enclosed on behalf of the Bidder and its associates is a Form 604 (Notice of change of interests of substantial holder).

Yours faithfully,



Johnson Winter Slattery

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Liability limited by a scheme approved under Professional Standards Legislation

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Nitro Software Limited (ASX:NTO) (**Nitro**)

ACN/ARSN 079 215 419

1. Details of substantial holder(1)

Name Technology Growth Capital LLC (**Bidder**) on behalf of itself, each of its associates listed in Annexure A (**Potentia Group**), HarbourVest Partners Co-Investment VI Aggregator L.P. (**HarbourVest**), Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365) (**Aware Super**) and L Capital GP III LLC (**L Capital**)

ACN/ARSN (if applicable) n/a

There was a change in the interests of the substantial holder on 27 February 2023

The previous notice was given to the company on 24 February 2023

The previous notice was dated 24 February 2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares in NTO (Shares)	49,050,879	19.50% (See Note 1 below)	51,802,162	20.59% (See Note 1 below)
Note 1: On the basis that there are 245,283,492 Shares and 6,283,923 Unquoted Treasury Shares (ordinary shares) on issue by Nitro.				

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
See Annexure B	Bidder	Acquisition of relevant interests through acceptances of the offers made under Technology Growth Capital LLC's (Bidder's) off-market takeover offer for Shares on the terms of the offer set out in the bidder's statement dated 28 October 2022 (as subsequently varied) (Offer).	Either (or both) \$2.00 per Share or scrip consideration in Oak Ridge Software Limited (ACN 664 474 999) (TopCo) as per the Offer (which remains conditional).	See Annexure B	See Annexure B
As above.	Potentia Group	As above.	As above.	As above.	As above.
As above.	HarbourVest	Relevant interest under section 608(8) of the <i>Corporations Act 2001 (Cth)</i> (Act) pursuant to acceptances of the Offer.	As above.	As above.	As above.
As above.	Aware Super	Relevant interest under section 608(8) of the <i>Corporations Act 2001 (Cth)</i> (Act) pursuant to acceptances of the Offer.	As above.	As above.	As above.
As above.	L Capital	Relevant interest under section 608(8) of the <i>Corporations Act 2001 (Cth)</i> (Act) pursuant to acceptances of the Offer.	As above.	As above.	As above.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Technology Growth Capital LLC	Technology Growth Capital Pty Ltd (ACN 659 330 319)	Not applicable	Arising under section 608(3)(a) of the Act by reason of having voting power above 20% in Technology Growth Capital Pty Ltd (TGC).	48,586,139	19.31%
			Arising under section 608(1)(b) of the Act arising from acceptances of the Offer (which remains conditional).	3,216,023	1.28%
Technology Growth Capital Pty Ltd (ACN 659 330 319)	Technology Growth Capital Pty Ltd (ACN 659 330 319)	Not applicable	Arising under section 608(1)(a) of the Act by being the registered holder of 48,586,139 Shares.	48,586,139	19.31%
			Arising under section 608(3)(b) of the Act because it controls the Bidder.	3,216,023	1.28%
Each of the other members of the Potentia Group as set out in Annexure A.	Technology Growth Capital Pty Ltd (ACN 659 330 319)	Not applicable	Arising under section 608(3) of the Corporations Act by reason of having control of and / or voting power above 20% in TGC.	48,586,139	19.31%
			Arising under section 608(3) of the Corporations Act by reason of having control of and / or voting power above 20% in the Bidder.	3,216,023	1.28%
HarbourVest Partners Co-Investment VI Aggregator L.P.	Technology Growth Capital Pty Ltd (ACN 659 330 319)	Not applicable	Arising under section 608(8) of the Act by reason of the Co-Investment Agreement set out in Annexure C of the ASIC Form 604 given by Potentia (among others) on 2 September 2022.	48,586,139	19.31%
			As above.	3,216,023	1.28%
Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365)	Technology Growth Capital Pty Ltd (ACN 659 330 319)	Not applicable	Arising under section 608(8) of the Act from the ECL with Aware Super set out in Annexure C of the ASIC Form 604 given by Potentia (among others) on 24 February 2023.	48,586,139	19.31%
			As above.	3,216,023	1.28%
L Capital GP III LLC	Technology Growth Capital Pty Ltd (ACN 659 330 319)	Not applicable	Arising under section 608(8) of the Act from the ECL with L Capital set out in Annexure C of the ASIC Form 604 given by Potentia (among others) on 24 February 2023.	48,586,139	19.31%
			As above.	3,216,023	1.28%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

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6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Bidder	Suite 38.01, Level 38, Gateway, 1 Macquarie Place, Sydney NSW 2000
Potentia Group	Suite 38.01, Level 38, Gateway, 1 Macquarie Place, Sydney NSW 2000
HarbourVest	c/o HarbourVest Partners, LLC, One Financial Center, 44 th Floor, Boston, MA 02111 United States
Aware Super	Level 28, 388 George Street, Sydney NSW 2000
L Capital	2261 Market Street, #4231 San Francisco, CA 94114 United States

Signature

Timothy Reed

print name

Capacity Managing Director

sign here



date 28 / 02 / 2023

Annexure A - Associates

This is Annexure A of 1 page (including this page) referred to in Form 604 ('Notice of change of interests of substantial holder') signed by me and dated 28 February 2023.



Signature

Timothy Reed, Managing Director

Name

Potentia Group

No.	Entity	Corporation of Incorporation
1.	Potentia Capital Management Pty Ltd (ACN 630 264 210)	Australia
2.	Technology Growth Finance Pty Ltd (ACN 660 213 052)	Australia
3.	Technology Growth Partners Pty Ltd (ACN 659 330 140)	Australia
4.	Technology Growth Capital Pty Ltd (ACN 659 330 319)	Australia
5.	Potentia Capital IA Pty Ltd (ACN 659 062 718) as trustee for Potentia Capital Trust IA	Australia
6.	Potentia Capital IB Pty Ltd (ACN 659 062 969) as trustee for Potentia Capital Trust IB	Australia
7.	Potentia Capital IC Pty Ltd (ACN 659 063 322) as trustee for Potentia Capital Trust IC	Australia
8.	Potentia Capital Pty Ltd (ACN 169 877 445)	Australia
9.	Potentia Capital Holdings Pty Ltd (ACN 630 152 493)	Australia
10.	Oak Ridge Software Pty Ltd (ACN 664 474 999)	Australia

Annexure B – Acquisition of relevant interests from acceptances of the Offer

This is Annexure B of 1 pages (including this page) referred to in Form 604 ('Notice of change of interests of substantial holder') signed by me and dated 28 February 2023.



Signature

Timothy Reed, Managing Director

Name

Date of change	Class and number of securities affects	Person's votes affected
24-Feb-23	556 fully paid ordinary shares	556
24-Feb-23	10,325 fully paid ordinary shares	10,325
24-Feb-23	478,373 fully paid ordinary shares	478,373
27-Feb-23	300 fully paid ordinary shares	300
27-Feb-23	350 fully paid ordinary shares	350
27-Feb-23	326 fully paid ordinary shares	326
27-Feb-23	2,254,408 fully paid ordinary shares	2,254,408
27-Feb-23	500 fully paid ordinary shares	500
27-Feb-23	6,145 fully paid ordinary shares	6,145