



15 March 2023

Potentia's Relevant Interest Exceeds 50%

Nitro Software Limited (ASX: NTO) ('Nitro' or the 'Company') provides the following update on the Potentia Takeover Offer.

Potentia's Relevant Interest Exceeds 50%

Nitro today received notification from Potentia that its relevant interest in Nitro Shares has increased to 51.87% as a result of acceptances received under the Potentia Takeover Offer.

As outlined in the Ninth Supplementary Bidder's Statement dated 23 February 2023, Potentia will further increase the consideration paid to all accepting Nitro Shareholders from A\$2.17 cash per Nitro Share (**All-Cash Consideration**) to:

- A\$2.20 per Nitro Share if during the Offer Period¹, Potentia obtains a relevant interest in at least 75.0% of Nitro Shares; and
- A\$2.25 per Nitro Share if:
 - i) during the Offer Period, Potentia obtains a relevant interest in at least 75.0% of Nitro Shares; and
 - ii) at the end of the Offer Period, the elections by accepting Nitro Shareholders to receive Scrip Consideration represent in aggregate at least 25.0% of the total number of Nitro Shares accepted into the Potentia Takeover.

There is no guarantee any of the conditions outlined above will be satisfied and a subsequent uplift in the consideration paid under the Potentia Takeover Offer achieved.

The Potentia Takeover Offer remains open for acceptance until 7:00pm (AEDT) on 31 March 2023 (unless extended or withdrawn).

¹ The Potentia Takeover Offer is open for acceptance until 7:00pm (AEDT) on 31 March 2023 (unless extended or withdrawn).

Nitro Board Recommendation

The Nitro Board is pleased to have delivered a significant premium² to Nitro Shareholders of:

- 92% to Nitro's undisturbed share price of A\$1.13 per Nitro Share³; and
- 37% to Potentia's initial proposal of A\$1.58 per Nitro Share.

Nitro Shareholders who do not accept the Potentia Takeover Offer risk remaining as minority shareholders in Nitro. Further information on the implications and risks associated with being a minority shareholder in Nitro are outlined in Section 6.4 of Nitro's Target's Statement dated 23 November 2022.

The Nitro Board unanimously recommends that any Nitro Shareholders who have not already done so **promptly ACCEPT the All-Cash Consideration of A\$2.17 per Nitro Share under the Potentia Takeover Offer**, in the absence of a superior proposal.

Change of Board Composition

As Potentia's relevant interest in Nitro Shares now exceeds 50%, the Company is in the process of engaging with Potentia to facilitate an orderly transition of the Nitro Board. It is expected that all Non-Executive Directors of the Nitro Board will shortly resign from their positions and a new Board will be formed consisting of Potentia's nominee directors. Further details regarding the new Board composition will be provided in due course.

Treatment of Employee Share Scheme (ESS) Securities

Now that a change of control of Nitro has occurred, the Nitro Board has resolved to exercise its discretion under the ESS Plan Rules to waive all vesting conditions in respect of all the ESS Securities. To satisfy the Company's obligations under the ESS Plan Rules, the Company intends to issue approximately 4 million additional Nitro Shares to the participants.

Nitro Shares allocated to participants in accordance with the accelerated vesting will be automatically accepted into the Potentia Takeover Offer and the participant will receive payment of the All-Cash Consideration in accordance with the terms of the Potentia Takeover Offer.

² Based on the A\$2.17 per Nitro Share All-Cash Consideration.

³ The closing share price on 29 August 2022, being the day prior to disclosure of the initial Potentia proposal of A\$1.58 per Nitro Share.

An Appendix 2A will be released for the newly issued Nitro Shares in due course.

How to Accept the Potentia Takeover Offer

Full details on how to accept the Potentia Takeover Offer are set out in Section 2 of Potentia's Tenth Bidder's Statement dated 2 March 2023, along with an acceptance form, which Nitro Shareholders should have received via post.

Nitro Shareholders may also accept online via <https://investor.automic.com.au/#/signup>.

Nitro Shareholders who have any questions about the Potentia Takeover Offer or how to accept may call the Potentia Information Line on 1300 101 297 (within Australia) or +61 2 9068 1929 (outside Australia) between 9:00am and 5:00pm (AEDT) Monday to Friday.

Ends

Authorised for release to the ASX by the Chairman.

ENQUIRIES

Investors

Shareholder Information Line

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ABOUT NITRO

Nitro is a global SaaS leader in PDF software, document management and electronic signatures. Nitro's Productivity Platform includes powerful PDF tools, digital workflows, highly secure eSigning and identity verification capabilities. Its industry-leading business intelligence and analytics product measures ROI and quantifies sustainability efforts, all supported by a best-in-class customer success and change management support team. With more than 1.3 million subscription licensed users and 14,000+ business customers across 179 countries, Nitro serves 62% of the Fortune 500.

For more information on Nitro, please visit:

- Nitro: <https://www.gonitro.com>
- Connective: <https://connective.eu>
- PDFpen: <https://pdfpen.com/pdfpenpro/>
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