



Disclosure Policy

Nitro Software Limited (ACN 079 215 419)

1 Introduction

- (a) Under continuous disclosure laws, Nitro Software Limited (ACN 079 215 419) (**Nitro or Company**) must immediately notify the Australian Securities Exchange (**ASX**) of materially price sensitive information (unless an exception applies). ASX requires that the share market is kept continuously informed of such information.
 - (b) Failure to notify ASX can be a serious criminal offence, exposing Nitro, its managers and directors to imprisonment, fines and damages.
 - (c) For the purposes of this policy, “**Nitro Person**” has the meaning given to it in Nitro’s Securities Trading Policy.
 - (d) This policy is available in the corporate section of Nitro’s website.
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2 Continuous disclosure principle

- (a) ASX listing rule (**LR**) 3.1 requires Nitro to immediately notify the ASX if it has, or becomes aware of, any information concerning Nitro that a reasonable person would expect to have a material effect on the price or value of Nitro’s securities were that information to be generally available (**market sensitive information**). This is known as the continuous disclosure obligation. Nitro is also required by section 674 of the *Corporations Act 2001* (Cth) (**Corporations Act**) to comply with this obligation. In this context, ASX has confirmed in Guidance Note 8 that “immediately” means “promptly and without delay”.
 - (b) LR 15.7 requires that Nitro must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.
 - (c) The continuous disclosure obligation does not apply if the exception to the obligation outlined in section 3 of this policy applies.
 - (d) Any material price sensitive information must be disclosed to the ASX in accordance with this policy.
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3 Exception to the continuous disclosure principle

3.1 Availability of the exception

- (a) Disclosure under LR 3.1 is not required if each of the following is satisfied in relation to the information:
 - (i) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and

- (ii) one or more of the following applies:
 - (A) it would be a breach of a law to disclose the information;
 - (B) the information concerns an incomplete proposal or negotiation;
 - (C) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (D) the information is generated for the internal management purposes of Nitro; or
 - (E) the information is a trade secret; and
- (iii) a reasonable person would not expect the information to be disclosed.
- (b) All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, Nitro must immediately disclose the information to the ASX in accordance with this policy.

3.2 A false market may cause the exception to be lost

LR 3.1B provides that if the ASX considers that there is, or is likely to be, a false market in Nitro's securities, and requests information from Nitro to correct or prevent the false market, Nitro must give the ASX the information needed to correct or prevent the false market.

4 Disclosure Committee

- (a) Nitro's board of directors (**Board**) has established a disclosure committee (**Committee**) comprising of:
 - (i) the chair of the Board;
 - (ii) Nitro's Chief Executive Officer;
 - (iii) Nitro's Chief Financial Officer;
 - (iv) Nitro's non-executive directors; and
 - (v) Nitro's company secretary (who, for administrative convenience only, is primarily responsible for overseeing and coordinating all communication with the ASX, investors, analysts, brokers, the media and the public) (**Disclosure Officer**).
- (b) The Committee's responsibilities include:
 - (i) determining what information will be disclosed by Nitro to the ASX;
 - (ii) implementing procedures to ensure that, if required:

- (A) disclosures to the ASX can be made immediately; and
 - (B) trading halt requests can be lodged with the ASX immediately;
 - (iii) preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Committee determines may be prepared and released without its prior review, if any);
 - (iv) reviewing and approving proposed external announcements for release to ASX, or, if (d) applies, referring to the Board for approval; and
 - (v) providing the Board with copies of all material market announcements promptly after they have been made.
- (c) The Committee must consult with the Board, Chief Executive Officer, senior management and external advisers as it considers necessary, including where there is doubt as to whether certain information should be disclosed.
- (d) Each Committee member must consider, as soon as possible, whether or not information is market sensitive information and, if so, whether an announcement is required. The role of a Committee member in relation to announcements, other than those concerning significant matters is to:
- (i) review and approve the form and content of announcement having regard to our continuous disclosure obligations and to satisfy themselves that appropriate verification has been undertaken regarding the factual accuracy and completeness of the content of the announcement; and
 - (ii) authorise, with the approval of at least one other Committee member, the Disclosure Officer to release the announcement to ASX.
- (e) If a Committee member considers that the market sensitive information constitutes a significant matter, then the Disclosure Officer must:
- (i) take all steps necessary to convene a Board meeting as soon as practicable to consider and approve the announcement; and
 - (ii) take such other steps as the Committee member determines are necessary to comply with Nitro's continuous disclosure obligations, including, if necessary and in accordance with clause 7, liaising with ASX to request a trading halt or suspension from trading until the Board is able to meet.
- (f) The Board is responsible for approving material disclosures relating to the following matters (each a **significant matter**), unless in any particular case it has resolved otherwise:
- (i) takeovers, mergers, acquisitions and disposals, schemes of arrangement and all other transactions involving a transfer of control, in each case being material in the context of the Nitro group;
 - (ii) share buybacks and capital reductions concerning Nitro securities;

- (iii) demergers and restructures, being material in the context of the Nitro group;
 - (iv) equity capital raisings;
 - (v) market updates, including any earnings guidance;
 - (vi) interim and final results (including all periodic reporting required under LR 4), including ASX releases, investor presentations and investor materials accompanying the release of interim and final results;
 - (vii) dividend policy and dividend determinations/declarations concerning Nitro;
 - (viii) any material matter where directors make a recommendation to Nitro's shareholders; and
 - (ix) any other matter that the Board determines to be a major matter affecting Nitro.
- (g) If a Committee member believes that a meeting of the Board to approve an announcement in relation to a significant matter cannot be convened within a timeframe that would allow Nitro to comply with its continuous disclosure obligations, the approval of two Committee members may settle and approve the announcement for disclosure to ASX or recommend to the Chief Executive Officer (or a director if the Chief Executive Officer is unavailable) that a trading halt be requested until the Board can meet. Prior to disclosure to ASX, to the extent practicable, the Committee member will attempt to notify the Chief Executive Officer, the Chief Financial Officer and the Chair of the Board of the proposed disclosure.
- (h) Unless the Board resolves otherwise in a specific case:
- (i) a Committee member may authorise non-material amendments to any announcement previously approved by the Board, and
 - (ii) if it becomes necessary to make a material amendment to an announcement previously approved by the Board, and a Committee member believes that a meeting of the Board cannot be convened to approve the amendment within a timeframe that would allow Nitro to comply with its continuous disclosure obligations, the approval of two Committee members may authorise the amendment.

5 Reporting obligations

- (a) Where a continuous disclosure obligation arises, disclosure should not be delayed to accommodate the availability of all members of the Committee or, if applicable, the Board. If either the Committee (or, in the case of announcements to be approved by the Board, the Board) is unavailable to make a disclosure decision, any two Committee members must take such other steps as they determine are necessary to comply with Nitro's continuous disclosure obligations, including, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Committee or the Board is able to meet in accordance with clause 7 below.

- (b) The Disclosure Officer is responsible for ensuring that all approved company announcements are submitted to the ASX immediately after approval and that any routine announcement is also accurate, balanced and expressed in a clear and objective manner.
 - (c) All Nitro Persons are required to immediately advise a member of the Committee of any information that they believe may be price sensitive or any issues which could develop into price sensitive information. If a Nitro Person has doubt as to whether information concerning Nitro is price sensitive, the Nitro Person must report that information to a member of the Committee. He or she must not disclose that information to anyone outside Nitro before the ASX is notified.
 - (d) If any Nitro Person becomes aware that:
 - (i) there may have been inadvertent disclosure of material price sensitive information (which has not yet been disclosed to the ASX) during any communication with external parties; or
 - (ii) confidential Nitro information may have been leaked (whatever its source),he or she should immediately notify a member of the Committee. The Committee will determine the appropriate next steps.
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6 Disclosure

- (a) If a Committee member or Board (as applicable) approves the disclosure of information, the Disclosure Officer must immediately lodge that information with the ASX in the manner prescribed by the ASX Listing Rules.
 - (b) Nitro must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.
 - (c) This policy and all information disclosed to the ASX in compliance with this policy will be promptly posted on Nitro's corporate website following receipt of such an acknowledgement from the ASX and verification by the Disclosure Officer.
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7 Trading halts

- (a) In exceptional circumstances, it may be necessary for Nitro to request a trading halt to maintain fair, orderly and informed trading in Nitro's shares and to manage disclosure issues (for example, if confidential price sensitive information is prematurely or inadvertently disclosed and an immediate release cannot be made).
- (b) Subject to clause 7(c) below, a request for a trading halt or voluntary suspension must be approved by the Chief Executive Officer. The Chief Executive Officer will:
 - (i) seek the advice of relevant Committee members; and

- (ii) consult with the Chair of the Board,

on any proposal to request a trading halt or voluntary suspension, to the extent practicable in the circumstances and, if Nitro securities are trading on ASX, only where to do so would not delay the request for the trading halt or voluntary suspension.

- (c) If the Chief Executive Officer is not available, the approval of two of the Committee members must be obtained. All Committee members should first seek to contact the Chief Executive Officer or Chief Financial Officer prior to approving a trading halt or voluntary suspension, to the extent practicable in the circumstances and, if Nitro securities are trading on ASX, only where to do so would not delay the request for the trading halt or voluntary suspension.
- (d) Where a request for a trading halt or voluntary suspension is approved, a Committee member will instruct the Disclosure Officer to request the trading halt or voluntary suspension from ASX. The Disclosure Officer is responsible for contacting ASX to request the trading halt or voluntary suspension. The Disclosure Officer must advise the Board and senior executives of the trading halt or voluntary suspension following the request to ASX.

8 False markets

- (a) In the event that the Board or any member of the Committee is aware that Nitro is relying on an exception to its continuous disclosure obligations, they must notify each other member of the Committee and the Committee may request the Disclosure Officer (or such other person as the Committee thinks fit) to monitor:
 - (i) the market price of Nitro's shares;
 - (ii) major national and local newspapers;
 - (iii) if Nitro (or any advisors of Nitro working on the particular transaction) has access to them, major news wire services such as Reuters and Bloomberg;
 - (iv) any investor blogs, chat-sites or other social media that Nitro is aware of that regularly post comments about Nitro; and
 - (v) enquiries from analysts or journalists,

for signs that the information to be covered in a potential announcement may have leaked and, if it detects any such signs, to initiate discussions with ASX as soon as practicable.

- (b) Nitro's general policy is to respond to market rumours or speculation by stating that "Nitro does not respond to market rumours or speculation". However, if Nitro receives a request from the ASX for information to correct or prevent a false market, the Disclosure Officer must (in consultation with the Committee and external advisers, if necessary) immediately provide that information to the ASX.

9 Briefing investors, analysts and the media

- (a) Nitro Persons must ensure that they do not communicate material that a reasonable person would expect would have a material effect on the entity's securities to an external party except where that information has previously been released publicly through the ASX.
- (b) Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).
- (c) If any Nitro Person participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to a member of the Committee.
- (d) The only Nitro Persons authorised to speak on behalf of Nitro to investors, potential investors, analysts or the media are:
 - (i) the chair of the Board;
 - (ii) the Chief Executive Officer;
 - (iii) the Chief Financial Officer; or
 - (iv) such other Nitro Persons approved by the chair of the Board, the Chief Executive Officer or the Chief Financial Officer.
- (e) Authorised spokespersons should clarify information that Nitro has released publicly through the ASX but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.
- (f) If a question is asked in a briefing which can only be answered by disclosing material price sensitive information which has not been publicly released, the relevant Nitro Person must decline to answer the question or take the question on notice.
- (g) During the time (i) between the end of Nitro's financial reporting periods (30 June and 31 December) and the announcement to the ASX of the financial results for those periods and (ii) during the period two weeks before the Company's AGM (often termed blackout periods), further restrictions are imposed to help ensure that Nitro does not inadvertently disclose price sensitive information. Generally, Nitro may respond to requests for background information but will not hold meetings or briefings with individual or institutional investors, analysts or media representatives in relation to financial information, unless the Chief Executive Officer decides that it is appropriate for the Company to do so and the meeting or briefing will be the subject of a specific announcement to the market through the ASX. Only the Chief Executive Officer or Chief Financial Officer may respond to questions from the financial community during blackout periods.

- (h) All briefing and presentation materials which contain previously undisclosed information will be disclosed to the market through the ASX and placed on Nitro's corporate website.
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10 Earnings expectations and forecasts

- (a) Comments on expected earnings are confined to Nitro's annual and half year financial reports, the annual general meeting of Nitro (which would be communicated to the ASX at the time of meeting) and forecasts in a bidder's statement or prospectus. Any material change in a disclosed earnings expectation must be immediately announced to the ASX before being communicated to anyone outside Nitro.
 - (b) The Chief Financial Officer is responsible for monitoring analyst reports and consensus broker forecasts for Nitro to determine whether to raise with the Committee and the Board whether an announcement to the ASX may be necessary to correct factual inaccuracies or historical matters. If the Chief Financial Officer becomes aware of any such inaccuracies or a material divergence between an analyst's or consensus forecast and Nitro's own forecasts or earnings expectations, he or she shall liaise with the Committee so that the necessity for an announcement to the ASX and/or trading halt can be considered.
 - (c) Any correction of factual inaccuracies by Nitro does not imply an endorsement of the content of the report or forecast.
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11 Breach of policy

Nitro regards its continuous disclosure obligations as very important. Breach of this policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

12 Reviews and changes to this policy

- (a) The Committee will review this policy annually or as often as it considers necessary to check it is operating effectively and consider whether changes are required.
- (b) The Board may change this policy (including the responsibilities of the Committee) from time to time by resolution.