



Code of Conduct



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1. Introduction

- a) This code of conduct, which has the full endorsement of the board of directors (Board) of Nitro Software Limited (ACN 079 215 419) (Company), sets out the way the Company and its subsidiaries (collectively, ((Nitro) conducts business (Code).
Nitro will carry on business honestly and fairly, acting only in ways that reflect well on Nitro in strict compliance with all laws and regulations.
- b) The purpose of this Code is to guide the behaviour of everyone in Nitro (including all employees, contractors, consultants, managers and the Board, including temporary employees, contractors and directors of Nitro) (collectively, Employees) by clearly stating Nitro's firm commitment to behaving honestly and fairly.
- c) All Employees are required to understand and comply with their obligations under this Code.
- d) This Code will be made available to Employees in the corporate section of Nitro's website.
- e) If Employees are not sure that a proposed action is appropriate, they should ask their manager or their human resources department (Human Resources) for guidance before acting.
- f) Nitro's Board, directors, officers, employees, contractors, and consultants generally have other legal and contractual obligations to Nitro. This Code is not intended to reduce or limit the other obligations that the Board, directors, officers, employees, contractors, and consultants may owe to Nitro. Instead, the standards in this Code should be viewed as the minimum standards that the Nitro expects from its Board, directors, officers, employees, contractors, and consultants in the conduct of Nitro's business.

2. Responsibilities

- a) The Board is responsible for the contents of the Code and its periodic updating.
- b) The Chief Executive Officer and managers at all levels of Nitro are responsible for ensuring that all Employees understand and follow this Code.
- c) Each Employee is responsible for complying with this Code both in detail and in spirit. Everyone must:
 - i. act in accordance with Nitro's values and the best interests of Nitro.



- ii. act with integrity – being honest, ethical, fair, and trustworthy in all business dealings and relationships.
 - iii. comply with all laws and regulations that apply to Nitro and its operations.
 - iv. act ethically and responsibly.
 - v. treat fellow employees with respect and not engage in bullying, harassment, discrimination, or other forms of detrimental conduct.
 - vi. deal with customers and suppliers fairly.
 - vii. disclose and manage any conflicts between Nitro’s interests and their personal interests.
 - viii. protect Nitro’s business assets.
 - ix. not take advantage of the property or information of Nitro or its customers for personal gain or to cause detriment to Nitro or its customers.
 - x. not take advantage of their position or the opportunities arising therefrom for personal gain; and
 - xi. report breaches of this Code to an appropriate person within Nitro.
- d. It is the responsibility of all of Nitro’s people, including managers and other leaders, to ensure ethical conduct is recognised and valued throughout Nitro.

3. Consultant’s Responsibilities

Individuals or organisations contracting to, consulting for, or representing Nitro, or both, must comply with this Code in the same way as Nitro employees. Nitro employees who engage contractors or consultants should ensure that they are provided with a copy of relevant Nitro policies, including this Code.

4. Compliance with Law

- a) Nitro will only conduct business by lawful and ethical means. Legal responsibilities change and Employees at all levels must keep themselves informed and comply with all legal responsibilities.
- b) In particular, depending on their individual responsibilities, Employees must be familiar with corporate, competition and consumer, taxation, employment, work health and safety, equal opportunity and discrimination, privacy and environmental laws and regulations as well any of Nitro’s internal policies in relation to such matters.



- c) All Employees have an obligation to understand and work within these requirements. If Employees do not understand their responsibilities and Nitro's obligations, they must seek guidance from their manager or Human Resources.
- d) Anti-Bribery and Corruption: We are committed to conducting our business activities in an ethical, lawful and socially responsible manner, and in accordance with the laws and regulations of the countries in which we operate. Nitro's reputation as an ethical business organization is important to its ongoing success. Engaging in bribery and corrupt conduct is contrary to this commitment and constitutes a serious offence with criminal and civil penalties. It also exposes Nitro to significant reputational damage. Our Anti-Bribery and Corruption Policy (ABC Policy) applies to all of our employees, officers, directors and in certain circumstances, consultants, secondees, contractors, agents and intermediaries representing us. Our comprehensive ABC Policy is provided as a separate document to all employees and may be available to other stakeholders upon request.
- e) Money Laundering & Fraud: Nitro is deeply committed to the global fight against money laundering, a critical issue receiving significant attention from governments, international organizations, and law enforcement agencies worldwide. We recognize the serious implications of money laundering, defined as the process of disguising illicit funds to make them appear legitimate, including hiding the criminal origins of money or other assets (often referred to as the proceeds of crime) within legitimate business activities. This also encompasses the use of lawful funds to support crime or terrorism.
- f) Antitrust and Anti-Competition: Nitro is committed to supporting free and fair competition in the marketplace. We strictly prohibit any conduct that unfairly and unlawfully diminishes competition. To ensure markets function fairly and efficiently, many countries have established laws to prohibit anticompetitive practices. While antitrust and competition laws can be complex, they generally prohibit formal or informal agreements or understandings that may restrict competition.

Our policy includes the following prohibitions in compliance with antitrust and competition laws:

- **Price or Margin Agreements:** Any agreements among competitors regarding pricing or profit margins are strictly forbidden.
- **Resale Restrictions:** Unlawful restrictions on the resale of products are prohibited.
- **Conditional Sales:** Sales conditioned on agreements to purchase other products are unlawful and not permitted.

This policy reflects our dedication to maintaining the integrity of competitive practices and ensuring compliance with all relevant antitrust and competition laws. Our commitment to fair competition is a cornerstone of our business operations and ethical standards.



- g) Export Controls, Sanctions, Restricted countries, Imports and Boycotts: Nitro complies with all applicable global trade laws and regulations. Every employee and company site involved in cross-border transfers of goods, technology, or other items is responsible for ensuring our activities are conducted in accordance with all relevant import and export laws.

Our approach includes:

- **Compliance with Sanctions and Restrictions:** We adhere to the sanctions and restrictions imposed by the U.S. and other governments, which may prohibit transactions with certain individuals, entities, countries, and territories. These sanctions may include comprehensive prohibitions on virtually all transactions with specific countries or territories, their governments, entities, and residents. All Nitro employees worldwide must comply with these prohibitions or limitations on transactions with sanctioned or restricted parties and countries.
- **Antiboycott Laws:** We recognize that governments may sometimes attempt to advance their political agendas by pressuring companies to boycott the products or companies of other countries. U.S. antiboycott laws strictly forbid Nitro from agreeing to or complying with any unsanctioned boycott requests, whether verbal or written. We are also required to report such requests to the U.S. government. If any employee receives a request to support an unsanctioned boycott, they must:
 - Ignore or, if possible, strike or remove the request from the documents.
 - Report the request to their manager and the Legal Team immediately.

By adhering to these guidelines, we ensure that Nitro operates with integrity and in full compliance with all applicable global trade laws, thus safeguarding our commitment to lawful and ethical business practices.

5. Avoiding conflicts of interest

- a) Employees must avoid any situations involving divided loyalty or a conflict between their personal interests and those of Nitro. Employees faced with conflicting interests must report it to their manager or Human Resources.
- b) In particular:
- i. Employees and any organisation in which they or their family have a significant interest must not compete with or have business dealings with Nitro.
 - ii. Employees must not work or consult for, or have any other key role in, an outside business organisation which has dealings with Nitro or is a competitor of Nitro.
 - iii. Employees must not enter into any arrangement or participate in any activity that conflicts with Nitro's best interests or is likely to negatively affect Nitro's reputation.



- iv. Employees must not use Nitro's assets for any purpose other than for Nitro's business purposes or interests.
- v. Employees must not make improper use of their employment with Nitro, their position or role in Nitro, or information obtained because of their position, to gain an advantage for themselves or anyone else, to Nitro's detriment; and
- vi. Employees must not buy or sell shares in Nitro or any other companies at any time when they are aware of price sensitive information about Nitro, which has not been disclosed to the Australian Securities Exchange. All Employees must read and follow the Nitro Securities Trading Policy.

6. Public Communications and Disclosures

- a) Media statements, responses to questions from any journalist, investor, stockbroker or financial analyst and official announcements may only be made by persons authorised in accordance with the Nitro Disclosure Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the Disclosure Officer (Company Secretary) as defined in the Disclosure Policy. . Unless the Chief Executive Officer has given prior written consent, in relation to media statements, journalist responses, investor, stockbroker or financial analyst and official announcements, employees and associated parties must not participate in public forum communications or discussions (including internet-based forums and social media) where the subject matter is related to Nitro, its competitors or any industry in which Nitro operates. Nothing in this policy shall be interpreted to infringe upon or violate employees' rights under the United States' National Labor Relations Act ("NLRA").
- b) Nitro has adopted the Nitro Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The aim of the Nitro Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of Nitro's securities, and to correct any material mistake or misinformation in the market.
- c) Employees should ensure that they are aware of the requirements of the Nitro Disclosure Policy and, if it applies to them, they must act in accordance with the policy.



7. Outside memberships, directorships, employment, and public office

- a) Nitro supports involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an Employee's ability to properly perform their work for Nitro, nor create a conflict (or the appearance of a conflict) of interest.
- b) Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult your manager, Chair of the Board (if a director) or Human Resources.
- c) You must obtain prior written consent from your manager or Human Resources where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with a Nitro company or competes with services provided by a Nitro group company.
- d) You may accept public office or serve on a public body in your individual private capacity, but not as a representative of Nitro. If such public office would require time away from work, you must comply with Nitro's policies regarding leave of absence and absenteeism.

8. Protection and proper use of Nitro's assets

- a) All Employees must use their best efforts to protect Nitro's assets and other resources including plant, equipment, and other valuable property including confidential information and intellectual property such as trademarks, registered designs and copyrighted material, from loss, theft and unauthorised use.
- b) The use of Nitro time, materials, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission is prohibited. Incidental personal use of such company resources as computers, phones, faxes, copiers, and internet access is permitted in accordance with Nitro's IT policies, but Employees must ensure that Nitro's interests are not harmed.



9. Protecting confidential information

- a) Information that Nitro considers private and that is not generally available outside Nitro, which may include information of third parties to which Nitro has access (Confidential Information) and information that Nitro owns, develops, pays to have developed or to which it has an exclusive right (Proprietary Information) must be treated by Nitro employees as follows:
 - i. Employees must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other Employee who does not have a valid business reason for receiving that information, unless:
 - a. allowed or required under relevant laws or regulation; or
 - b. agreed by the person or organisation whose information it is and
 - ii. if Confidential Information or Proprietary Information is required to be provided to third parties or other Employees for valid business purposes, Employees must:
 - a. take adequate precautions to seek to ensure that information is only used for those purposes for which it is provided, and it is not misused or disseminated to Nitro's detriment; and
 - b. take steps to ensure that the information is returned or destroyed when the purpose is complete.
 - c. These obligations continue to apply to Employees after their employment or engagement ceases.
 - d. If you are unsure whether information is of a confidential or proprietary nature, seek advice from your manager or Human Resources before disclosure.

10. Control of information

- a) Employees must:
 - i. return all Nitro property including any documents or confidential information, on termination or on the request of Nitro or its representative; and
 - ii. if and as requested by Nitro or its representative, delete any confidential information stored in electronic, magnetic, or optical form so that it cannot be retrieved or reconstructed.
- b) Employees must not make improper disclosure, including inadvertent or careless disclosure, of business strategies and plans, special methods of operation and other information that is confidential to or of competitive value to Nitro.



11. Gifts, gratuities and entertainment

- a) Nitro does not permit or tolerate giving or taking bribes, kickbacks or gratuities or any other payments or promises for favourable treatment or as an inducement for doing business. However, Nitro allows the acceptance of token gifts and entertainment provided they are appropriate to the intended business purpose and consistent with local business practice and laws.
- b) Employees should not seek to gain special advantage for Nitro or themselves through the use of business gifts, favours, or entertainment, if it could create even the appearance of impropriety. Business entertainment should be moderately scaled and clearly for business purposes. Gifts and entertainment should not be offered to a customer or supplier whose organisation does not allow this.
- c) Employees may accept or give gifts, favours, or entertainment only if permitted to do so by Nitro's Anti-Bribery and Corruption Policy and the gift, favour or entertainment is disclosed in accordance with that policy (if required).
- d) If Employees have any doubts about whether a gift or benefit complies with this Code or Nitro's policies, they should promptly discuss it with their manager or Human Resources.

12. Integrity in financial reporting

- a) Nitro is committed to providing accurate, timely and clearly understandable disclosures in reports on its results to shareholders, the Australian Securities Exchange, Australian Securities and Investments Commission and other regulators.
- b) Employees responsible for the preparation of such reports are responsible for the integrity of the information contained in, or which forms the basis, such reports and are expected to exercise the highest standard of care in preparing materials for public communications.

Those reports and communications should:

- i. comply with any applicable legal requirements and accounting standards.
- ii. fairly and accurately reflect the transactions or occurrences to which they relate.
- iii. not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- iv. be in reasonable detail and recorded in the proper account and in the proper accounting period.



- c) All material financial information and disclosure must be accurately represented in Nitro's accounts. No information may be concealed by Employees from either Nitro's internal or external auditors. No Employee may take any action to influence, coerce, manipulate, or mislead Nitro's external auditors in order to produce misleading financial statements.

13. Responsibility to individuals

- a) Human Rights: Nitro is committed to the protection and preservation of human rights around the world. Our commitment to human rights is embedded in the culture and values that define our company and is reflected in our policies and actions toward our employees, partners, suppliers and the communities and countries where we do business. We require our customers and business partners to exhibit respect for fundamental human rights and human dignity and respect equal rights of all individuals while doing business with us. We are committed to an inclusive, safe, and ethical work environment as demonstrated within our **Human Rights Policy** and **Supplier Code of Conduct**.
- b) Diversity and Inclusion: We are committed to fostering an environment in which all employees feel safe, valued, included, and empowered to do their best, most creative work. Each employee's unique experiences and viewpoints improve our ability to create and deliver the best possible products and services for our clients.

Nitro is committed to:

- i. Supporting diversity and inclusion in our workforce across the various dimensions of social, economic, and cultural identity;
 - ii. Practicing inclusivity in how we work with one another, both within Nitro and with our clients and business partners. More information can be found on Nitro's DEI page here: <https://www.gonitro.com/about/dei>
- c) Anti-Discrimination and Anti-Harassment: Nitro is dedicated to maintaining a work environment free of discrimination and harassment. We prohibit discrimination and harassment based on race, color, national origin, sex, gender, gender identity or expression, sexual orientation, marital status, registered domestic partner status, citizenship status, religion, age, physical or mental disability, medical condition, genetic characteristics and information, ancestry, military and veteran status, or any other protected category.
- We ensure that all employees, partners, and stakeholders are treated with fairness and respect, regardless of their personal characteristics or backgrounds. Any form of harassment, whether verbal, physical, or visual, is strictly prohibited. Nitro is committed to taking immediate and appropriate action to address and prevent harassment in the workplace.



This policy underscores our commitment to fostering an inclusive, respectful, and supportive work environment for everyone at Nitro.

- d) Equal Opportunity Employer: Nitro is an equal opportunity employer and embeds this principle in all stages of employment, including recruitment and hiring, advancement, and promotion. We give equal employment opportunity to all individuals in compliance with legal requirements. We are committed to fostering an inclusive workplace where talented people work, thrive, contribute to Nitro's success, and develop their careers and the careers of our colleagues. Supporting a diverse, engaged workforce allows us to be successful in building trust, empowering teams, and delighting our customers.

14. Acting responsibly with customers, suppliers, competitors, and others

- a) Employees dealing with customers, suppliers, partners, competitors and other third parties must engage with such persons fairly, ethically, honestly, and respectfully and in compliance with applicable laws and Nitro policies. In particular:
 - i. Employees must be fair, honest, and open in all business dealings.
 - ii. Employees must not misrepresent Nitro products, services or prices and must not make false claims about those of Nitro's competitors.
 - iii. purchasing decisions must be based on such commercially competitive factors as quality, price, reputation and reliability and a supplier's level of service; and
 - iv. Employees must respect confidential information that is obtained through the business relationships.
- b) If another Employee or outside party suggests acting in a manner contrary to the above, this must be immediately reported to your manager or Human Resources and will be handled in accordance with Nitro's Whistleblower Protection Policy.



15. Potential takeovers, acquisitions or other “change of control” transactions involving Nitro

- a) Employees must be particularly careful to avoid conflicts of interest and the improper disclosure of confidential information in the case of an approach by a third party (“potential bidder”) in relation to the proposed acquisition of the shares in, or any of the businesses of, Nitro. Such an approach might be made informally (for example by enquiry or overture) and/or through an intermediary or advisor to the potential bidder.
- b) The Chair of the Board and/or Chief Executive Officer must be immediately informed of any approach (no matter what the form of the approach), and upon receiving that information must immediately inform the rest of the Board. The Board will establish protocols for Nitro’s response to the approach.
- c) Any Employee who is approached (even informally) by or on behalf of a potential bidder must:
 - i. immediately notify his or her manager or Human Resources of the approach, including the details of any inducement or incentive offered to that Employee or any other Employee.
 - ii. cease communications with the potential bidder until communication protocols are established and then only if so authorised under those protocols.
 - iii. not provide any corporate information to anyone without the express approval of the Board or the Board’s representative and then only on terms approved by the Board; and
 - iv. ensure that the approach is not discussed with customers, suppliers or other Employees unless specifically authorised by the Board and then only on terms approved by the Board (which must take into account Nitro’s continuous disclosure obligations, amongst other things).

16. Legal Actions

- a) Any actual, proposed, or potential legal action against Nitro or Employees must be reported to your manager or Human Resources as soon as becoming aware of such an action.
- b) Any actual, proposed, or potential legal action by Nitro or Employees on behalf of Nitro against another party must be approved in advance by the Chief Executive Officer.



17. Reporting non-compliance with this Code

- a) Any Employee who knows or suspects on reasonable grounds a breach of this Code either has occurred, is occurring or might occur should report that information to:
 - i. an officer or senior manager of Nitro.
 - ii. a senior member of Human Resources.
 - iii. a member of Nitro's Disclosure Committee established under the Nitro Disclosure Policy; or
 - iv. a Whistleblower Protection Officer in accordance with Nitro's Whistleblower Protection Policy, which is available in the corporate section of Nitro's website.
- b) Such reports will be treated confidentially to the extent possible consistent with Nitro's obligation to deal with the matter openly and according to applicable laws.
- c) All material breaches of this Code shall be reported to the Board or the relevant Board Committee (Audit/Risk Committee) as appropriate.
- d) No Employee will be subject to retaliation or victimisation for reporting a possible violation of this Code and may be protected under Nitro's Whistleblower Protection Policy.

18. Consequences for non-compliance with this Code

- a) Adherence to this Code and Nitro's policies is a condition of employment or engagement at Nitro.
- b) Breaches of the Code may be subject to disciplinary action including termination of employment or engagement, if appropriate.

19. Reviews and changes to this Code

- a) This Policy is administered and periodically reviewed by Nitro's Compliance Team. Nitro reserves the right to change this Policy at any time without notice.



Revision History

Revision Number	Implementation Date	Author(s)	Approval	Brief Description
V1.0	September 1, 2024	Amber Aerts	Orlagh Moore	V1 – Initial Version

Nitro Software is a global SaaS leader in PDF software, document management and electronic signatures. Nitro’s comprehensive document solution includes powerful PDF tools, highly secure eSigning with identity verification capabilities, and real-time analytics to measure ROI and quantify sustainability efforts—all supported by a best-in-class customer success and change management team. With more than 3 million licensed users and 13,000+ business customers across 157 countries, Nitro serves 67% of the Fortune 500. For more information, visit: GoNitro.com.



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