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ASX Announcement

11 April 2019

Bigtincan Holdings Limited launches fully underwritten Entitlement Offer to raise approximately A\$15.6 million

Bigtincan Holdings Limited (ASX:BTH) (the **Company**) is seeking to raise approximately A\$15.6 million in new equity to accelerate key strategic priorities as outlined in 1H FY19 results. The capital raising will be undertaken through a fully underwritten 1 for 6 pro rata accelerated non-renounceable entitlement offer at \$0.42 per share to raise approximately A\$15.6 million (**Entitlement Offer**).

Highlights

- 1 for 6 accelerated non-renounceable pro rata entitlement offer at \$0.42 per share, to raise approximately \$15.6 million comprising;
 - an institutional entitlement offer to raise approximately A\$12.1 million; and
 - a retail entitlement offer to raise approximately A\$3.5 million
- The Entitlement Offer is fully underwritten by Baillieu Limited and Canaccord Genuity (Australia) Limited

Entitlement Offer

The Entitlement Offer comprises a 1 for 6 accelerated non-renounceable pro rata entitlement offer to raise approximately A\$15.6 million. The Entitlement Offer is being offered at a price of A\$0.42 per share (**Offer Price**), which represents a discount of 21.5% to last close (A\$0.5350 on 10 April 2019), 11.1% discount to 30 day VWAP (A\$0.4726 on 10 April 2019) and a discount of 19.0% to the theoretical ex-rights price.

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 fully paid ordinary share in the Company (**Share**) for every 6 Shares (**Entitlement**) held as at 7.00pm (Sydney time) on Tuesday, 16 April 2019.

The Entitlement Offer comprises a non-renounceable entitlement offer to institutional shareholders (**Institutional Entitlement Offer**) and to retail shareholders (**Retail Entitlement Offer**).

The Entitlement Offer is fully underwritten by Baillieu Limited and Canaccord Genuity (Australia) Limited.

New Shares issued under the Entitlement Offer will rank equally with existing ordinary shares.

Use of funds

The Company intends to use the proceeds from the Entitlement Offer to accelerate key strategic priorities as outlined in 1H FY19 results:

- Expand sales and marketing staff (primarily USA and UK)
- Technology and product development to drive continued innovation

- M&A opportunities in line with acquisition criteria; and
- Working capital and transaction costs.

Additional information on the Entitlement Offer

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will commence on Thursday, 11 April 2019. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement.

Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through the institutional shortfall bookbuild at the Offer Price on Friday, 12 April 2019 (**Institutional Shortfall Bookbuild**).

Eligible institutional shareholders will be those with registered addresses in Australia, New Zealand, Hong Kong, Singapore, the United Kingdom and the United States.

The Company's shares have been placed in trading halt whilst the Institutional Entitlement Offer and Institutional Shortfall Bookbuild are undertaken.

Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer (**Retail Entitlement Offer**). The Retail Entitlement Offer will open at 10.00am (Sydney time) on Tuesday, 23 April 2019 and close at 5.00pm (Sydney time) on Friday, 10 May 2019.

Eligible retail shareholders will be those with registered addresses in Australia and New Zealand only. Eligible retail shareholders can choose to take up all, part or none of their Entitlement.

Eligible retail shareholders may also apply for additional Shares in excess of their Entitlement at the Offer Price (**Top-Up Facility**). Additional Shares will only be available under the Top-Up Facility where there is a shortfall between applications for Shares received from eligible retail shareholders and the number of Shares proposed to be issued under the Retail Entitlement Offer. There is no guarantee that applicants under the Top-Up Facility will receive all or any of the shares that they apply for under the Top-Up Facility.

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 despatched on or around Tuesday, 23 April 2019. Copies of the Retail Offer Booklet will be available on the ASX website (www.asx.com.au) from Monday, 15 April 2019.

A presentation on the Entitlement Offer has been lodged with ASX today and may be downloaded from the ASX website (www.asx.com.au).

Indicative Timetable

The Company expects the Entitlement Offer will be conducted according to the following timetable:

Event	Date
Announcement of Entitlement Offer	Thursday, 11 April 2019
Institutional Entitlement Offer opens	Thursday, 11 April 2019
Institutional Entitlement Offer closes	Friday, 12 April 2019
Trading halt lifted – Shares recommence trading on ASX	Monday, 15 April 2019
Offer Booklet released to ASX	Monday, 15 April 2019
Record Date for Retail Entitlement Offer (7.00pm (Sydney time))	Tuesday, 16 April 2019
Retail Offer Booklet and personalised Entitlement and Acceptance Forms despatched	Tuesday, 23 April 2019
Retail Entitlement Offer opens	Tuesday, 23 April 2019
Settlement of the Institutional Entitlement Offer	Tuesday, 23 April 2019
Allotment and trading of New Shares under Institutional Entitlement Offer	Wednesday, 24 April 2019
Closing date for acceptances under Retail Entitlement Offer (5.00pm (Sydney time))	Friday, 10 May 2019
Settlement of Retail Entitlement Offer	Thursday, 16 May 2019
Allotment of New Shares under Retail Entitlement Offer	Friday, 17 May 2019
Trading of New Shares under Retail Entitlement Offer	Monday, 20 May 2019
Despatch of holding statements to retail shareholders	Tuesday, 21 May 2019

The above timetable is indicative only and subject to approval by ASX. The commencement of quotation of Shares is subject to approval by ASX. The Company reserves the right to vary any of the above dates without notice subject to the requirements of the Corporations Act, the Listing Rules and any other applicable laws, including extending the Entitlement Offer or accepting late applications, either generally or in particular cases, without notice. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the Shares.

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Further Information

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About Bigtincan

Bigtincan (ASX:BTH) helps sales and service teams increase win rates and customer satisfaction. The company's mobile, AI-powered sales enablement automation platform features the industry's premier user experience that empowers reps to more effectively engage with customers and prospects and encourages team-wide adoption. Leading brands including AT&T, Thermo Fisher, Merck, ANZ Bank and others rely on Bigtincan to enhance sales productivity and fuel customer engagement. With global sales and marketing headquartered in Boston, Bigtincan also has offices across EMEA, Australia and Asia. To discover more about how your organization can benefit from the Bigtincan Hub platform, please visit www.bigtincan.com or follow @bigtincan on Twitter.