

## ASX Announcement

11 April 2019

### BIGTINCAN HOLDINGS LIMITED ENTITLEMENT OFFER

#### Cleansing notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)

Bigtincan Holdings Limited (ASX:BTH) (**Bigtincan**) announced today that it will undertake a 1 for 6 pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Bigtincan (**New Shares**) to raise approximately \$15.6 million (**Entitlement Offer**).

The Entitlement Offer is fully underwritten by Baillieu Ltd ACN 006 519 393 and Canaccord Genuity (Australia) Limited ACN 075 071 466 (**Underwriters**).

The offer price for the Entitlement Offer is \$0.42 per share (**Offer Price**).

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 1 New Share for every 6 existing shares held at 7.00pm (Sydney time) on 16 April 2019 (**Record Date**) at the Offer Price (**Entitlements**).

Bigtincan will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**).

Further details of the Entitlement Offer are set out in the Investor Presentation that has been lodged with ASX today and the Retail Offer Booklet that Bigtincan expects to release on 15 April 2019 and that will be despatched to eligible shareholders on or about 23 April 2019.

#### Details of the shares to be issued

Class of securities	Fully paid ordinary shares
ASX code of the securities	BTH
Date of the issue or expected issue of the securities	24 April 2019 for shares issued under the Institutional Entitlement Offer 17 May 2019 for shares issued under the Retail Entitlement Offer
Total number of securities expected to be issued (subject to rounding of fractional Entitlements)	37,080,271 New Shares

### **Information required under section 708AA(7) of the Corporations Act**

For the purposes of section 708AA(7) of the Corporations Act, Bigtincan advises:

- (a) the New Shares will be issued without disclosure under Part 6D.2 of the Corporations Act as notionally modified by Instrument 2016/84;
- (b) this notice is given under section 708AA(2)(f) of the Corporations Act as notionally modified by Instrument 2016/84;
- (c) as at the date of this notice, Bigtincan has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Bigtincan; and
  - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, other than as set out below, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by Instrument 2016/84; and
- (e) information regarding the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of Bigtincan, and the consequences of that effect, is set out below.

### **Excluded information**

Bigtincan advises that it is in advanced negotiations for an acquisition of the assets and undertaking of a US-based sales enablement platform business. The negotiations are incomplete and confidential and there can be no certainty that any purchase agreement will be reached, or that any investment or acquisition will eventuate. Bigtincan will make a further announcement in the event the negotiations complete and an agreement is executed.

### **Effect of the Entitlement Offer on control**

The issue of New Shares under the Entitlement Offer is not expected to have any material effect or consequences on the control of Bigtincan, but this is dependent on a number of factors including investor demand.

Given the structure of the Entitlement Offer as a pro rata offer, if all eligible shareholders take up their Entitlement, each eligible shareholder's ownership interest (and voting power) in Bigtincan will remain largely unchanged and the effect on the control of Bigtincan will be negligible.

To the extent that any eligible shareholder fails to take up their Entitlement, that eligible shareholder's percentage holding in Bigtincan will be diluted by those other eligible shareholders who take up some, all or more than their Entitlement. The voting power of ineligible foreign shareholders will also be diluted.

If no eligible shareholders other than the Underwriters take up their Entitlements (which the board of directors of Bigtincan considers unlikely), then (subject to the terms of the underwriting agreement) the Underwriters will be required to subscribe, or procure subscriptions from others, for the shortfall shares. In these circumstances, the maximum theoretical increase in voting power of the Underwriters (or a sub-underwriter) will be 14.3%.

However, as the Underwriters' obligations will be at least partially sub-underwritten, the board of directors of Bigtincan considers that the Entitlement Offer will not affect the control of Bigtincan.

Yours sincerely



Mark Ohlsson  
Company Secretary  
**Bigtincan Holdings Limited**

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### Further Information

#### **Investor Enquiries:**

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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](http://www.bigtincan.com) or follow @bigtincan on Twitter.