

# Bigtincan Holdings Limited

ACN 154 944 797

## Retail Entitlement Offer

Details of a fully underwritten 1 for 6 pro rata accelerated non-renounceable entitlement offer of new shares in Bigtincan Holdings Limited at an offer price of \$0.42 per New Share.

The Retail Entitlement Offer closes at  
5.00pm (Sydney time) on Friday, 10 May 2019

### IMPORTANT NOTICE

This is an important document which is accompanied by an Entitlement and Acceptance Form. Both documents should be read in their entirety. If you are an Eligible Retail Shareholder, this document requires your immediate attention. If you have any questions about its contents or the course of action you should take, please consult your professional adviser.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR  
BENEFIT OF, U.S. PERSONS**

# Contents

Important Notices	1
Chairman's Letter	2
Summary of the Entitlement Offer	4
Key Dates	4
1. Details of the Entitlement Offer	5
2. How to Apply	10
3. ASX Announcements and Investor Presentation	13
4. Additional Important Information	29
Glossary	32
Corporate Directory	34

## Important Notices

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### Introduction

This Retail Offer Booklet contains an offer of New Shares to Eligible Retail Shareholders in Australia and New Zealand and has been prepared in accordance with section 708AA of the Corporations Act as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

This Retail Offer Booklet is dated 15 April 2019.

### Responsibility

This Retail Offer Booklet and the enclosed personalised Entitlement and Acceptance Form have been prepared by Bigtincan Holdings Limited (ACN 154 944 797) (**Bigtincan**).

No person other than Bigtincan has authorised or caused the issue of this Retail Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Retail Offer Booklet.

### Definitions, currency and time

Defined terms used in this Retail Offer Booklet are contained in the Glossary. Unless otherwise specified, all dollar values in this Retail Offer Booklet are in Australian dollars (A\$) and all references to time are to Sydney time.

### Foreign jurisdictions

This Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Retail Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly to U.S. Persons.

No action has been taken to lodge this Retail Offer Booklet in any jurisdiction outside of Australia, or to otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand is restricted by law. If you come into possession of this Retail Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

### Important information – New Zealand residents

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

This Retail Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by a New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This Retail Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### Past performance

Investors should note that Bigtincan's past performance, including past share price performance, provides no guidance as to its future performance.

### Future performance and forward-looking statements

Neither Bigtincan nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Entitlement Offer. This Retail Offer Booklet contains certain "forward-looking statements". Forward-looking words such as, "expect", "should", "could", "may", "predict", "plan", "will", "believe", "forecast", "estimate", "target" and other similar expressions are intended to identify forward-looking statements within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements including forecasts, projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Such forward-looking statements only speak as to the date of this Retail Offer Booklet and Bigtincan assumes no obligation to update such information. They are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of Bigtincan and its Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Retail Offer Booklet.

### Governing law

This Retail Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of Entitlements are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## Chairman's Letter

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15 April 2019

Dear Shareholder

On behalf of Bigtincan Holdings Limited (**Bigtincan**), I am pleased to invite you to participate in the recently announced 1 for 6 pro rata accelerated non-renounceable entitlement offer for new Bigtincan ordinary shares (**New Shares**) at an offer price of \$0.42 per New Share (**Entitlement Offer**).

On Thursday, 11 April 2019, Bigtincan announced its intention to raise approximately \$15.6 million through an Entitlement Offer. The institutional accelerated component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on Friday, 12 April 2019. This information booklet (**Retail Offer Booklet**) relates to the non-accelerated component of the Entitlement Offer (**Retail Entitlement Offer**).

Bigtincan intends to use the proceeds of the Entitlement Offer to accelerate key strategic priorities as outlined in the 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.

More detail is provided in Bigtincan's Investor Presentation which accompanied the announcement of the Entitlement Offer lodged with the Australian Securities Exchange (**ASX**) on 11 April 2019 (and included in section 3 of this Retail Offer Booklet).

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the price of \$0.42 per New Share, which is the same price as under the Institutional Entitlement Offer. The offer price of \$0.42 per New Share represents a discount of 21.5% to the last traded price of Bigtincan shares before the Entitlement Offer was announced (being \$0.5350 on 10 April 2019), an 11.1% discount to 30 day VWAP (\$0.4726 on 10 April 2019) and a discount of 19.0% to the TERP.<sup>1</sup>

The number of New Shares you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed with this Retail Offer Booklet. If you take up your Entitlement in full, you can also apply for additional shares under a 'top-up' facility (refer to section 1.3 of this Retail Offer Booklet for more information).

I intend to apply for my full entitlement under the Retail Entitlement Offer.

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

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<sup>1</sup> The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Bigtincan Shares should trade immediately following the ex-date for the Entitlement Offer assuming 100% take up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Bigtincan Shares trade immediately following the ex-date for the Entitlement Offer will depend on many factors and may not approximate TERP.

The Entitlement Offer is non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements they do not take up. I encourage you to consider this offer carefully.

### **Other information**

This Retail Offer Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to the ASX on Thursday, 11 April 2019, and provides information on Bigtincan, the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates;
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions on that form; and
- instructions on how to take up all or part of your Entitlement.

**The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Friday, 10 May 2019.**

Please read in full the details on how to submit your application, which are set out in this Retail Offer Booklet.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

On behalf of the board of Directors of Bigtincan, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely



**Tom Amos**  
**Chairman**

## Summary of the Entitlement Offer

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Entitlement Offer	
Ratio	1 New Share for every 6 Existing Shares
Offer Price	\$0.42 per New Share
Size	37,080,271 New Shares
Gross proceeds	Approximately \$15.6 million

## Key Dates

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Event	Date
Announcement of Entitlement Offer	Thursday, 11 April 2019
Record date for Retail Entitlement Offer (7.00pm (Sydney time))	Tuesday, 16 April 2019
Retail Offer Booklet and Entitlement and Acceptance Form despatched, and announcement of despatch	Tuesday, 23 April 2019
Retail Entitlement Offer opens	Tuesday, 23 April 2019
Settlement of Institutional Entitlement Offer	Tuesday, 23 April 2019
Closing Date for acceptances under Retail Entitlement Offer (5.00pm (Sydney time))	Friday, 10 May 2019
Announcement of results of Retail Entitlement Offer	Wednesday, 15 May 2019
Settlement of Retail Entitlement Offer	Thursday, 16 May 2019
Allotment of New Shares under Retail Entitlement Offer	Friday, 17 May 2019
Normal ASX trading for New Shares issued under Retail Entitlement Offer	Monday, 20 May 2019
Despatch of holding statements for New Shares issued under Retail Entitlement Offer	Tuesday, 21 May 2019

### Notes:

All times are Sydney time.

This timetable is indicative only and subject to change. Bigtincan, in conjunction with the Underwriters, reserves the right, subject to the Corporations Act, Listing Rules and other applicable laws, to vary any of the above dates, including extending the Closing Date or accepting late applications, either generally or in particular cases, without notice. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.

### Enquiries

For any enquiries please call Computershare Investor Services Pty Limited as Share Registry on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

## 1. Details of the Entitlement Offer

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### 1.1 Introduction

The Entitlement Offer is a pro rata accelerated non-renounceable offer of 1 New Share for every 6 existing Bigtincan ordinary shares at \$0.42 per New Share to raise approximately \$15.6 million.

Bigtincan intends to use the proceeds of the Entitlement Offer to accelerate key strategic priorities as outlined in the 1HFY19 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.

The Entitlement Offer has two components:

- (a) the Institutional Entitlement Offer – an initial offer to Eligible Institutional Shareholders; and
- (b) the Retail Entitlement Offer – an offer to Eligible Retail Shareholders.

### 1.2 Institutional Entitlement Offer

Bigtincan has already raised approximately \$12.4 million from Eligible Institutional Shareholders under the Institutional Entitlement Offer. New Shares are expected to be issued under the Institutional Entitlement Offer on Wednesday, 24 April 2019.<sup>2</sup>

New Shares issued under the Institutional Entitlement Offer are to be issued at the same price and at the same ratio as those being offered under the Retail Entitlement Offer. Bigtincan's ASX announcement of 15 April 2019, in relation to completion of the Institutional Entitlement Offer, is set out in section 3 of this Retail Offer Booklet.

### 1.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only. The Retail Entitlement Offer will raise approximately \$3.2 million.

Eligible Retail Shareholders who are on Bigtincan's share register on the Record Date are being offered the opportunity (**Entitlement**) to subscribe for 1 new Bigtincan ordinary share (**New Share**) for every 6 Bigtincan ordinary shares (**Shares**) held on the Record Date at the Offer Price of \$0.42 per New Share (**Offer Price**).

The offer price of \$0.42 per New Share represents a discount of 21.5% to the last traded price of Bigtincan shares before the Entitlement Offer was announced (being \$0.5350 on 10 April 2019), an 11.1% discount to 30 day VWAP (\$0.4726 on 10 April 2019) and a discount of 19.0% to the TERP.

The Retail Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.

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<sup>2</sup> Settlement of the Institutional Entitlement Offer is due to occur on Tuesday, 23 April 2019 and is subject to certain conditions and termination events. Refer to section 1.7 of this Retail Offer Booklet.

Eligible Retail Shareholders may also apply for New Shares in excess of their Entitlement (**Additional New Shares**) under the Top-Up Facility. Please note that New Shares in excess of Entitlements will only be allocated to Eligible Retail Shareholders if, and to the extent that, Bigtincan determines in its absolute discretion but subject to its shortfall allocation policy. Any New Shares in excess of Entitlements will be limited to the extent that there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlements or from New Shares that would have been offered to Ineligible Retail Shareholders if they had been entitled to participate in the Retail Entitlement Offer. Bigtincan may apply any scale-back (in its absolute discretion).

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues to be offered without a prospectus. As a result, it is important for Eligible Retail Shareholders to read and understand the information on Bigtincan and the Retail Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement or applying for Additional New Shares. In particular, please refer to this Retail Offer Booklet and to Bigtincan's other periodic and continuous disclosure announcements to the ASX available at [www.asx.com.au](http://www.asx.com.au).

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 6 Existing Shares you held as at the Record Date of 7.00pm (Sydney time) on Tuesday, 16 April 2019 rounded up to the nearest whole New Share. If you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Eligible Retail Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Bigtincan diluted.

Eligible Retail Shareholders should be aware that an investment in Bigtincan involves risks. The key risks identified by Bigtincan are summarised in the Investor Presentation set out in section 3 of this Retail Offer Booklet.

#### **1.4 Eligible Retail Shareholders**

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders.

An Eligible Retail Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address in either Australia or New Zealand;
- (b) is not in the United States and is not a "U.S. person" (as defined under Regulation S under the United States Securities Act of 1933, as amended) (**U.S. Person**) or acting for the account or benefit of a U.S. Person;
- (c) was not invited to participate in the Institutional Entitlement Offer and was not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- (d) is otherwise eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus to be lodged or registered.

Retail shareholders who do not satisfy the above criteria are Ineligible Retail Shareholders. In accordance with the Listing Rules and the Corporations Act, Bigtincan has decided that it would be unreasonable to extend the Retail Entitlement Offer to Shareholders in countries other than Australia and New Zealand, having regard to:

- (a) the number of Shareholders with a registered address in those countries;



- (b) the number and value of New Shares that would be issued under the Retail Entitlement Offer to Shareholders with a registered address in those countries; and
- (c) costs of complying with legal and other regulatory requirements in those countries.

## **1.5 Nominees and custodians**

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees or custodians with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter from Bigtincan. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees or custodians for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States.

Bigtincan is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Bigtincan is not able to advise on foreign laws.

For the avoidance of doubt, Bigtincan reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.

Bigtincan also reserves the right to reject any acceptance of an Entitlement that it believes comes from a person who is not eligible to accept an Entitlement.

## **1.6 Optionholders**

Optionholders will not be entitled to participate in the Entitlement Offer unless they:

- (a) have become entitled to exercise their existing options under the terms of their issue and do so, so that they are registered as holders of Shares prior to the Record Date; and
- (b) participate in the Entitlement Offer as a result of being a holder of Existing Shares registered on the register of Bigtincan at the Record Date.

## 1.7 Underwriting

The Entitlement Offer is fully underwritten by the Underwriters. Any New Shares which are not subscribed for by Eligible Retail Shareholders pursuant to their Entitlement or under the Top-Up Facility will form part of the shortfall to be taken up by the Underwriters or the sub-underwriters, on the terms and conditions of the Underwriting Agreement.

Bigtincan and the Underwriters have entered into an Underwriting Agreement. Customary with these types of arrangements:

- (a) The obligations of the Underwriters under the Underwriting Agreement to subscribe, or procure subscription for, New Shares under the Retail Entitlement Offer are subject to the satisfaction of several conditions precedent which are common for transactions of this nature.
- (b) The Underwriting Agreement contains customary representations, warranties and indemnities in favour of the Underwriters.
- (c) The Underwriters may terminate the Underwriting Agreement and be released from their obligations on the happening of certain events, including:
  - (i) if the S&P/ASX Small Ordinaries Index closes for two consecutive business days during the Entitlement Offer, or, closes on the business day prior to the Institutional Settlement Date or the Retail Settlement Date, at a level that is 10.0% or more below its level as at the close of trading on 10 April 2019;
  - (ii) if a statement in any information documents relating to the Entitlement Offer is or becomes, false, misleading or deceptive;
  - (iii) there is an adverse change, or an event occurs that is likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, operations, management, outlook or prospects of Bigtincan which an Underwriter reasonably believes has or is likely to have a materially adverse effect on the success of the Entitlement Offer.
- (d) The Underwriters are entitled to the following fees:
  - (i) a management fee equal to 1.0% of the gross proceeds of the Entitlement Offer; and
  - (ii) an underwriting fee equal to 4.5% of the gross proceeds of the Entitlement Offer
- (e) The Underwriters may enter into sub-underwriting arrangements but Bigtincan is not obliged to pay any fees to sub-underwriters.

## 1.8 Effect on capital structure

Subject to the rounding up of fractional Entitlements and depending on the number of Bigtincan options (if any) that are exercised before the Record Date, the capital structure of Bigtincan following the issue of New Shares is expected to be as follows:

<b>Existing Shares on issue as at 11 April 2019 (announcement of the Entitlement Offer)</b>	222,481,628
<b>Approximate number of New Shares issued under the Entitlement Offer</b>	37,080,271
<b>Approximate total number of Shares after the Entitlement Offer</b>	259,561,899

The above figures assume that no existing options over Shares will be exercised prior to the Record Date. There are 20,526,764 existing options.

Details of these options are as follows:

<b>Number of options</b>	<b>Details</b>
7,618,902	Options (New ESOP) with various exercise prices, vesting conditions and expiry dates subject to employment
11,907,862	Options (Original ESOP) with various exercise prices, vesting conditions and expiry dates subject to employment
1,000,000	Options with an exercise price of 49 cents expiring on 17 December 2021

In the event that any existing options are exercised, any proceeds raised will be applied to the general working capital of Bigtincan.

There is also an Ordinary Shares Purchase Warrant (**Warrant**) on issue, which entitles its holder, subject to the terms of the Warrant, to subscribe for up to 5,004,492 Shares at an exercise price of \$0.234 per Share. The terms of the Warrant provide that the holder is not entitled to exercise the Warrant unless and until certain conditions have been satisfied. At the date of this Retail Offer Booklet, those conditions have not been satisfied. The Warrant also confers on its holder the right to subscribe for certain shortfall shares in the event of a rights issue (such as the Entitlement Offer). The holder of the Warrant has waived this right in connection with the Entitlement Offer.

## 1.9 Effect on Bigtincan's financial position

A pro forma balance sheet for Bigtincan showing the effects of the Entitlement Offer is set out in the Investor Presentation.

## **2. How to Apply**

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### **2.1 Consider the Retail Entitlement Offer in light of your particular investment objectives and circumstances**

Please consult with your stockbroker, accountant, solicitor or other independent professional adviser if you have any queries or are uncertain about any aspects of the Retail Entitlement Offer. You should also refer to the “Key Risks” disclosed in the Investor Presentation.

### **2.2 Your Entitlement**

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for every 6 Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) accompanies this Retail Offer Booklet. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent more than one Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Please note that the Entitlement stated on your Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (refer to the definition of Eligible Retail Shareholder in section 1.4 of this Retail Offer Booklet).

### **2.3 Acceptance of all or part of your Entitlement**

If you decide to take up all or part of your Entitlement, you must complete and return the personalised Entitlement and Acceptance Form with the requisite Application Monies or pay your Application Monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form.

Bigtincan will treat you as applying for as many New Shares as your payment will pay for in full. Amounts received by Bigtincan in excess of your Entitlement may be treated as an application to apply for as many Additional New Shares as this excess amount will pay for in full.

If you decide to take up all or part of your Entitlement then you must ensure that you submit your personalised Entitlement and Acceptance Form with the requisite Application Monies before the close of the Retail Entitlement Offer at **5.00 pm (Sydney time) on Friday, 10 May 2019**. It is anticipated that New Shares will be issued on 17 May 2019, and normal trading of New Shares will commence on 20 May 2019.

### **2.4 Payment methods**

You may make payment of your Application Monies by BPAY® or by cheque, bank draft or money order.

#### **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and

- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

Please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that form.

If you inadvertently use the same Reference Number for more than one of your Entitlements, you will be deemed to have applied for as many New Shares and Additional New Shares as your payment will pay for in full up to and, where applicable above, the Entitlement to which that Reference Number applies.

**It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00 pm (Sydney time) on Friday, 10 May 2019** (subject to any variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any Application Monies received for more than your final allocation of New Shares (only where the amount is \$1.00 or greater) will be refunded as soon as practicable. No interest will be paid to applicants on any Application Monies received or refunded.

#### **Payment by cheque, bank draft or money order**

You should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to “Bigtincan Holdings Limited” and crossed “Not Negotiable”.

Your cheque, bank draft or money order must be:

- for an amount equal to \$0.42 multiplied by the number of New Shares and (if applicable) Additional New Shares that you are applying for; and
- in Australian currency drawn on an Australian branch of a financial institution.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for (and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application may not be accepted. Please note that post-dated cheques may not be accepted.

Any Application Monies received for more than your final allocation of New Shares (only where the amount is \$1.00 or greater) will be refunded as soon as practicable. No interest will be paid on any Application Monies received or refunded.

Cash payments will not be accepted. Receipts for payment will not be issued.

To participate in the Retail Entitlement Offer, your payment must be received by the Share Registry no later than the close of the Retail Entitlement Offer, at **5.00 pm (Sydney time) on Friday, 10 May 2019** (subject to any variation). Shareholders who make payment via cheque, bank draft or money order should mail their completed personalised Entitlement and Acceptance Form together with Application Monies to:

Bigtincan Holdings Limited Offer  
c/- Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne Victoria 3001

A reply paid envelope is enclosed for the convenience of Eligible Retail Shareholders based in Australia. Eligible Retail Shareholders in New Zealand will need to affix the appropriate postage.

## **2.5 Representations by acceptance**

By completing and returning your personalised Entitlement and Acceptance Form with Application Monies or making a payment by BPAY®, you will be deemed to have represented that you are an Eligible Retail Shareholder. You will also be deemed to have represented on behalf of each person on whose account you are acting that you acknowledge that the New Shares have not been, and will not be, registered in any jurisdiction outside Australia or New Zealand and accordingly, the New Shares (and the Additional New Shares) may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, any other applicable securities laws.

### 3. ASX Announcements and Investor Presentation

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*Not for release to US wire services or distribution in the United States*

#### 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](http://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](http://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.*

*This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.*

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**Further Information****Investor Enquiries:**

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+61 400 801 814

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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.



# BIGTINCAN HOLDINGS LIMITED CAPITAL RAISING INVESTOR PRESENTATION

11 April 2019

*Not for release to US wire services or distribution in the United States except to Approved US Investors*



## IMPORTANT NOTICE AND DISCLAIMER (1/2)

### Overview

This investor presentation ("Presentation") has been prepared by Bigtincan Holdings Limited (ACN 154 944 797) ("Bigtincan" or "Company") and is dated 11 April 2019. This Presentation has been prepared in relation to a 2 tranche placement of new Bigtincan ordinary shares ("New Shares") to 'sophisticated' and 'professional' investors (as defined in the Corporations Act (Cth)) ("Offer").

### Summary Information

This Presentation contains summary information about the current activities of Bigtincan and its subsidiaries as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete. This Presentation does not purport to contain all the information that an investor should consider when making an investment decision nor does it contain all the information which would be required in a disclosure document or prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Bigtincan's other periodic and continuous disclosure announcements lodged with the ASX, which are available at [www.asx.com.au](http://www.asx.com.au). Neither Bigtincan nor its directors, employees or advisers give any warranties in relation to the statements and information in this Presentation.

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### Not financial product advice

This Presentation does not constitute financial product or investment advice (nor tax, accounting or legal advice) nor is it a recommendation to acquire New Shares and does not and will not form any part of any contract for the acquisition of New Shares. This Presentation has been prepared without taking into account the objectives, financial situation or needs of any particular investor. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal and taxation advice appropriate to their jurisdiction. Bigtincan is not licensed to provide financial product advice in respect of Bigtincan shares or any other investment. Cooling off rights do not apply to the acquisition of New Shares.

### Financial data

All dollar values are in Australian dollars ("A\$"). Any pro forma financial information included in this Presentation is for illustrative purposes only and is not represented as being indicative of Bigtincan's views on its future financial condition and/or performance. Any pro forma financial information has been prepared by Bigtincan and may not have been prepared in accordance with the measurement and recognition requirements or the disclosure requirements, of applicable accounting standards and other mandatory requirements in Australia.

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### Future performance

This Presentation contains certain "forward looking statements". Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of Bigtincan, the outcome and effects of the Offer and the use of proceeds. The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Bigtincan, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the risks section of this Presentation for a summary of certain general and Bigtincan specific risk factors that may affect Bigtincan. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. The forward looking statements are based on information available to Bigtincan as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), Bigtincan undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

### Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

### Investment risk

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Bigtincan including possible loss of income and principal invested. Bigtincan does not guarantee any particular rate of return or the performance of Bigtincan, nor does it guarantee the repayment of capital from Bigtincan or any particular tax treatment. In considering an investment in Bigtincan shares, investors should have regard to (amongst other things) the risks outlined in this Presentation.

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## Executive Summary

Bigtincan Holdings Limited (ASX: BTH) is a global leader in sales enablement software. Bigtincan has hundreds of customers, over 150,000+ licensed users, an established business in North America and an emerging business in the UK and European markets.

Bigtincan remains on track to meet its recently upgraded guidance to exceed 40% year on year revenue growth in FY19 and expects retention to remain stable.

Bigtincan is raising approximately \$15.6m through a fully underwritten accelerated non-renounceable entitlement offer.

Proceeds will enable Bigtincan 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; and
- M&A opportunities in line with acquisition criteria

<b>ASX Ticker</b>	BTH
<b>Listing on ASX</b>	24 March 17
<b>Market Capitalisation*</b>	\$119m
<b>Share Price*</b>	\$0.535
<b>Shares on Issue</b>	222m
<b>Headquarters</b>	Sydney, Boston

<b>ARR @Dec 18</b>	\$20.9m
<b>ARR Growth 1H2019</b>	63% vs 1H18
<b>GAAP Revenue 1H2019</b>	\$9.4m
<b>Cash @ Dec 31 2018</b>	\$13.6m
<b>US based revenue %</b>	91%
<b>Customer LTV @ Dec 31 2018</b>	\$137m

\* As at close on 10.4.2019. NB. ARR is annualised recurring revenue. All amounts are AUD. LTV is Lifetime Value

## EQUITY RAISING OVERVIEW

<b>Offer Structure &amp; Size</b>	<ul style="list-style-type: none"> <li>\$15.6m underwritten 1-for-6 pro-rata accelerated non-renounceable entitlement offer ("<b>Entitlement Offer</b>")</li> </ul>
<b>Offer Pricing</b>	<ul style="list-style-type: none"> <li>Fixed price of \$0.42 per New Share for the Entitlement Offer <ul style="list-style-type: none"> <li>21.5% discount to last close (A\$0.5350 on 10 April 2019)</li> <li>11.1% discount to 30 day VWAP (A\$0.4726 on 10 April 2019)</li> <li>19.0% discount to TERP. The theoretical ex-rights price (TERP) is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP. TERP includes the new Company shares issued under the Entitlement Offer.</li> </ul> </li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>Eligible institutional shareholders can take-up their entitlements on Thursday, 11 April 2019</li> <li>Entitlements belonging to ineligible institutional shareholders or those institutional shareholders who elect not to take up their entitlement will be offered for sale in a bookbuild on Friday, 12 April 2019</li> </ul>
<b>Record date</b>	<ul style="list-style-type: none"> <li>7pm (Sydney time), Tuesday, 16 April 2019</li> </ul>
<b>Use of Proceeds</b>	<p>Proceeds from the Equity Raising will be used to fund the following</p> <ul style="list-style-type: none"> <li>Expand sales and marketing staff (primarily USA and UK) \$5.5m</li> <li>Technology and product development to drive continued innovation \$3.0m</li> <li>M&amp;A opportunities in line with acquisition criteria. Flexibility to accelerate technology roadmap \$5.5m</li> <li>Working capital and transaction costs \$1.6m</li> </ul>
<b>Underwriting</b>	<ul style="list-style-type: none"> <li>The Entitlement Offer is fully underwritten by Baillieu Limited &amp; Canaccord Genuity (Australia) Limited</li> </ul>
<b>Ranking of New Shares</b>	<ul style="list-style-type: none"> <li>New Shares issued will rank equally with existing Bigtincan shares in all respects</li> </ul>
<b>Retail Top Up Offer</b>	<ul style="list-style-type: none"> <li>Under the Entitlement Offer all eligible shareholders are entitled to subscribe for up to their 1-for-6 entitlement</li> <li>In addition, eligible retail shareholders may apply for Additional New Shares in excess of their entitlement through the Top Up offer, with such oversubscription to be satisfied out of any shortfall shares, subject to Board discretion and potential scaleback</li> </ul>

## USE OF PROCEEDS - \$15.6 MILLION

	Item	A\$m	Further Commentary
1.	<b>Key growth initiatives</b>		
	<ul style="list-style-type: none"> <li><b>Expand sales and marketing staff (primarily USA and UK)</b></li> </ul>	5.5	<ul style="list-style-type: none"> <li>Expand group sales and marketing capability to support and accelerate growth, primarily in the USA &amp; UK</li> <li>Sales, marketing and customer resources in FY20 and FY21 to support revenue growth and customer retention</li> </ul>
	<ul style="list-style-type: none"> <li><b>Technology and product development to drive continued innovation</b></li> </ul>	3.0	<ul style="list-style-type: none"> <li>Execute on established infrastructure and technology programs to expand on integrations, accelerate software releases, and addition of new product features to support adoption of higher value Bigtincan Hub plans including Enterprise and Ultimate</li> <li>Focus on strategic areas of sales content, skill development, learning and AI to support expanded gotomarket initiatives</li> <li>Invest in technology and product development programs in FY20 and FY21</li> </ul>
2.	<b>M&amp;A opportunities in line with acquisition criteria. Flexibility to accelerate technology roadmap</b>	5.5	<ul style="list-style-type: none"> <li>M&amp;A opportunities that enhance the Bigtincan Sales Enablement Platform and strengthen position in the market which meet the following key acquisition criteria; <ol style="list-style-type: none"> <li>Positive financial impact – Accretive revenue versus Bigtincan's revenue multiple</li> <li>Complementary technology – Ability to integrate and/or add complementary technology capabilities to Bigtincan Hub</li> <li>Excellent people – Outstanding level of technical and product experience, sales representation and cultural fit</li> <li>Complementary gotomarket strategy and customer base – Enable enhanced penetration into industry verticals and geographies, and ability to cross-sell Bigtincan's product to target company's customer base</li> </ol> </li> <li>Flexibility to strengthen technology initiatives and respond to evolving market opportunities;</li> </ul>
3.	<b>Working capital and transaction costs</b>	1.6	<ul style="list-style-type: none"> <li>Costs related to the offer, anticipated to be approximately \$1 million</li> </ul>

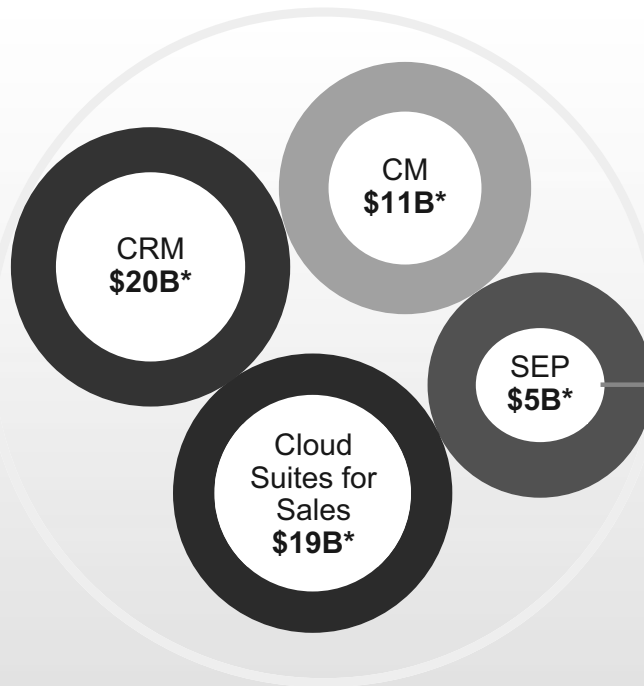
## Sales & Marketing

# Market Size & Growth

Total Sales Tools Market\*  
**\$80B**

*"By 2021, 15% of all sales technology spending will be applied to sales enablement technology, up from the 2017 level of 7.2%..."*

Gartner report "Digital Content Management for Sales, October 2018



Sales Enablement  
**\$5B\***

\*Target market size by 2021.

Source: The Growth of Content Management, Cloud Office Suites, and Sales Engagement and the Total Sales Technology Market for 2015 to 2021. Aragon Research.  
- SEP: Sales Enablement Platform  
- CM: Content Management  
- CRM: Customer Relationship Management  
All amounts USD.



7

## Sales & Marketing

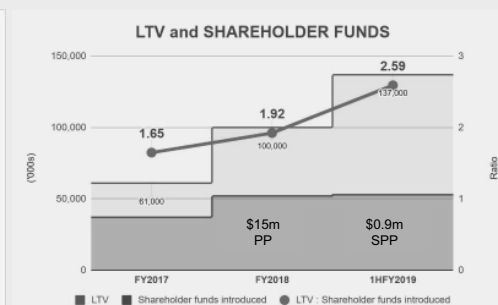
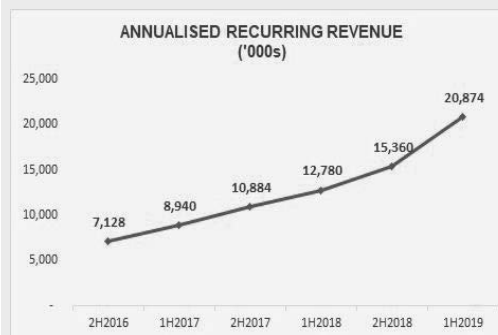
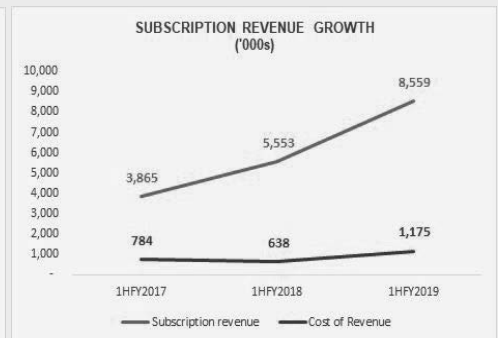
# Trajectory of growth 1H FY19 Summary

Revenue  
↑ **56%**

Revenue growth driven by increases in contracted recurring revenue

Lifetime Value  
↑ **91%**

Highlights growing customer commitments and strong retention



8

## Technology & Product

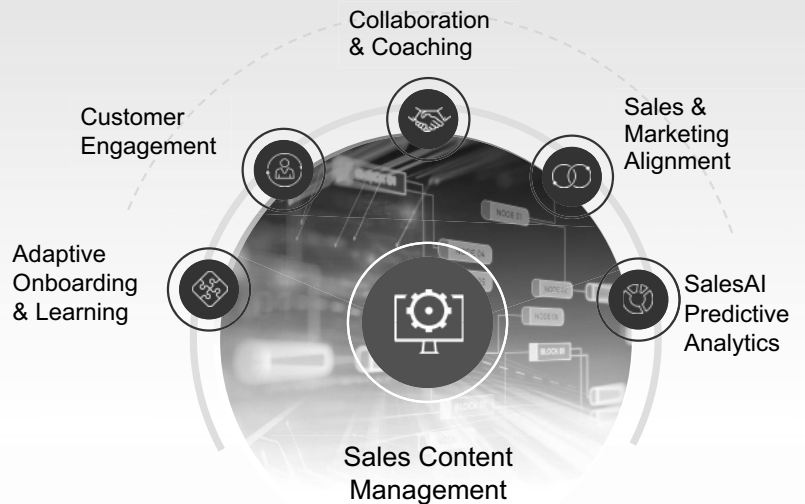


### Bigtincan's unified platform

AI-Powered Sales Enablement Automation for sales, marketing, and service



NB: For a customer case study see Appendix A



9

## Technology & Product

### Investing in technology

Driving innovation



Accelerate software releases across key platforms



Resources focussed on innovation and system scaling



Creation of new features for Ultimate Edition

#### MAJOR PRODUCT DEVELOPMENT FOCUS ON:

- UX/UI
- Design for scale
- Data science
- NLP

Public API and SDK

Micro-learning

Natural Language Processing

Recommendation engines

Deep integrations with third party systems

Strong pipeline of technology in place for FY20

10

## Strategy

# Strategic M&A accelerates roadmap



## Strategy

# FY19/20 Activities



### Market

- Launch Bigtincan product offerings for Marketing, Manufacturing and enhance existing Retail and Life Sciences Packages.
- Increase direct sales resources across the USA and UK.



### Customer

- Increase commitment to customer success and customer acquisition programs through increased resourcing, and focused gotomarket programs.



### Channel

- Deepen channel development activities to support growing market development and channel expansion.
- Expanded development of UK, and European partner network.



### Technology

- Complete the integration of Zunos and FatStax technology.
- Continue strong software release cadence across all platforms.
- Expand resources focussed on data science and AI technologies.



### Corporate

- Continue to review market for accretive M&A opportunities to accelerate technology roadmap and enhance gotomarket opportunity.
- Bigtincan expects to deliver in excess of 40% revenue growth in FY19 and expects retention to remain stable.



## EQUITY RAISING TIMETABLE

Event	Time / Date (AEST)
Announcement of Equity Raising	Thursday 11 April 2019
Institutional Entitlement Offer opens	Thursday 11 April 2019
Institutional Entitlement Offer bookbuild	Friday 12 April 2019
BTH shares recommence trading	Monday 15 April 2019
Entitlement Offer Record Date (7pm Sydney time)	Tuesday 16 April 2019
Settlement of New Shares issued under Institutional Entitlement Offer	Tuesday 23 April 2019
Retail Offer Document and Application and Entitlement Forms Dispatch to Eligible Retail Shareholders	Tuesday 23 April 2019
Retail Entitlement Offer opens	Tuesday 23 April 2019
Allotment and commencement of trading of New Shares issued under Institutional Entitlement Offer	Wednesday 24 April 2019
Retail Entitlement Offer closes (5pm Sydney time)	Friday 10 May 2019
Settlement of New Shares under the Retail Entitlement Offer	Thursday 16 May 2019
Allotment and issue of New Shares under the Retail Entitlement Offer	Friday 17 May 2019
Quotation and commencement of trading of New Shares issued under the Retail Entitlement Offer	Monday 20 May 2019

Bigtincan, in consultation with Baillieu Limited & Canaccord Genuity (Australia) Limited ("Underwriters"), reserves the right to vary these dates without prior notice subject to the Corporations Act, ASX Listing Rules and other applicable laws, including extending the Retail Entitlement Offer or accepting late Applications, either generally or in particular cases, without notice. Any extension of the Retail Entitlement Offer will have a consequential effect on the issue date of the New Shares. Commencement of quotation of New Shares is subject to approval by ASX.

## SOURCES AND USES

Sources	Amount (\$m)
Equity Raising	15.6
Cash on Hand (31-Dec-2018)	13.6
<b>Total</b>	<b>29.2</b>

Uses	Amount (\$m)
Expand sales and marketing staff (primarily USA and UK)	5.5
Technology and product development to drive continued innovation	3.0
M&A opportunities in line with acquisition criteria	5.5
Working capital and transaction costs	1.6
<b>Total</b>	<b>15.6</b>

## Statutory Historical Balance sheet and Pro Forma historical balance sheet as at 31 December 2018

\$m	31 Dec 2018	Impact of the raise	Pro-forma
Cash	13.3	14.5	27.8
Trade & Other Receivables	6.4	-	6.4
Other current	1.9	-	1.9
<b>Current Assets</b>	<b>21.6</b>	<b>14.5</b>	<b>36.1</b>
Prop, Plant & Equip	0.2	-	0.2
Intangible Assets	11.3	-	11.3
Other non Current	0.2	-	0.2
<b>Non Current Assets</b>	<b>11.7</b>	<b>-</b>	<b>11.7</b>
<b>TOTAL ASSETS</b>	<b>33.3</b>	<b>14.5</b>	<b>47.8</b>
Trade Payables/Accruals	(1.5)	-	(1.5)
Deferred Revenue	(11.0)	-	(11.0)
Provisions	(0.7)	-	(0.7)
Other Liabilities	(4.4)	-	(4.4)
<b>TOTAL LIABILITIES</b>	<b>(17.6)</b>	<b>-</b>	<b>(17.6)</b>
Share capital	50.6	14.6	65.2
Share-based payment reserve	4.1	-	4.1
Accumulated losses	(39.0)	(0.1)	(39.1)
<b>TOTAL EQUITY</b>	<b>15.7</b>	<b>14.5</b>	<b>30.2</b>

### Pro-forma Balance Sheet Adjustments:

As a consequence of the raise, share capital increases \$14.6m through the issue of the shares, in relation to the offer of \$15.6m less capitalised offer costs at completion of \$1m that are offset against equity. Total costs of the offer of \$1.1M include an additional \$0.1M of associated non-deductible GST which is expensed

## KEY RISKS – SPECIFIC

<b>Bigtincan operates in a competitive industry</b>	The sales engagement and mobile content enablement industry is subject to competition based on factors including price, service, quality, performance standards, information security, innovation and the ability to provide customers with an appropriate range of reliable and tailored services in a timely manner.
<b>Competition from new entrants to the industry</b>	Bigtincan operates in an increasingly competitive industry where a number of participants are, or may, target entry into the industry with new and innovative products aimed at the industry. New entrants to the industry may offer more competitive prices for products due to a range of factors, including if they have greater financial resources than Bigtincan, which may enable them to offer products at more competitive prices while they establish their business. New entrants may also compete against Bigtincan with cheaper products that have less functionality than Bigtincan's offering.
<b>Failure to retain existing customers and attract new customers</b>	Bigtincan's business is dependent on its ability to retain its existing customers and attract new customers. Bigtincan's business operates under various subscription models, all of which are exposed to the risk of termination, expiry and non-renewal. Bigtincan is also dependent on its customers undertaking new projects that Bigtincan can seek to service.
<b>Bigtincan is loss making</b>	Bigtincan has historically focused on developing its platform and product and growing its customer base through relationships with channel partners and the recruitment of sales and marketing staff. While revenue has grown from FY14 to FY18, the focus on revenue growth has seen an increase in the cost base, resulting in the business historically generating NPAT losses and an expectation that NPAT losses will continue in the future. If Bigtincan fails to generate positive NPAT in the future it may be required to raise further capital and Bigtincan's future operations may be adversely affected and its reputation may be damaged.
<b>Reliance on a single product</b>	Bigtincan's business model is substantially reliant upon a single product, being Bigtincan Hub. Bigtincan's success depends on its ability to keep customers satisfied with Bigtincan Hub. There is a risk that Bigtincan fails to properly maintain the Bigtincan Hub product or that updates or new releases may introduce errors or performance issues which could cause customer dissatisfaction and damage to reputation. Bigtincan's reputation may also suffer as a result of real or perceived reductions in functionality, product quality, reliability, security, value and customer support or a failure to reflect developments in technology or in the commercial, compliance and regulatory environment. Any of these factors may result in reduced sales and usage, loss of customers and an inability to attract new customers and possibly legal claims by customers.
<b>Bigtincan's international footprint may not achieve intended goals</b>	A significant part of Bigtincan's growth strategy is its goal to significantly grow its presence in the overseas markets in which it already operates. Bigtincan's growth plans may be inhibited by unforeseen issues particular to a territory, including differences in local cultures, business practices and regulation. Bigtincan's ability to grow and expand its international business may be subject to various risks, including the need to invest significant resources and management attention to the expansion and the possibility that the desired level of return on its international business will not be achieved.
<b>Reliance on third party IT suppliers</b>	Bigtincan relies on a number of third party suppliers to maintain and support Bigtincan Hub, its telecommunications facilities and its hosting infrastructure. If the contracts with these parties are terminated or there is a disruption for any reason in the provision of these services or software, Bigtincan's future financial performance and position may be adversely affected.
<b>Disruption or failure of technology systems</b>	Bigtincan and its customers are dependent on the performance, reliability and availability of Bigtincan's technology platforms, data centres and global communications systems (including servers, the internet, data centre hosting services and the cloud environment in which Bigtincan provides its products). There is a risk that these systems may be adversely affected by disruption, failure, service outages or data corruption that could occur as a result of computer viruses, malware, cyber attacks or other disruptions including natural disasters, power outages or other similar events.
<b>Security breach and data privacy</b>	Bigtincan products involve the storage and transmission of customers' confidential and proprietary information. Bigtincan's business could be materially impacted by security breaches of customers' data and information, either by unauthorised access, theft, destruction, loss of information or misappropriation or release of confidential customer data.

## Key Risks Specific - Continued

<b>Ability to attract and retain key staff</b>	Bigtincan's success depends to a significant extent on its key personnel, in particular the senior management team. Bigtincan's senior management have extensive experience in, and knowledge of, the sales enablement and mobile content enablement industry. The loss of key members of senior management may adversely affect Bigtincan's ability to develop its products or implement its business strategies and may adversely affect its future financial performance.
<b>Foreign exchange</b>	A significant proportion of Bigtincan's revenues, costs and expenses are incurred in foreign currencies, whereas Bigtincan reports in Australian dollars. As a result of the use of these various currencies, Bigtincan is subject to foreign currency fluctuations, which may materially affect its financial position and operating results.
<b>Integration risk</b>	As part of its business strategy, Bigtincan has made and will continue to source acquisitions of, or significant investments in, companies, products and technologies that are complementary to its business. Any such transactions will expose Bigtincan to the risks commonly associated with making acquisitions. These risks will include integration of the acquired assets, people and operations into Bigtincan, financing risk such as short-term strain in working capital, achievement of integration benefits and synergies, and retention of key staff and customer and supplier relationships.

## Key Risks General

<b>Investment risk</b>	Factors affecting the price at which Bigtincan shares are traded on the ASX could include domestic and international economic conditions. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of Bigtincan's shares. These risks apply generally to any investment on the stock market. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.
<b>Trading may be illiquid</b>	Bigtincan makes no guarantee that there will be an active market in the Shares listed on the ASX. There may be relatively few potential buyers or sellers of shares on the ASX at any time. This may increase the volatility of the market price of Bigtincan shares. It may also affect the prevailing market price at which investors are able to sell shares. This may result in investors receiving a market price that is less or more than the price that investors paid.
<b>Global economic conditions</b>	Bigtincan is dependent on global economic conditions and the global economic outlook, and on the economic conditions and outlook in its key markets and the enterprise mobility software market generally. Economic conditions may be affected by levels of business spending, inflation, interest rates, consumer confidence, access to debt and capital markets and government fiscal, monetary and regulatory policies. A prolonged downturn in general economic conditions may have a material adverse impact on Bigtincan's trading and financial performance.
<b>Changes in laws and accounting standards</b>	Bigtincan is subject to local laws and regulations in each of the jurisdictions in which it operates (including taxation, copyright and privacy legislation). From time to time, changes of the laws and regulations may require Bigtincan to obtain additional approvals and/or licences that may significantly increase compliance costs and restrict Bigtincan's activities. Any changes to taxation laws, regulations or policies in jurisdictions in which Bigtincan operates may also adversely affect returns. Any changes to accounting standards may affect the future measurement and recognition of key income statement and balance sheet items. Such changes could materially and adversely affect the financial performance and position reported in Bigtincan's financial statements.

## INTERNATIONAL OFFER RESTRICTIONS

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

### Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## INTERNATIONAL OFFER RESTRICTIONS

### United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

### United States

This document has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## APPENDIX A: CUSTOMER DEPLOYMENT EXAMPLE



Truck division of Toyota Motor Company



Using Bigtincan to bring together sales and marketing to drive business success.



- ↑ Delivers related content
- ↑ Improves Sales Performance
- ↑ Saving time and driving results

Customer video - <https://www.youtube.com/watch?v=fyhMH-tzMos>

*Not for release to US wire services or distribution in the United States*

## ASX Announcement

15 April 2019

### Successful completion of Institutional Entitlement Offer

Bigtincan Holdings Limited ACN 154 944 797 (ASX:BTH) (the **Company**) is pleased to announce the successful completion of the institutional component (**Institutional Entitlement Offer**) of its fully underwritten 1 for 6 accelerated pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares (**Shares**) announced on Thursday, 11 April 2019.

#### Institutional Entitlement Offer

The Institutional Entitlement Offer will raise proceeds of approximately A\$12.4 million before costs at an offer price of A\$0.42 per Share (**Offer Price**), which results in approximately 29.5 million new Shares being issued.

New Shares issued pursuant to the Institutional Entitlement Offer will rank equally with existing Shares from the date of their issue. Settlement of the Institutional Entitlement Offer is scheduled for Tuesday, 23 April 2019, with the new Shares issued expected to commence trading on ASX on Wednesday, 24 April 2019.

#### Retail Entitlement Offer

Approximately A\$3.2 million before costs is expected to be raised through the retail component of the 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 invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Company will determine eligible retail shareholders in accordance with the definition set out in the Retail Offer Booklet.

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 the accompanying personalised Entitlement and Acceptance Form which will be dispatched to them on or before Tuesday, 23 April 2019. A copy of the Retail Offer Booklet will be available on the ASX website at [www.asx.com.au](http://www.asx.com.au) from Monday, 15 April 2019.

#### Commencement of trading

BTH's Shares are expected to resume trading on ASX from market open on Monday, 15 April 2019.

## Shareholder enquiries

For further information on the Entitlement Offer you should call the Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia) at any time from 9.00am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

*This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.*

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## Further Information

### Investor Enquiries:

Mark Ohlsson, Company Secretary

+61 400 801 814

[Investor@bigtincan.com](mailto:Investor@bigtincan.com)

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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 the United Kingdom, 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.

## **4. Additional Important Information**

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### **4.1 ASX Quotation of New Shares**

Bigtincan has applied for the grant by ASX of official quotation of the New Shares. It is expected that normal trading will commence in relation to the New Shares issued under the Retail Entitlement Offer on 20 May 2019. Bigtincan disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the Official List of ASX or receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by Bigtincan, the Share Registry or the Underwriters.

### **4.2 Allocation policy and scale-back**

If there are excess oversubscription applications, Bigtincan reserves the right to scale back applications for Additional New Shares on an equitable basis and in accordance with the shortfall allocation policy.

In the event of a scale-back, the difference between the Application Monies received and the number of Additional New Shares allocated to you multiplied by the Offer Price of \$0.42 will be refunded following allotment. No interest will be paid on any application monies received and returned.

### **4.3 No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

### **4.4 Shortfall Shares**

A shortfall may arise if applications received for New Shares under the Retail Entitlement Offer (including after the completion of the Top-Up Facility (if any) and the Entitlements of Ineligible Shareholders) are less than the number of New Shares offered and the Underwriters or sub-underwriters do not acquire that shortfall under the Underwriting Agreement.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place the Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Offer Price of New Shares under the Retail Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Retail Entitlement Offer that are subsequently taken up as Shortfall Shares.

### **4.5 Not investment advice**

This Retail Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Bigtincan is not licensed to provide financial product advice in respect of the New Shares or Additional New Shares. The Retail Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares or Additional New Shares.

Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Retail Offer Booklet, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant, solicitor or other independent professional adviser.

#### **4.6 Disclaimer of representations**

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Retail Offer Booklet. Any information or representation that is not in this Retail Offer Booklet may not be relied on as having been authorised by Bigtincan or any of its officers.

#### **4.7 Continuous disclosure**

Bigtincan is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations including an obligation under the Listing Rules (subject to certain exceptions) to disclose to ASX any information of which it is or becomes aware concerning Bigtincan and which a reasonable person would expect to have a material effect on the price or the value of shares. All such disclosures are available at [www.asx.com.au](http://www.asx.com.au). You have the opportunity to access any information about Bigtincan which has previously been disclosed to ASX. In particular, please refer to Bigtincan's Annual Report for the year ended 30 June 2018. You should also have regard to any further announcements which may be made by Bigtincan to ASX after the date of this Retail Offer Booklet.

#### **4.8 Taxation**

There may be tax consequences for Shareholders who decide to participate in the Retail Entitlement Offer and receive New Shares. Bigtincan does not consider that it is appropriate to give advice regarding the taxation consequences of applying for New Shares under the Retail Entitlement Offer. The taxation consequences will depend on the circumstances of each Applicant. Applicants should consult their own professional adviser in connection with the taxation implications of subscribing for New Shares offered in the Retail Entitlement Offer.

#### **4.9 Rounding of Entitlements**

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

#### **4.10 Ranking of New Shares**

The New Shares will be issued on a fully paid basis and will rank equally in all respects with Existing Shares. The rights and liabilities attaching to the New Shares are set out in Bigtincan's constitution, a copy of which is available at [www.asx.com.au](http://www.asx.com.au).

#### **4.11 Information availability**

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Retail Offer Booklet during the period of the Retail Entitlement Offer by calling 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Retail Entitlement Offer. A replacement Entitlement and Acceptance Form can be requested by calling 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Retail Entitlement Offer.

#### **4.12 Privacy**

As an existing Shareholder in Bigtincan, Bigtincan and the Share Registry have already collected personal information about you. If you apply for New Shares, Bigtincan and the Share Registry may update that personal information or collect additional personal information about you. Such information may be used to assess your acceptance of New Shares, service your needs as a Bigtincan shareholder, provide facilities and services that you request and carry out appropriate administration.



To do that, Bigtincan and the Share Registry may disclose your personal information for purposes related to your shareholding to their agents, contractors or third party service providers to whom they outsource services, including to the Underwriters in order to assess your acceptance of New Shares, the Share Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation and distribution of shareholder information and for handling of mail, or as otherwise authorised under the *Privacy Act 1988* (Cth).

If you do not provide Bigtincan or the Share Registry with your personal information then your application may not be able to be processed.

You can request access to your personal information by contacting Bigtincan or the Share Registry as follows:

- [info@bigtincan.com](mailto:info@bigtincan.com)
- [privacy@computershare.com.au](mailto:privacy@computershare.com.au) (Computershare Investor Services Pty Limited)

## Glossary

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**1H FY19 results** means the Half Year FY19 Results Presentation for Bigtincan announced to the ASX on 21 February 2019.

**Additional New Shares** mean New Shares in excess of an Entitlement.

**Application Monies** mean the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY®.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

**Bigtincan** means Bigtincan Holdings Limited ACN 154 944 797.

**BPAY®** means registered to BPAY Pty Ltd ABN 69 079 137 518.

**Closing Date** means 5.00pm (Sydney time) on Friday, 10 May 2019, the day the Retail Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended.

**Directors** means the directors of Bigtincan.

**Eligible Institutional Shareholder** means an institutional or sophisticated Shareholder on the Record Date who:

- (a) is not an Ineligible Institutional Shareholder; and
- (b) has successfully received an offer under the Institutional Entitlement Offer (either directly or through a nominee).

**Eligible Retail Shareholder** has the meaning set out in section 1.4 of this Retail Offer Booklet.

**Eligible Shareholders** means Eligible Retail Shareholders and Eligible Institutional Shareholders.

**Entitlement** means the right to subscribe for New Shares under the Entitlement Offer.

**Entitlement and Acceptance Form** means the Entitlement and Acceptance Form accompanying this Retail Offer Booklet.

**Entitlement Offer** means the pro rata accelerated non-renounceable entitlement offer of New Shares to Eligible Shareholders to raise approximately \$15.6 million at the Offer Price on the basis of 1 New Share for every 6 Shares held on the Record Date, and comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer.

**Existing Shares** means the Shares already on issue as at the Record Date.

**Ineligible Institutional Shareholder** means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date with a registered address outside of Australia or New Zealand or any other jurisdiction that Bigtincan and the Underwriters agree to which Listing Rule 7.7.1(a) applies.

**Ineligible Retail Shareholder** has the meaning set out in section 1.4 of this Retail Offer Booklet.

**Ineligible Shareholders** means Ineligible Retail Shareholders and Ineligible Institutional Shareholders.

**Institutional Entitlement Offer** means the pro rata accelerated non-renounceable entitlement offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer.

**Investor Presentation** means the Bigtincan Holdings Limited Capital Raising Investor Presentation lodged with the ASX on 11 April 2019, included in section 3 of this Retail Offer Booklet.

**Listing Rules** mean the official listing rules of ASX.

**New Shares** means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) Additional New Shares issued under the Top-Up Facility and Shares issued to the Underwriter or a sub-underwriter.

**Offer Price** means the offer price of \$0.42 per New Share.

**Optionholder** means the holder of an option to subscribe for a Share.

**Record Date** means 7.00pm (Sydney time) on Tuesday, 16 April 2019.

**Retail Entitlement Offer** means the pro rata non-renounceable entitlement offer of New Shares to Eligible Retail Shareholders under the Entitlement Offer.

**Retail Offer Booklet** means this Retail Offer Booklet.

**Share Registry** means Computershare Investor Services Pty Limited of Level 4, 60 Carrington St, Sydney, NSW, 2000.

**Shareholder** means a holder of Shares.

**Shares** mean fully paid ordinary shares in the capital of Bigtincan.

**Shortfall Shares** means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.

**TERP** means the theoretical price at which the Shares should trade immediately after the ex-date of the Entitlement Offer assuming 100% take up of the Entitlement Offer.

**Top-Up Facility** means the facility described in section 1.3 of this Retail Offer Booklet under which certain Eligible Retail Shareholders may apply for Additional New Shares.

**Underwriters** means Baillieu Limited and Canaccord Genuity (Australia) Limited.

**Underwriting Agreement** means the underwriting agreement dated 11 April 2019 between Bigtincan and the Underwriters.

**U.S. Person** has the meaning set out in section 1.4 of this Retail Offer Booklet.

**VWAP** means in respect of a security, the volume weighted average price of trading in those securities on the ASX's trading platform during normal trading in the relevant period or on the relevant days, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

## **Corporate Directory**

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### **Registered Office**

Level 20, 320 Pitt St  
Sydney NSW 2000

### **Share Registry**

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne VIC 3001

Shareholder enquiries:

Telephone: 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia)  
Facsimile: +61 2 8234 5050  
Website: [www.computershare.com.au](http://www.computershare.com.au)

### **Underwriters**

Baillieu Limited  
Level 26, 360 Collins St  
Melbourne VIC 3000

Canaccord Genuity (Australia) Limited  
Level 4, 60 Collins St  
Melbourne VIC 3000

### **Legal Adviser**

Dentons Australia  
Level 16, 77 Castlereagh St  
Sydney NSW 2000



ACN 154 944 797

## For all enquiries:

**Phone:**  
(within Australia) 1300 850 505  
(outside Australia) 61 3 9415 5000

**Web:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

BTH

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:



See overleaf for details of the Offer and how to make your payment

# Non-Renounceable Entitlement Offer — Entitlement and Acceptance Form

**Your payment must be received by 5:00pm (Sydney time) Friday, 10 May 2019**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

## Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

## Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Retail Offer Booklet dated 15 April 2019.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Bigtincan Holdings Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

**Turn over for details of the Offer →**

Entitlement and Acceptance Form with Additional Shares

X 9999999991 I ND

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

For your security keep your SRN/  
HIN confidential.

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at  
7:00pm (Sydney time) Tuesday, 16 April 2019:  
  
Entitlement to New Shares  
on a 1 for 6 basis:  
  
Amount payable on full acceptance  
at \$0.42 per New Share:

STEP 2 Make Your Payment

B

PAY

Billers Code: 999999  
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your  
payment from your cheque or savings account.

Pay by Mail:  
✉ Make your cheque, bank draft or money order payable to "Bigtincan Holdings  
Limited" and cross "Not Negotiable".  
Return your cheque with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

**Lodgement of Acceptance**  
If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received  
by no later than 5:00pm (Sydney time) Friday, 10 May 2019. Applicants should be aware that their own financial institution may implement earlier cut off times  
with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited  
(CIS) nor Bigtincan Holdings Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the  
applicant to ensure that funds submitted through BPAY are received by this time.  
If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Sydney time) Friday, 10 May  
2019. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to  
affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Bigtincan Holdings Limited accepts any responsibility if you  
lodge the payment slip below at any other address or by any other means.

**Privacy Notice**  
The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the  
issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition,  
the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive  
marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal  
information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies  
corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we  
maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise  
required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the  
Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and  
information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy  
at <http://www.computershare.com/au>.

Detach here

Bigtincan Holdings Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional New  
Shares applied for:

Amount enclosed at \$0.42 per  
New Share: A\$



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Payment must be received by 5:00pm (Sydney time) Friday, 10 May 2019

Contact Details

Contact  
Name

Daytime  
Telephone

Cheque Details

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque  
A\$