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ASX Announcement

23 April 2019

Dispatch of Retail Offer Booklet and letters to nominees and ineligible shareholders

On 11 April 2019, Bigtincan Holdings Limited ACN 154 944 797 (ASX: BTH) (**Bigtincan**) announced a fully underwritten, 1 for 6 accelerated pro-rata non-renounceable entitlement offer of new fully paid ordinary shares in Bigtincan (**New Shares**) to raise approximately A\$15.6 million (**Entitlement Offer**).

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

On 15 April 2019, Bigtincan announced the successful completion of the Institutional Entitlement Offer, raising approximately A\$12.4 million.

Bigtincan is pleased to advise that in accordance with the timetable for the Entitlement Offer, the Retail Offer Booklet for the Retail Entitlement Offer, a copy of which was lodged with ASX on 15 April 2019, as well as personalised entitlement and acceptance forms, are being dispatched to eligible retail shareholders today. In addition, letters to nominees and ineligible shareholders are also being dispatched today, copies of which are attached to this announcement.

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

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 8.30am 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

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 UK, Australia and Asia. To discover more about how your organization can benefit from the Bigtincan Hub platform, please visit www.bigtincan.com or follow @bigtincan on Twitter.



BTH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

23 April 2019

Dear Shareholder

BIGTINCAN HOLDINGS LIMITED ENTITLEMENT OFFER – Notice to Ineligible Shareholders

On 11 April 2019, Bigtincan Holdings Limited ACN 154 944 797 (ASX: BTH) (**Bigtincan**) announced a 1 for 6 pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Bigtincan (**New Shares**) to raise approximately \$15.6 million (**Entitlement Offer**).

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

The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 12 April 2019. Further details of the retail component of the Entitlement Offer (**Retail Entitlement Offer**) are set out in the information booklet for the Retail Entitlement Offer (**Retail Offer Booklet**), a copy of which was lodged with ASX on 15 April 2019.

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.

Terms of the Entitlement Offer

The offer price for the Entitlement Offer is \$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.¹

¹ 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.

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

Bigtincan will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. The Retail Offer Booklet and notice given in accordance with section 708AA(2)(f) of the Corporations Act have been lodged with ASX and are available to view on ASX's website (www.asx.com.au). Shareholder approval is not required for Bigtincan to make the offer under the Entitlement Offer.

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

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

Eligible retail shareholders may also apply for additional New Shares in excess of their Entitlement at the same price (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from eligible retail shareholders and the number of New 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.

Eligibility of shareholders to participate in the Retail Entitlement Offer

The Retail Entitlement Offer is only available to Eligible Retail Shareholders (defined below). Bigtincan has determined under ASX Listing Rule 7.7.1(a) and section 9A(3) of the Corporations Act that it would be unreasonable to make offers to shareholders in all countries in connection with the Retail Entitlement Offer. Accordingly, this letter is to inform you that Bigtincan has determined that you are not an Eligible Retail Shareholder and you are therefore ineligible to apply for New Shares. You are not required to do anything in response to this letter.

An Eligible Retail Shareholder is a person who is a registered holder of ordinary shares in Bigtincan 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.

As you do not satisfy the criteria for eligibility, Bigtincan is unfortunately unable to extend the Retail Entitlement Offer to you.

New Shares equivalent to the number of New Shares you would have been entitled to apply for if you were an Eligible Retail Shareholder will be allocated to Eligible Retail Shareholders who subscribe for New Shares in excess of their Entitlement or in accordance with the underwriting agreement between Bigtincan and the Underwriters.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

Further information

For any enquiries please call Bigtincan's share registry, Computershare Investor Services, on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

On behalf of the directors, I thank you for your continued support of Bigtincan.

Yours sincerely



Tom Amos
Chairman

Registration Details Line 1
Registration Details Line 2
Registration Details Line 3
Registration Details Line 4
Registration Details Line 5
Registration Details Line 6

23 April 2019

1-for-6 accelerated non-renounceable pro-rata entitlement offer of new fully paid ordinary shares to raise an aggregate of approximately A\$15.6 million

Dear Sir/Madam,

Instructions to nominees and/or custodians acting for beneficial shareholders in Bigtincan Holdings Limited

1. Introduction

If you are not the correct person in your organisation to receive this letter we apologise and ask that you forward it to the most appropriate person. Terms used but not defined in this letter have the same meaning given to them in the retail offer booklet dated 15 April 2019 and lodged with the ASX, including any supplementary or replacement retail offer booklet that may be subsequently lodged in connection with the Offer (**Retail Offer Booklet**).

On 11 April 2019 Bigtincan Holdings Limited (**BTH**) announced an accelerated non-renounceable pro-rata entitlement offer (**Entitlement Offer** or **Offer**) of fully paid ordinary shares (**New Shares**) at an offer price of A\$0.42 per New Share to raise approximately A\$15.6 million. Under the Offer, eligible holders of BTH shares are entitled to subscribe for 1 New Share for every 6 existing BTH shares held at 7:00pm (Sydney time) on 16 April 2019 (**Record Date**) (**Entitlement**).

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

2. Eligibility for the Retail Entitlement Offer

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are shareholders who:

- (a) are registered as a holder of Shares as at 7.00pm (Sydney time) on the Record Date;
- (b) have a registered address in Australia or New Zealand on the Record Date;

- (c) are not in the United States and are not “U.S. persons” (as defined under Regulation S under the United States Securities Act of 1933 (**Securities Act**), as amended) (**U.S. Persons**) and are not acting for the account or benefit of U.S. Persons;
- (d) were not invited to participate in the Institutional Entitlement Offer (and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer); and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or other formal offer document to be lodged or registered.

IMPORTANT NOTE: Any underlying beneficial shareholders who are not Eligible Retail Shareholders are ineligible to apply for New Shares under the Retail Entitlement Offer. If you are a nominee for underlying beneficial shareholders who are not Eligible Retail Shareholders, you must neither submit personalised Entitlement and Acceptance Forms nor apply for New Shares on their behalf. In particular, without limiting the foregoing, you must not submit an Entitlement and Acceptance Form on behalf of an underlying beneficial shareholder that is in the United States or who is a U.S. Person, or is acting for the account or benefit of a person in the United States or a U.S. Person.

Accordingly, you must not send copies of the Retail Offer Booklet or any other materials in connection with the Offer (**Offer Materials**), the personalised Entitlement and Acceptance Form or any other material relating to the Offer to any person resident in countries other than Australia and New Zealand.

3. Retail Entitlement Offer

As a nominee for underlying beneficial Eligible Retail Shareholders in BTH, you have received, or will shortly receive, the Offer Materials in relation to the Retail Entitlement Offer. The Offer Materials include a personalised Entitlement and Acceptance Form which will indicate an Entitlement based upon the total number of BTH shares you hold in aggregate under your nominee account name as at 7.00pm (Sydney time) on the Record Date.

The Retail Entitlement Offer is not available to shareholders that are in the United States or who are, or are acting for the account or benefit of, persons in the United States or U.S. Persons. Neither the Entitlements nor the New Shares have been or will be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold to Eligible Retail Shareholders outside the United States in “offshore transactions” (as defined in the Regulation S under the Securities Act) in compliance with Regulation S under the Securities Act.

Because of these legal restrictions, you must not distribute, in whole or in part, the Offer Materials, the personalised Entitlement and Acceptance Form or any documents relating to the Offer to: (i) any person in the United States, or who is, or is acting for the account or benefit of, a U.S. Person or (ii) to any person in any other country outside Australia and New Zealand, in each case for whom you are the nominee holder.

If you are a nominee / custodian for a foreign shareholder in BTH, you will need to assess whether indirect participation in the Offer by the beneficiary complies with the terms of the Offer and all applicable foreign and Australian laws.

You are advised to seek independent legal advice as to how to proceed in this regard and please note that neither BTH nor the Underwriter provide such legal advice.

The Offer Materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities to any person in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

Nominees must not apply for New Shares under the Retail Entitlement Offer on behalf of institutional shareholders who received an offer to participate in the Institutional Entitlement Offer, whether they accepted their Entitlement or not; or certain institutional shareholders who were otherwise ineligible to participate in the Institutional Entitlement Offer (together, **Excluded Holders**).

4. What you are required to do

Please acknowledge receipt of this letter and your understanding of and compliance with these procedures by signing where indicated below and sending a copy of this letter to Computershare Investor Services to custodians@computershare.com.au by no later than 5.00pm (Sydney time) on 10 May 2019.

Any application made on the respective personalised Entitlement and Acceptance Forms by you on behalf of an underlying beneficial Eligible Retail Shareholder must be in accordance with the Offer Materials.

You must not: (i) submit an application or otherwise accept the Retail Entitlement Offer on behalf of a person in the United States or who is a U.S. Person, or is acting for the account or benefit of a person in the United States or a U.S. Person; or (ii) submit any confirmation letter, application or otherwise purchase New Shares on behalf of persons in any other country outside Australia and New Zealand, in each case for whom you are the nominee holder. Failure to comply with restrictions contained in this letter may result in violations of applicable securities laws. You are advised to seek independent advice as to how to proceed in this regard.

If you submit an application on a personalised Entitlement and Acceptance Form on behalf of an underlying beneficial shareholder, you are required to also complete a copy of the attached form entitled "Summary for Nominee Applications" (see Appendix A) which should detail the beneficial owner's name and number of New Shares sought for each such person on whose behalf you are applying. In calculating each underlying beneficial shareholder entitlement, where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of New Shares.

Your completed Entitlement and Acceptance Form will be taken by BTH and the Underwriter to constitute a representation by you that you have complied with the Offer restrictions, the Offer Materials, this letter and all applicable laws. You acknowledge and agree that any failure by you to comply with the Offer restrictions may result in violations of applicable laws and loss to BTH and the Underwriter.

To submit an application, please follow these steps:

1. Attach copies of the completed Appendix A "Summary for Nominee Applications" form with any application submitted on the nominee's personalised Entitlement and Acceptance Form.

Note that applications received from a nominee account without a completed "Summary for Nominee Applications" form **will be rejected**.

2. send to: TSG Special Processing, Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067, with soft copy versions e-mailed to custodians@computershare.com.au.

It is important to note that information on the "Summary for Nominee Applications" will be kept confidential and will only be used by BTH to compare with their records of nominee accounts as at the Record Date for the Offer.

Yours faithfully
Bigtincan Holdings Limited

Attached:
Important Notices

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933 (the "Securities Act"))("U.S. Person") or in any other jurisdiction in which such an offer would be illegal. The Entitlements and New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold to persons in the United States or persons who are U.S. Persons or acting for the account or benefit of U.S. Persons, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act.

WE HEREBY ACKNOWLEDGE RECEIPT OF THE ABOVE LETTER AND CONFIRM THAT WE UNDERSTAND THE PROCEDURES FOR OUR LODGEMENT OF ENTITLEMENT AND ACCEPTANCE FORMS UNDER BTH'S OFFER OF NEW SHARES.

NAME OF NOMINEE / CUSTODIAN:

SIGNED: NAME:

DATED: PHONE: EMAIL:

APPENDIX A - SUMMARY FOR NOMINEE APPLICATIONS
PLEASE RETURN BY NO LATER THAN 5.00 PM (SYDNEY TIME) ON 10 MAY 2019

ORIGINALS ATTACHED TO THE ENTITLEMENT

AND ACCEPTANCE FORM TO:

Computershare Investor Services
 Attn: TSG Special Processing
 Private & Confidential
 Yarra Falls
 452 Johnston Street
 Abbotsford, Victoria, 3067

AND

ELECTRONIC COPIES:

Computershare Investor Services
custodians@computershare.com.au

DATE:

NOMINEE ACCOUNT NAME:	

SUMMARY No.			

	Registered Holder Number (Insert FULL HIN or SRN)	NAME OF BENEFICIAL ELIGIBLE RETAIL HOLDER	SHARE HOLDING AT 7.00PM (SYDNEY TIME) ON 16 April 2019	ENTITLEMENT (see calculation below)	NUMBER OF NEW SHARES APPLIED FOR	NUMBER OF ADDITIONAL NEW SHARES APPLIED FOR	APPLICATION MONIES @ AUD \$0.42 PER NEW SHARE
1							\$
2							\$
3							\$
4							\$
5							\$
6							\$
	TOTAL						\$

Entitlement: Entitlement is calculated by dividing each person's beneficial holding of BTH shares at 7.00pm (Sydney time) on 16 April 2019 by 6 and then rounding up to the nearest whole number. Example: if a person's Record Date holding is 100 Shares, then their Entitlement is $100/6 = 17$ New Shares (after rounding up to the nearest whole Share). Note, Entitlements may be adjusted by BTH and the Underwriter. Refer to the Offer Materials for further details.

IMPORTANT: Please ensure the application money column is sufficient for the total in the "New Shares applied for" column. If more than one form is required please photocopy this form and submit all forms together and at the same time.

CONTACT PERSON	PHONE NO. ()	COMPLETED BY (INITIALS)
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Please enclose this form with your Entitlement and Acceptance Form and send to: Computershare Investor Services at custodians@computershare.com.au.

By submitting the enclosed Entitlement and Acceptance Form, we confirm that every client for whose account we are acquiring New Shares is an Eligible Retail Shareholder and has made an irrevocable offer to subscribe for New Shares under the Retail Entitlement Offer on the terms and conditions set out in the Offer Materials.

We acknowledge that BTH and the Underwriter may in their absolute discretion refuse to accept this irrevocable offer to subscribe for New Shares under the Retail Entitlement Offer if they reasonably believe that our clients are not each an Eligible Retail Shareholder or have not complied with the terms and conditions set out in the Offer Materials. We further acknowledge that the Retail Entitlement Offer is only available for acceptance (whether directly, indirectly or by us as nominee) by certain shareholders of BTH that are not in the United States and are not U.S. Persons and are not acting for the account or benefit of persons in the United States or U.S. Persons.