



BIGTINCAN HOLDINGS LIMITED

ABN 98 154 944 797

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting ("AGM") of Shareholders of Bigtincan Holdings Limited (ACN 154 944 797) ("Bigtincan" or "Company") will be held virtually as follows:

Date: Wednesday 25th November 2020.

Time: 11:00 a.m. (AEDT)

Virtual Shareholders can only participate in the AGM online using the following methods:
AGM (a) from their computer, by either entering the URL in their browser web.lumiagm.com/324772122 or;
(b) from their mobile device by either entering the URL in their browser web.lumiagm.com or by using the Lumi AGM app, which is available from the Apple App Store or Google Play Store.

To participate in the meeting online, please log in by entering:

- i) The meeting ID: **324-772-122**
- ii) Your username, which is your **SRN/HIN**
- iii) Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide (link below) for their password details.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participation in the AGM online, including browser requirements, is detailed in the AGM User Guide available here www.computershare.com.au/virtualmeetingguide

Due to the ongoing impact of the COVID-19 virus and guidance from the Federal and State Governments, there will not be a physical meeting location where Shareholders can attend.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's reports for the year ending 30 June 2020.

2. Resolution 1 – Approval of Remuneration Report

To consider and, if thought fit, pass the following **advisory only resolution**:

"That, for the purposes of section 250R of the Corporations Act and for all other purposes, Shareholders approve the Remuneration Report for the year ending 30 June 2020."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

A vote on Resolution 1 must not be cast:

- (a) by or behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report for the year ending 30 June 2020 or a Closely Related Party of such a member (regardless of the capacity in which the vote is cast); or
- (b) as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a vote may be cast by such person as a proxy for a person entitled to vote on Resolution 1 if:

- (a) the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the proxy is the Chairman, the Proxy Form does not specify the way the proxy is to vote on Resolution 1 and the Proxy Form expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of a Director – Mr Wayne Stevenson

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for all purposes, Mr Wayne Stevenson, who retires by rotation and being eligible, offers himself for re-election, is re-elected as a Director.”

4. Resolution 3 – Approval of issue of Shares to Zunos Vendors

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the allotment and issue of 925,483 Shares to the Zunos Vendors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) any person who participated in the issue; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 4 - Approval of issue of Shares under the Institutional Placement

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the allotment and issue of 52,238,806 Shares under the Institutional Placement on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) any person who participated in the issue; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 5 - Approval of Aggregate Remuneration of Non-Executive Directors

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.17 and for all other purposes, the total aggregate annual remuneration payable to non-executive Directors of the Company be increased by \$250,000 per annum, from \$350,000 per annum to a maximum of \$600,000.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a director of the Company; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on Resolution 5 must not be cast as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a vote may be cast by such person as a proxy for a person entitled to vote on Resolution 5 if:

- (a) the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the proxy is the Chairman, the Proxy Form does not specify the way the proxy is to vote on Resolution 5 and the Proxy Form expressly authorises the Chairman to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. Resolution 6 - Approval of the Bigtincan Holdings Limited Rights Plan (BHLRP)

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, the Bigtincan Holdings Limited Rights Plan (BHLRP or the Plan) and any grants of Rights (as defined in the Plan) issued under the Plan, be approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) any person eligible to participate in the Plan; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on Resolution 6 must not be cast as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a vote may be cast by such person as a proxy for a person entitled to vote on Resolution 6 if:

- (a) the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the proxy is the Chairman, the Proxy Form does not specify the way the proxy is to vote on Resolution 6 and the Proxy Form expressly authorises the Chairman to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. Resolution 7 - Approval for the Granting of Rights to a Director – Mr David Keane, Managing Director and CEO

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That approval is given for the purposes of ASX Listing Rule 10.14, as well as sections 200B and 200E of the Corporations Act, and all other purposes, for the issue of 1,500,000 Performance Share Appreciation Rights in relation to FY21 long term variable remuneration (LTVR) to the Managing Director, Mr David Keane, under the Bigtincan Holdings Limited Rights Plan (BHLRP or the Plan) on the terms and conditions described in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on Resolution 7 must not be cast as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member. However, a vote may be cast by such person as a proxy for a person entitled to vote on Resolution 7 if:

- (a) the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the proxy is the Chairman, the Proxy Form does not specify the way the proxy is to vote on Resolution 7 and the Proxy Form expressly authorises the Chairman to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9. Resolution 8 - Approval of the Bigtincan Holdings Limited NED Equity Plan (BHLNEP)

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, the Bigtincan Holdings Limited NED Equity Plan (BHLNEP or the Plan) and any grants of Rights (as defined in the Plan) issued under the Plan, be approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) any person eligible to participate in the Plan; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on Resolution 8 must not be cast as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member. However, a vote may be cast by such person as a proxy for a person entitled to vote on Resolution 8 if:

- (a) the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the proxy is the Chairman, the Proxy Form does not specify the way the proxy is to vote on Resolution 8 and the Proxy Form expressly authorises the Chairman to exercise the proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7pm (AEDT) on 23rd November 2020. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

By Order of the Board of Directors



Mark Ohlsson
Company Secretary
23rd October 2020

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Certain capitalised terms used in the Notice (including in the Resolutions) and the Explanatory Statement are defined in the Glossary.

1. Financial Statements and Reports

The Corporations Act requires the Annual Financial Report, the Directors' Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting. The financial statements and reports are contained in the Company's Annual Report. Shareholders who have elected to receive the Annual Report will have been provided with a copy. The Annual Report is also available on ASX's website.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

2. Resolution 1 – Approval of Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. However, section 250R(3) of the Corporations Act expressly provides that the vote on this Resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the Annual Report.

If at least 25% of the votes on the Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2021 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2021 Annual General Meeting. All of the Directors who were in office when the Company's 2021 Directors' report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

Pursuant to the Corporations Act, if you elect to appoint a member of Key Management Personnel or any Closely Related Party as your proxy, other than the Chairman, to vote on Resolution 1 then **you must direct the proxy on how they are to vote**. If your proxy is a member of Key Management Personnel or any Closely Related Party, other than the Chairman, and you do not direct your proxy on how to vote on Resolution 1, your vote will not be counted in computing the required majority.

If you appoint the Chairman as your proxy, and do not direct him how to vote, the Chairman will vote your proxy as he decides. The Chairman intends voting all undirected proxies in favour of Resolution 1.

Please see the Proxy Form for further information on such appointments.

In accordance with section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

3. **Resolution 2 – Re-election of a Director – Mr Wayne Stevenson**

The Listing Rules and the Company's constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

Pursuant to Listing Rule 14.5 and rule 8.1(f) of the constitution of the Company, Mr Wayne Stevenson retires at the conclusion of the Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Mr Wayne Stevenson is an Independent Non-Executive Director of Bigtincan.

Mr Stevenson joined the Board of Bigtincan In October 2016, bringing strong expertise in the financial services industry. He has over 35 years' experience in banking and financial services where he held a number of senior positions with ANZ Banking Group including various CFO roles over a period of 15 years involving significant acquisitions, restructures and divestments.

Mr Stevenson's board credentials are primarily from financial services organisations across Australia and Asia Pacific. His other current Non-Executive Director roles comprise Credit Union Australia Ltd, ANZ Lenders Mortgage Insurance Ltd, Cuscal Ltd and Mediaworks Holdings Ltd.

Mr Stevenson has a BCom in Accounting, is a Chartered Accountant and Fellow of the Australian Institute of Company Directors.

The Board (excluding Mr Stevenson) recommends that Shareholders vote in favour of Resolution 2.

4. **Resolution 3 – Approval of issue of Shares to Zunos Vendors**

Background

On 31 July 2018, the Company acquired all of the issued capital of Zunos Technologies Pty Limited (**Zunos**) from the shareholders of Zunos listed in the table below (**Zunos Vendors**). As announced on 18 June 2018, the purchase price comprised:

- an up-front cash payment of \$3.25 million (**Initial Consideration**), subject to adjustment for working capital and non-trading debt;
- an amount equal to 1.5 x recurring revenue from Zunos products and services earned during the period 1 July 2018 to 30 June 2019 less the Initial Consideration (**First Deferred Consideration**); and
- an amount equal to 1 x recurring revenue from Zunos products and services earned during the period 1 July 2019 to 30 June 2020 (**Second Deferred Consideration**),

(together, the **Purchase Price**).

The First Deferred Consideration (if any) and the Second Deferred Consideration was to be satisfied by the payment of 50% in cash and 50% in fully paid ordinary shares in the Company at a price equal to the 30 day VWAP prior to the date of issue.

There was no First Deferred Consideration payable.

The amount of the Second Deferred Consideration was \$1,752,864.00. The 50% cash component of \$876,432 was paid to the Zunos Vendors on 25 September 2020. The remaining 50% was satisfied by the issue of 925,483 fully paid ordinary shares (**Zunos Vendor Shares**) on 25 September 2020 at an issue price of \$0.947, being the 30 day VWAP prior to the date of issue.

The Zunos Vendors are not related parties of the Company. Resolution 3 seeks shareholder approval pursuant to Listing Rule 7.4 for the issue of the Zunos Vendor Shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such

as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and shareholders subsequently approve the issue.

If Shareholders approve Resolution 3, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 3, it will not invalidate the issue of the Zunos Vendor Shares, however, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Zunos Vendor Shares.

Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval:

Names of the persons to whom securities were issued or the basis on which they were identified or selected	Zunos Vendor	Number of Zunos Vendor Shares
	Luis Dal Bello	46,274
	AU Capital LLP	18,510
	Adrian Teulon	375,746
	Skyrocket Management Pty Ltd	23,137
	Christie James Funds Management Pty Ltd	246,641
	Orchard Ventures Pty Limited	46,274
	STBECK Pty Ltd	168,901
Number and class of securities issued	925,483 fully paid ordinary shares.	
Date or dates on which the securities were issued	25 September 2020.	
The price or other consideration the Company has received or will receive for the issue	The Company acquired all of the issued capital of Zunos from the Zunos Vendors pursuant to an acquisition announced on 18 June 2018. The shares represent 50%	

	of the Second Deferred Consideration, being \$876,432 at an issue price of \$0.947 per share.
The purpose of the issue, including the intended use of any funds raised by the issue	To satisfy the obligation to pay 50% of the Second Deferred Consideration to the Zunos Vendors.
Material terms of the agreement under which the securities were issued	The sale and share purchase agreement (SPA) between the Company and the Zunos Vendors provided for the sale by the Zunos Vendors of all of the issued capital of Zunos for the Purchase Price. The SPA included non-compete provisions, warranties and indemnities in favour of the Company customary for a transaction of that nature.

The voting exclusion statement in respect of Resolution 3 is set out in on page 2.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3 for the approval of the issue of the Zunos Vendor Shares to the Zunos Vendors.

5. Resolution 4 – Approval of issue of Shares under Institutional Placement

Background

On 21 May 2020, the Company announced that it successfully completed the placement of 52,238,806 Shares (**Placement Shares**) to existing and new institutional and sophisticated investors at an issue price of \$0.67 per Share to raise approximately \$35 million (**Institutional Placement**). The Placement Shares were issued on 20 May 2020.

The subscribers pursuant to this issue were not related parties of the Company. Resolution 4 seeks shareholder approval pursuant to Listing Rule 7.4 for the issue of 21,328,453 of the Placement Shares (defined below as the LR7.1 Placement Shares).

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Listing Rule 7.1A enables eligible entities to issue equity securities of up to 10% of its issued share capital on issue 12 months prior to the issue date or date of agreement to issue through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. At the annual general meeting on 27 November 2019, the Shareholders passed a special resolution approving the issue by the Company of equity securities under the 10% Placement Facility. The Company was an eligible entity at the time of the 2019 AGM, but is no longer an eligible entity as its market capitalisation exceeds \$300 million, and accordingly will not be seeking shareholder approval of the 10% Placement Facility at this year's AGM.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and shareholders subsequently approve the issue. A note to Listing Rule 7.4 provides that an issue made with approval under Listing Rule 7.1A can be ratified under Listing Rule 7.4.

Under the Institutional Placement, 21,328,453 Placement Shares were issued under Listing Rule 7.1, while the remaining 30,910,353 Placement Shares were issued under the Company's 10% Placement Facility.

If Shareholders approve Resolution 4, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 4, it will not invalidate the issue of the Placement Shares, however, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval:

Names of the persons to whom securities were issued or the basis on which they were identified or selected	The Placement Shares were allotted and issued to existing and new institutional and sophisticated investors selected by the Company.
Number and class of securities issued	52,238,806 fully paid ordinary shares.
Date or dates on which the securities were issued	28 May 2020.
The price or other consideration the Company has received or will receive for the issue	\$0.67 per Share.
The purpose of the issue, including the intended use of any funds raised by the issue	<p>The purposes of the issue was to raise funds to:</p> <ul style="list-style-type: none"> • accelerate key strategic priorities as outlined in 1HFY20 results; • take advantage of SaaS market tailwinds as the market pace of digitization and mobilization of work accelerates; • grow technology investments to continue product leadership; • take advantage of M&A opportunities appearing during FY21/22; and • working capital purposes and costs of the equity raising.
Material terms of the agreement under which the securities were issued	Not applicable.

The voting exclusion statement in respect of Resolution 4 is set out on page 3.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4 for the approval of the issue of the Placement Shares.

6. Resolution 5 – Approval of Aggregate Remuneration of Non-Executive Directors

Shareholder approval is sought to increase the limit on aggregate non-executive Directors' remuneration in any financial year (**Fee Pool**) by \$250,000, from \$350,000 to \$600,000.

Under rule 8.3(a) of the Company's constitution and Listing Rule 10.17, the Fee Pool may only be increased with Shareholder approval. The current Fee Pool was approved by Shareholders at the annual general meeting of the Company on 21 November 2018.

If Shareholder approval is not obtained, the current Fee Pool will remain at \$350,000.

The Directors are seeking shareholder approval to increase the Fee Pool for the following reasons:

- the number of non-executive directors is expected to increase in the coming years, as part of the Board's ongoing planning strategy reflecting the Company's growth since listing and to ensure that the Board continues to have a balance of skills, knowledge and experience; and
- to ensure the Company has the ability to remunerate competitively and attract and retain high calibre non-executive directors.

The remuneration of non-executive directors for the year ended 30 June 2020 is detailed in the Remuneration Report.

No securities have been issued to any non-executive director under ASX Listing Rules 10.11 or 10.14 with Shareholder approval within the last three years.

The voting exclusion statement in respect of Resolution 5 is set out on page 3.

7. Resolution 6 – Approval of the Bigtincan Holdings Limited Rights Plan (BHLRP)

Background

Resolution 6 seeks Shareholder approval for the Bigtincan Holdings Limited Rights Plan (**BHLRP** or the **Plan**) in order to preserve the 15% limit on new issues that may be made during any 12 month period, without shareholder approval under Listing Rule 7.1. If Resolution 6 is passed, the approval will exclude Rights issued under the Plan from the calculation of the utilisation of the 15% limit during the subsequent three (3) years (Listing Rule 7.2 Exception 13). If Resolution 6 is not passed, issues under the Plan will count towards the 15% limit in Listing Rule 7.1, that may be made without Shareholder approval.

Executive remuneration in the Company is determined by the non-executive members of the Board, taking consideration of relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of shareholders for selected executives, directors and other employees (the **Participants**) to receive part of their remuneration in the form of equity.

The BHLRP represents a modernisation of the available equity instruments and terms, aligned with current regulations and market best-practices. Equity interests are designed to form a significant component of variable remuneration for executives by facilitating long term variable remuneration (**LTVR**), and the deferral of short term variable remuneration (**STVR**) into equity, as well as potentially fixed remuneration or retention variable remuneration from time to time. It is the view of the Board that the holding of such equity creates alignment between shareholder interests and the interests of Participants. If approved, grants under the Plan will facilitate Bigtincan providing appropriate, competitive and performance-linked remuneration to the employees of the Company. The Board seeks to ensure that grants are made at a level that will appropriately position remuneration outcomes when compared to the market, in accordance with Bigtincan's remuneration policies, and appropriate to the circumstances of the Company at the time. The Board receives independent expert advice from time to time to support this objective.

Non-executive directors are not eligible to participate in the Plan and this is intended to support their independence in providing governance oversight for this component of remuneration.

Information required by Listing Rule 7.2 Exception 13

A summary of the main features of the Plan is set out in the table below:

Aspect	Details
Instrument	<p>The BHLRP uses Indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be satisfied either in cash and/or in Shares (at the Board's discretion), unless otherwise specified in an Invitation. Generally, it is expected that exercised Rights will be satisfied in the form of Shares or Restricted Shares (ordinary fully paid share in the Company that may be subject to Specified Disposal Restrictions).</p> <p>The Plan allows for three classes of Rights which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none"> • Performance Rights which vest when performance conditions have been satisfied and will generally be used for the purpose of granting LTVR to executives, • Service Rights which vest after completion of a period of service and which will generally be used as a retention incentive below the executive level if and when appropriate, or as part of fixed remuneration, and • Restricted Rights which are vested at grant but which may have Exercise Restrictions and or Specified Disposal Restrictions that extend to the Shares that result from the exercise of Rights (Restricted Shares), and will generally be used to defer earned remuneration from time to time e.g. to defer STVR. <p>When an Exercise Price greater than nil is specified in an Invitation the Rights are Share Appreciation Rights (SARs) that only produce value when the Share Price exceeds the Exercise Price at the time of Exercise i.e. equivalent to an option. They may be Performance SARs, Service SARs or Restricted SARs under the foregoing classes of Rights.</p>
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan, including the terms of Invitations.</p> <p>Performance Rights, Service Rights (including when they are Share Appreciation Rights) are subject to Vesting Conditions. In the case of Performance Rights (including Share Appreciation Rights) the Vesting Conditions are intended to be challenging and linked to indicators of sustainable value creation for shareholders.</p> <p>The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, including the treatment of Rights and Restricted Shares on termination of employment.</p> <p>The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.</p>
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Eligibility	Eligible Persons selected by the Board will be invited to participate in the Plan. Eligible Persons includes: full time and part-time employees, executive directors and contractors, but excludes non-executive directors.
Term	Each Invitation will specify the Term of Rights, as determined by the Board, and if not exercised within the Term the Rights will lapse. The maximum term allowable is 15 years under the Rules, which is based on the maximum tax deferral period in Australia.

Number of Rights	The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's fixed remuneration, an appropriate volume weighted average price (VWAP), relevant market practices and the relevant policies of the Company regarding remuneration, such that total remuneration is appropriate in both quantum and structure.
Measurement Period	The Measurement Period is the period over which vesting conditions are assessed and may be determined by the Board as part of each Invitation but will generally be three years for Performance Rights, starting from the beginning of the first financial year in the Measurement Period (including for Performance SARs).
Vesting Conditions	<p>Vesting Conditions are to be determined by the Board as part of each Invitation.</p> <p>Performance Rights will vest based on selected measures of Company performance and service with the Company. They are intended to create alignment with indicators of shareholder value creation over the Measurement Period.</p> <p>Service Rights will vest based on periods of service with the Company only, and will generally relate to annual remuneration cycles when granted as part of fixed remuneration.</p> <p>Restricted Rights do not have Vesting Conditions and are fully vested at grant but are subject to disposal restrictions. The disposal restrictions may extend to the Shares (Restricted Shares) that result from exercising Restricted Rights, as appropriate to circumstances. This is likely to be used where the application of vesting conditions is not appropriate e.g. in the case of deferred STVR awards for executives.</p>
Gates	The Board may attach Gates to tranches of Performance Rights. A Gate is a condition that, if not fulfilled, will result in nil vesting of a tranche regardless of performance in relation to the Vesting Conditions.
Cost of Rights and Exercise Price	<p>No amount is payable by Participants for Rights unless otherwise determined by the Board. Rights are intended to form part of the annual remuneration package appropriate to each Participant.</p> <p>No Exercise Price is payable by a Participant to exercise Rights under the Rules. However, as part of the terms of an Invitation the Board may determine that a notional Exercise Price applies, which will be deducted from the value of a Share in determining the Exercised Rights Value i.e. creating a cashless exercise option or Share Appreciation Right/SAR which functions identically to an option, but is less dilutive than traditional options from a shareholder perspective.</p>
Exercise of Vested Rights	<p>Vested Rights may be exercised at any time between the Vesting Date (or the latter elapsing of Exercise Restrictions if applicable) and the end of their Term, by the Participant submitting an Exercise Notice, otherwise they will lapse. The Exercised Rights Value will be determined as follows and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <p><i>Exercised Rights Value =</i> <i>Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</i></p> <p>Generally, it is expected that vested Rights will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal</p>

	<p>restrictions if the exercise occurs during a period in which trading in Shares is prohibited under the Company's securities trading policy.</p> <p>For Participants outside of Australia, the Invitation may specify an automatic exercise date, to comply with local regulatory and tax conditions.</p>
Exercise Restrictions	<p>An Invitation may specify a period of Exercise Restrictions during which Rights may not be exercised, even if vested.</p> <p>For Restricted Rights which are fully vested at grant, Exercise Restrictions apply for at least 90 days following the Grant Date.</p>
Disposal Restrictions	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <ul style="list-style-type: none"> a) The Company's securities trading policy, and b) The insider trading provisions of the Corporations Act. <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing or because of Specified Disposal Restrictions included in an Invitation will be Restricted Shares while they are so restricted.</p> <p>Bigtincan will ensure that such restrictions are enforced due to the presence of CHERS holding locks or alternatively by any trustee of an Employee Share Trust that may be engaged in connection with the Plan.</p>
Specified Disposal Restrictions	<p>Invitations may include Specified Disposal Restrictions that apply for a specified period to Restricted Shares that result from the exercising of Rights or Rights. The Board will decide whether to include such condition and the period for which they will apply.</p> <p>Initially, grants will not be subject to a Specified Disposal Restriction.</p>
Disposal and Exercise Restriction Release at Taxing Point	<p>In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Termination of Employment	<p>Generally, if termination of employment occurs within the first year of the Measurement Period, Performance Rights (including Performance SARs) will be forfeited in the proportion that the remainder of the first year of the Measurement Period bears to a full year, commensurate with the annual nature of Performance Rights grants. Remaining Performance Rights (including Performance SARs) will then continue to be held for testing for vesting at the end of the Measurement Period. Any Performance Rights and Performance SARs that do not vest following the assessment of the Vesting Conditions will be forfeited.</p> <p>Service Rights (including Service SARs) will be dealt with as specified in the relevant Invitation as appropriate to the circumstances of the granting of Service Rights and the applicable Measurement Periods. Generally pro-rata vesting for the period of service completed will apply.</p> <p>Vested Rights held after a Participant's termination of office or employment with the Group will be automatically exercised 90 days after the date on which the Participant ceases to hold any unvested Rights and all Exercise Restrictions have elapsed.</p> <p>If Rights are exercised after the termination of employment and the Share price is lower at the date of exercise than on the date of termination, then the Exercised Rights Value will be settled in cash unless otherwise determined by the Board, in order to ensure an appropriate taxation outcome for the Participant.</p> <p>It should be noted that the Plan contains clauses that address fraud, misconduct, inappropriate benefits and clawback which will result in the forfeiture of unvested and unexercised rights equivalent to traditional "Bad</p>

	<p>Leaver" approaches, but which may apply at any time including during employment.</p>
Delisting	<p>In the event the Board determines that the Company will be subject to a de-listing, the Vesting Conditions specified in an Invitation for Performance Rights will cease to apply and:</p> <ul style="list-style-type: none"> • Rights with an Exercise Price greater than nil (SARs) will vest 100% unless otherwise determined by the Board, comparable to the traditional treatment of Options and appropriate to the marginal value of such instruments, • Unvested Performance Rights with a nil exercise price, each tranche will vest in accordance with the following formula: $\text{Number of Performance Rights to Vest} = \frac{\text{Unvested Performance Rights}}{\text{Performance}} \times \frac{\% \text{ of First Year of Measurement Period Elapsed}}{\text{Measurement Period}} \times \frac{(\text{Share Price at the Effective Date} - \text{Share price at Measurement Period Commencement})}{\text{Share price at Measurement Period Commencement}}$ <ul style="list-style-type: none"> • Remaining Performance Rights may vest or lapse as determined by the Board, • Service Rights will vest to the extent determined to be appropriate by the Board under the circumstances applicable to each grant of Service Rights, and • Exercise Restrictions and Specified Disposal Restrictions will cease to apply on the date determined by the Board.
Major Return of Capital or Demerger	<p>In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Rights such that Participants are neither advantaged nor disadvantaged by the corporate action.</p>
Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct	<p>The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the Measurement Period and/or to the contribution of a Participant to outcomes over the Measurement Period.</p> <p>The Board has sole discretion to determine that some or all unexercised Rights held by a Participant lapse on a specified date, if allowing the Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include joining a competitor or actions that harm the Company's stakeholders. The Board also has discretion to trigger early vesting if it deems it necessary to do so, to address unforeseen circumstances.</p> <p>In the case of fraud or misconduct, Participant will forfeit all unvested Rights.</p>
Bonus Issues, Rights Issue Voting and Dividend Entitlements	<p>The number of Rights held by Participants will be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the Participant. Right holders will not participate in Shareholder rights issues.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	<p>Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.</p>
Issue or Acquisition of Shares	<p>Shares allocated to a Participant when Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the plan.</p>

Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by specified Participants.

As at the date of this Notice of Meeting, no Rights have been issued under the Plan.

For the purposes of Listing Rule 7.2 Exception 13, the maximum number of equity securities that may be issued under the BHLRP following approval of this resolution is 18,931,220 equity securities (being 5% of the Company's issued Shares as at the date of this Notice of Meeting).

The voting exclusion statement in respect of Resolution 6 is set out on page 4.
The Chairperson will vote undirected proxies in favour of this resolution.

Directors' recommendation

The non-executive directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Given their potential interest in Resolution 6, executive directors make no recommendation to Shareholders with respect to this resolution.

8. Resolution 7 – Approval for the Granting of Rights to a Director – Mr David Keane, Managing Director and CEO

Background

Listing Rule 10.14 requires the Company to obtain approval from Shareholders for the issue of securities to a director under an employee incentive scheme. The Company is seeking Shareholder approval for the proposed grant of FY21 long term variable remuneration (**LTVR**) Performance Share Appreciation Rights to Mr David Keane, Managing Director and CEO, as set out below. If Shareholders do not approve this resolution, the long term variable remuneration opportunity will be offered on a cash settlement only basis, comparable to a short term incentive over a long term measurement period.

The Bigtincan Holdings Limited Rights Plan (**BHLRP**) has been designed to facilitate the Company adopting modern best-practice remuneration equity structures for executives. A key component of effective remuneration for executives is equity interests, in the form of LTVR to drive shared performance objectives, link remuneration to Company performance and align interests with sustainable value creation for Shareholders.

Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided:

- The name of the person to whom Performance Share Appreciation Rights are proposed to be issued under the Plan is Mr David Keane.
- The category in Listing Rule 10.14 that Mr Keane falls within is a Director of the Company (Listing Rule 10.14.1).
- The maximum number of Performance Share Appreciation Rights that may be granted to Mr Keane for which approval is being sought is 1,500,000.
- Details (including the amount) of Mr Keane's current total remuneration package are set out below.

Mr David Keane's Total Remuneration Package is set out in the Bigtincan Annual Report for FY21, and may be summarised as follows based on the policy at the time of writing:

- Fixed Remuneration of \$383,099 AUD,
- A Short term variable remuneration at Target of \$126,761 AUD.

- A Long term variable remuneration at Target of \$532,501 being 50% of the Stretch/Maximum value of \$1,065,002,
- The Total Remuneration Package at Target is therefore \$1,052,407 at Target and with a policy maximum of \$1,574,861, which the Board views as appropriate given the incumbent's local USA market.
- No grants have been made under the Plan as at the date of this Resolution being put to Shareholders.
- The features of the proposed FY21 LTVR Invitations to apply for Performance Share Appreciation Rights to be provided to the Director are summarised below (including their material terms, why this type of security is being used and the value attributed to them by the Company):

Aspect	Details
Instrument	<p>If this resolution is approved, Mr David Keane will be invited to apply for FY21 LTVR in the form of Performance Share Appreciation Rights (PSARs). These Rights may vest when performance-based Vesting Conditions are satisfied. The Rights are indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that exercised Rights will be settled in Shares (including Restricted Shares, which are Shares subject to a disposal restriction).</p> <p>The value that may be realised is a function of performance against Vesting Conditions and the market value of a Share at the time of sale of any Shares that result from exercising Rights.</p> <p>The type of equity proposed to be granted has been selected because it creates a strong link between performance and reward.</p>
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan, including the terms of Invitations.</p> <p>The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, as well as the treatment of Rights and Restricted Shares on termination of employment.</p> <p>The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.</p>
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Term	Rights that are the subject of this Resolution and which vest will be automatically exercised on 1 October 2023, with any that do not vest automatically lapsing following assessment of the Vesting Conditions.
Number of Rights	<p>It is proposed that Mr David Keane will be invited to apply for 1,500,000 Performance Share Appreciation Rights, with the number in each of two tranches calculated as follows:</p> $\frac{\text{Fixed Pay} \times \text{Target LTVR\%} \times \text{Tranche Weight at Target}}{\text{Target Vesting \%} \times \text{BS Right Value}}$ <p>Where</p> <p><i>Fixed Pay is the Participant's total fixed remuneration for FY21 at the time of calculation of \$389,099.</i></p> <p><i>Target LTVR Target LTVR% is the Participant's Target LTVR as a % of Fixed Pay, being 136.85% which is based on consideration of both Australian and relevant USA market practices local to the incumbent.</i></p> <p><i>Target LTVR% is the Participant's Target LTVR as a % of Fixed Pay.</i></p>

Tranche Weight at Target = 100%.

Target Vesting% = 50%

BS Right Value = \$0.71 based on Black-Scholes method using the volume weighted average price (VWAP) 5 days from the release of the accounts (26 August 2020) of \$1.07 AUD.

The Black-Scholes Right Value ignores vesting conditions i.e. is not discounted for the possibility of forfeiture due to performance or termination of employment. The Black-Scholes Right Value for the proposed FY21 LTVR was \$0.71.

The Black-Scholes valuation assumes the following inputs:

- *Cost of Option = nil*
- *Share Price = VWAP calculation (see above)*
- *Dividends = nil*
- *Risk Free Rate = 1.03%*
- *Volatility = 112.70%*
- *Term = the period from 26 November 2020 to 1 October 2023.*

When added to the other remuneration elements the FY21 grant of LTVR will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances for FY21, based on market benchmarking and the current Bigtincan executive remuneration policy.

As 100% of Rights to be granted will only vest when stretch performance goals are achieved it is expected that a lesser percentage will actually vest unless exceptional performance outcomes occur. The Target and expected level of vesting is 50%.

It should be noted that the actual value of the Rights can only be determined for accounting purposes, as at the Grant Date.

Measurement Period	The Measurement Period is the period over which Vesting Conditions are assessed. For all Tranches proposed, the Measurement Period will be from 1 July 2020 to 30 June 2023.																					
Vesting Conditions	<p>Vesting Conditions are conditions that are used to determine the extent, if any, of vesting of PSARs.</p> <p>iTSR PSARs, the Vesting Condition will be based on the Total Shareholder Return (TSR) of Bigtincan over the Measurement Period (equivalent to the change in Share Price, plus dividends declared assumed to be reinvested) compared to the TSR of the ASX 300 Industrials Total Return Index. Vesting will be determined according to the following scale (note: CAGR means compound annual growth rate):</p> <table><tr><th>Performance Level</th><th>BTH TSR Compared to TSR of the ASX 300 Industrials TR Index</th><th>% of Grant Vesting</th></tr><tr><td>Stretch</td><td>≥Index TSR + 10% TSR CAGR</td><td>100%</td></tr><tr><td>Between Target and Stretch</td><td>>Index TSR + 5% TSR CAGR & < Index TSR + 10% TSR CAGR</td><td>Pro-rata</td></tr><tr><td>Target</td><td>Index TSR + 5% TSR CAGR</td><td>50%</td></tr><tr><td>Between Threshold and Target</td><td>>Index TSR & < Index TSR + 5% TSR CAGR</td><td>Pro-rata</td></tr><tr><td>Threshold</td><td>= Index TSR</td><td>0%</td></tr><tr><td>Below Threshold</td><td>< Index TSR</td><td>0%</td></tr></table>	Performance Level	BTH TSR Compared to TSR of the ASX 300 Industrials TR Index	% of Grant Vesting	Stretch	≥Index TSR + 10% TSR CAGR	100%	Between Target and Stretch	>Index TSR + 5% TSR CAGR & < Index TSR + 10% TSR CAGR	Pro-rata	Target	Index TSR + 5% TSR CAGR	50%	Between Threshold and Target	>Index TSR & < Index TSR + 5% TSR CAGR	Pro-rata	Threshold	= Index TSR	0%	Below Threshold	< Index TSR	0%
Performance Level	BTH TSR Compared to TSR of the ASX 300 Industrials TR Index	% of Grant Vesting																				
Stretch	≥Index TSR + 10% TSR CAGR	100%																				
Between Target and Stretch	>Index TSR + 5% TSR CAGR & < Index TSR + 10% TSR CAGR	Pro-rata																				
Target	Index TSR + 5% TSR CAGR	50%																				
Between Threshold and Target	>Index TSR & < Index TSR + 5% TSR CAGR	Pro-rata																				
Threshold	= Index TSR	0%																				
Below Threshold	< Index TSR	0%																				
Gates	iTSR PSARs are subject to a gate of TSR needing to be positive over the Measurement Period. No PRs will vest from this tranche if this condition is not met.																					
Cost of Rights and Exercise Price	<p>No amount is payable by Mr David Keane for the Rights as their value forms a significant portion of the variable remuneration in his total package for FY21.</p> <p>No Exercise Price applies to PRs.</p> <p>There is no loan provided as part of the operation of the BHLRP or the terms of this proposed grant.</p>																					

Exercise of Vested Rights	<p>Since Mr David Keane is taxable in the USA, the PSARs will be automatically exercised on 1 October 2023, being an expected trading window and at which point the audited performance of the Company for the Measurement Period should be known to the Board.</p> <p>Upon exercise of vested Rights the Exercised Rights Value will be calculated as follows and will be either be paid in cash, converted into ordinary Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <p><i>Exercised Rights Value =</i> <i>Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</i></p> <p>Generally, it is expected that the Exercised Rights Value will be settled in ordinary Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited under the Bigtincan securities trading policy.</p>
Disposal Restrictions	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <ul style="list-style-type: none"> • The Company's securities trading policy, and • The insider trading provisions of the Corporations Act. <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing will be Restricted Shares while they are so restricted.</p> <p>Bigtincan will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively by any trustee of an Employee Share Trust that may be engaged in connection with the Plan.</p>
Disposal and Exercise Restriction Release at Taxing Point	<p>In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Termination of Employment	<p>Generally, if termination of employment occurs within the first year of the Measurement Period, PSARs will be forfeited in the proportion that the remainder of the first year of the Measurement Period bears to a full year, commensurate with the annual nature of LTVR grants. Remaining PSARs will then continue to be held for testing for vesting at the end of the Measurement Period. Any PSARs that do not vest following the assessment of the Vesting Conditions will be forfeited.</p> <p>Vested Rights held after a Participant's termination of employment with the Company will be automatically exercised 90 days after the date on which the Participant ceases to hold any unvested Rights and all Exercise Restrictions have elapsed.</p> <p>If Rights are exercised after the termination of employment and the Share price is lower at the date of exercise than on the date of termination, then the Exercised Rights Value will be settled in cash unless otherwise determined by the Board, in order to ensure an appropriate taxation outcome for the Participant.</p> <p>It should be noted that the Plan contains clauses that address fraud, misconduct, inappropriate benefits and clawback which will result in the forfeiture of unvested and unexercised rights equivalent to traditional "Bad Leaver" approaches, but which may apply at any time including during employment.</p>
Delisting	<p>In the event the Board determines that the Company will be subject to a de-listing, Rights with an Exercise Price greater than nil (SARs) will vest 100% unless otherwise determined by the Board, comparable to the traditional treatment of Options and appropriate to the marginal value of such instruments</p>

Major Return of Capital or Demerger	In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Rights such that Participants are neither advantaged nor disadvantaged by the corporate action.
Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct	<p>The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the Measurement Period and/or to the contribution of a Participant to outcomes over the Measurement Period.</p> <p>The Board has sole discretion to determine that some or all unexercised Rights held by a Participant lapse on a specified date, if allowing the Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include joining a competitor or actions that harm the Company's stakeholders. The Board also has discretion to trigger early vesting if it deems it necessary to do so, to address unforeseen circumstances.</p> <p>In the case of fraud or misconduct, Participant will forfeit all unvested Rights.</p>
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>The number of Rights held by Participants will be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the Participant. Right holders will not participate in Shareholder rights issues.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Issue or Acquisition of Shares	Shares allocated to a Participant when Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by Mr David Keane.

- The Performance Share Appreciation Rights will be granted within one month of the Annual General Meeting being held.
- Details of any securities issued under the Plan will be published in the subsequent Annual Report of Bigtincan relating to the period in which the securities were issued.
- Any persons covered by Listing Rule 10.14 and not named in this Notice of Meeting may not participate in the Plan until approval is obtained for them under Listing Rule 10.14.
- A voting exclusion statement in respect of Resolution 7 is set out on page 5.

The Chairperson will vote undirected proxies in favour of this resolution.

Approval pursuant to Listing Rule 7.1 is not required in order to grant the Performance Share Appreciation Rights to Mr Keane as approval is being obtained under Listing Rule 10.14. Accordingly, the grant of the Performance Share Appreciation Rights to Mr Keane will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

Part 2D.2 of the Corporations Act: Termination Benefits

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders or an exemption applies. Further, under section 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders.

The term “benefit” in Part 2D.2 has wide operation and would include the accelerated vesting of Performance Share Appreciation Rights.

Accordingly, Shareholder approval is sought under section 200E of the Corporations Act for the:

- giving of termination benefits to Mr Keane in accordance with the Plan or his employment contract if Mr Keane ceases to be employed by the Company and, as a result of the Board exercising its discretion, some or all of Mr Keane’s Performance Share Appreciation Rights vest; and
- giving of benefits to Mr Keane if Mr Keane’s Performance Share Appreciation Rights vest as a result of the transfer of the whole or any part of the undertaking or property of the Company.

As at the date 5 days from the release of the accounts (26 August 2020) the estimated value of the Performance Share Appreciation Rights to be issued to Mr Keane is \$1,065,002. However, the value of the benefits at the time they may be given cannot presently be ascertained. The matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- the number of Performance Share Appreciation Rights held by Mr Keane prior to cessation of employment or at the time of the transfer of undertaking or property; and
- the market price of Shares at that time.

If Shareholder approval is obtained and the Performance Share Appreciation Rights automatically vest as a result of the transfer of undertaking or property or the Board exercises its discretion to vest some or all of Mr Keane’s unvested Performance Share Appreciation Rights, the value of the benefit will be disregarded when calculating his termination benefit ‘cap’ as permitted by the Corporations Act.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company’s shareholders in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

One of the exceptions where shareholder approval is not needed is where the financial benefit is (relevantly) remuneration to a related party as an officer or employee of the public company or an entity that the public company controls and to give the benefit would be reasonable given the circumstances of the public company or entity giving the remuneration and the related party’s circumstances (including the responsibilities involved in the office of employment). This “reasonable remuneration” exception is contained in section 211 of the Corporations Act.

The grant of the Performance Share Appreciation Rights to Mr Keane will constitute the giving of a financial benefit and Mr Keane is a related party of the Company by virtue of being a Director of the Company.

The Directors (other than Mr Keane who abstained from considering this matter due to his material personal interest in the matter) consider that the proposed grant of the Performance Share Appreciation Rights to Mr Keane is reasonable remuneration which falls within the exception in section 211 of the Corporations Act and accordingly Shareholders’ approval pursuant to Chapter 2E of the Corporations Act is not required.

Listing Rules 10.18 and 10.19

If Shareholder approval is obtained under Resolution 7, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which certain termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Directors' recommendation

The Board, other than Mr Keane, consider the grant of the Performance Share Appreciation Rights to Mr Keane to be appropriate in all circumstances and unanimously recommends that Shareholders vote in favour of Resolution 7 for the grant of the Performance Share Appreciation Rights to Mr Keane.

9. Resolution 8 – Approval of the Bigtincan Holdings Limited NED Equity Plan (BHLNEP)

Background

Resolution 8 seeks Shareholder approval for the Bigtincan Holdings Limited NED Equity Plan (**BHLNEP** or the **Plan**) in order to preserve the 15% limit on new issues that may be made during any 12 month period, without shareholder approval under Listing Rule 7.1. If Resolution 8 is passed, the approval will exclude Rights issued under the Plan from the calculation of the utilisation of the 15% limit during the subsequent three (3) years (Listing Rule 7.2 Exception 13). If Resolution 8 is not passed, issues under the Plan will count towards the 15% limit in Listing Rule 7.1, that may be made without Shareholder approval.

The Board also seeks this approval as a matter of good governance, and for all other purposes.

Non-executive Director (NED) remuneration in the Company is determined by the non-executive members of the Board, taking consideration of relevant market practices (including independent advice where appropriate) and the circumstances of the Company, on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of shareholders for NEDs, the Participants, to receive part of their Board Fees in the form of equity that will be held long term; disposal restrictions apply to Restricted Shares that result from the exercise of Rights until the Participant ceases to hold office and any employment with the Company (or the elapsing of 15 years from the grant date).

The BHLNEP is therefore designed to form a component of NED remuneration that creates alignment with shareholders by increasing long term “skin in the game” (long held share ownership interests), rather than NEDs being remunerated in the form of cash only. If approved, grants under the BHLNEP will facilitate Bigtincan providing appropriate, competitive and aligned remuneration to the Participants. Participation in the plan is voluntary, whereby NEDs may elect to exchange future cash remuneration for a future grant of equity under the BHLNEP.

Only NEDs of Bigtincan are eligible to participate in the BHLNEP.

Information required by Listing Rule 7.2 Exception 13

A summary of the main features of the BHLNEP is set out in the table below:

Aspect	Details
Instrument	<p>The BHLNEP uses Share Rights which are entitlements, when exercised, to a Share or Restricted Share (ordinary fully paid share in the Company that may be subject to Specified Disposal Restrictions).</p> <p>Grants of Rights under the Plan are intended to be a component of Board Fees that are part of the remuneration of NEDs, as an alternative to Board Fees being paid in cash only. The value that will be realised is a function of the Share price at the time of disposal of the Shares.</p>

Terms and Conditions	<p>Under the rules of the BHLNEP (Plan Rules) the Board has the discretion to set the terms and conditions on which it will offer Rights, including the modification of the terms and conditions as appropriate to ensuring the plan operates as intended.</p> <p>The terms and conditions of the BHLNEP include those aspects legally required as well as the treatment of Rights in a range of circumstances such as a change of control, a major return of capital to shareholders or in relation to cessation of holding office with the Company.</p> <p>The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.</p>
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Eligibility	Eligible Persons selected by the Board will be invited to participate in the Plan. Eligible Persons includes NEDs, and excludes executives.
Term	Each Invitation will specify the Term of Rights, as determined by the Board, and if not exercised within the Term the Rights will lapse. The maximum term allowable is 15 years under the Rules, which is based on the maximum tax deferral period in Australia.
Number of Rights	The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's Board Fees, generally an election to exchange cash for equity in settlement of those fees, an appropriate volume weighted average price (VWAP), relevant market practices and the relevant policies of the Company regarding the remuneration of Participants.
Vesting	Restricted Rights are fully vested at grant and are not subject to risk of forfeiture, in order to ensure NED independence is not compromised by the equity interest structure. Therefore, grants will be made at a time when the Participant has already served the period earning the remuneration, or when the Board takes the view that it is reasonable to expect that the full financial year will be served by the Participant.
Cost of Rights and Exercise Price	<p>No amount is payable by Participants for Rights unless otherwise determined by the Board. Rights are intended to form part of the annual remuneration package appropriate to each Participant.</p> <p>The Exercise Price is nil.</p>
Exercise of Rights	<p>Rights may be exercised at any time between the elapsing of Exercise Restrictions and the end of their Term, by the Participant submitting an Exercise Notice, otherwise they will lapse. Rights will be settled in ordinary Shares only. Such Shares will generally be Restricted Shares subject to Specified Disposal Restrictions.</p> <p>For Participants outside of Australia, the Invitation may specify an automatic exercise date, to comply with local regulatory and tax conditions.</p>
Exercise Restrictions	An Invitation will specify a period of Exercise Restrictions during which Rights may not be exercised, which must not be less than 90 days from the Grant Date.
Dealing & Disposal Restrictions	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <ul style="list-style-type: none"> a) The Company's securities trading policy, and b) The insider trading provisions of the Corporations Act. <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing or because of Specified Disposal Restrictions included in an</p>

	<p>Invitation will be Restricted Shares while they are so restricted. Bigtincan will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively by any trustee of an Employee Share Trust that may be engaged in connection with the Plan.</p>
Specified Disposal Restrictions	<p>Invitations may include Specified Disposal Restrictions that apply for a specified period to Restricted Shares that result from the exercising of Rights. The Board will decide whether to include such conditions and the period for which they will apply.</p> <p>Initially, grants will be subject to a Specified Disposal Restriction until the earlier of:</p> <ul style="list-style-type: none"> • the Participant ceasing to hold office and employment with the Company, and • the elapsing of 15 years from the Grant Date. <p>For international Participants, an earlier date may be specified to ensure appropriate tax outcomes for the Participant.</p>
Disposal and Exercise Restriction Release at Taxing Point	<p>In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Cessation of Holding the Office of NED	<p>If a Participant ceases to hold the office of NED or employed position with the Company and is not immediately re-appointed, Exercise Restrictions and Specified Disposal restrictions attaching to Restricted Shares will cease to apply at the date of cessation of holding the office of NED and the Company will remove any CHESS holding lock.</p>
Delisting	<p>In the event that a delisting of the Company's Shares becomes imminent, Exercise Restrictions and Specified Disposal Restrictions will cease on the date determined by the Board.</p>
Fraud, Gross Misconduct etc.	<p>In the event that the Board forms the opinion that a Participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company, the Participant will forfeit all unexercised Rights.</p>
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>The number of Rights held by Participants will be proportionately adjusted to reflect bonus so that no advantage or disadvantage arises for the Participant. Right holders will not participate in Shareholder rights issues.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	<p>Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.</p>
Issue or Acquisition of Shares	<p>Shares allocated to a Participant when Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the plan.</p>
Cost and Administration	<p>The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan</p>
Hedging	<p>The Plan prohibits the hedging of Rights, Rights or Shares subject to dealing restrictions by Participants.</p>

As at the date of this Notice of Meeting, no Rights have been issued under the Plan.

For the purposes of Listing Rule 7.2 Exception 13, the maximum number of equity securities that may be issued under the BHLNEP following approval of this resolution is 18,931,220 (being 5% of the Company's issued Shares as at the date of this Notice of Meeting).

The voting exclusion statement in respect of Resolution 8 is set out on page 5.

The Chairperson will vote undirected proxies in favour of this resolution.

Directors' recommendation

Given their potential interest in Resolution 8, the non-executive directors make no recommendation to Shareholders with respect to this resolution.

Glossary

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

ASIC means the Australian Securities and Investments Commission.

ASX means, as the context requires, ASX Limited ACN 008 624 691 or the securities market it operates known as the Australian Securities Exchange.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

BHLNEP means the Bigtincan Holdings Limited NED Equity Plan.

BHLRP means the Bigtincan Holdings Limited Rights Plan.

Board means the current board of directors of the Company.

Chairman means the chair of the Meeting.

Closely Related Party is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by a member of the Key Management Personnel.

Company means Bigtincan Holdings Limited ACN 154 944 797.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Institutional Placement has the meaning given in section 5 of the Explanatory Statement.

Key Management Personnel or **KMP** is defined in accounting standards and broadly includes all persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including all Directors (whether executive or otherwise) of the Company.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means the Notice of meeting including the Explanatory Statement.

Option means an option to subscribe for a Share.

Ordinary Share means a fully paid ordinary share in the capital of the Company.

Placement Shares has the meaning given in section 5 of the Explanatory Statement.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Shareholder means a holder of an Ordinary Share.

Zunos Vendor Shares has the meaning given in section 4 of the Explanatory Statement.

Zunos Vendors has the meaning given in section 4 of the Explanatory Statement.