

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

ASX Announcement

23 August 2021

BIGTINCAN HOLDINGS LIMITED ENTITLEMENT OFFER

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

This notice is given by Bigtincan Holdings Limited (ASX:BTH) (**Bigtincan**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth), as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Corporations Act**).

Bigtincan today announced an accelerated non-renounceable entitlement offer to eligible shareholders to subscribe for 1 new fully paid ordinary share in Bigtincan (**New Shares**) for every 4 existing Bigtincan shares held at 7.00pm (Sydney time) on Wednesday, 25 August 2021 to raise approximately \$114.3 million (**Entitlement Offer**). Each New Share will be issued at an issue price of \$1.05.

Bigtincan also announced a placement to an existing substantial shareholder of New Shares (**Placement** and together with the Entitlement Offer, the **Equity Raising**).

Further details regarding the Equity Raising are contained in the announcements released to ASX today by Bigtincan.

Bigtincan advises:

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

Effect of the Entitlement Offer on control

The potential effect that the Entitlement Offer will have on the control of Bigtincan, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the size and pricing of the Entitlement Offer, the composition of Bigtincan's share register and the structure of the Entitlement Offer as a fully-underwritten pro rata offer, Bigtincan does not expect the Entitlement Offer to have any material effect or consequences on the control of Bigtincan.

The potential effect that the Entitlement Offer will have on the control of Bigtincan is as follows:

- (a) if all eligible shareholders take up their rights under the Entitlement Offer, there will be no material effect on the control of Bigtincan;
- (b) to the extent that any eligible shareholder fails to take up their rights under the Entitlement Offer, that eligible shareholder's percentage holding in Bigtincan will be diluted by the issue of the New Shares under the Entitlement Offer and as a result of the Placement;
- (c) the percentage holding in Bigtincan's shares of shareholders with registered addresses outside Australia and New Zealand (excluding any relevant eligible institutional shareholders) will be diluted as a result of the issue of New Shares under the Entitlement Offer and as a result of the Placement; and
- (d) although the issue of New Shares which are not taken up by eligible shareholders under the Entitlement Offer may result in an increase in the voting power in Bigtincan of the underwriters of the Entitlement Offer (or eligible institutional investors who may be allocated New Shares via the bookbuild process to be conducted by the underwriters), it is not expected that such issue of New Shares will have a material effect on the control of Bigtincan.

Authorised for release to the ASX by the Board of Bigtincan Holdings Limited.

Further Information

Investor Enquiries:

Mark Ohlsson, Company Secretary
+61 400 801 814
Investor@bigtincan.com

Jane Morgan, Jane Morgan Management,
+ 61 405 555 618
jm@janemorganmanagement.com.au

About Bigtincan

Bigtincan is helping the world's leading brands facilitate the buying experience of the future. Everything we offer is designed to be smart, flexible, and easily adapted to unique business processes with highly personalized experiences that people and brands love. We're on a mission to help companies deliver branded buying experiences that are engaging, personalized, provide value and guide people to the best decisions with confidence. Innovative companies like AT&T, Nike, Guess, Prudential, and Starwood Hotels trust Bigtincan to enable customer-facing teams to intelligently prepare, engage, measure and continually improve the buying experience for their customers. For more information about Bigtincan (ASX: BTH), visit: www.bigtincan.com or follow @bigtincan on Twitter.

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 of the US Securities Act and applicable US state securities laws.