

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

ASX Announcement

30 August 2021

Retail Offer Booklet

Bigtincan Holdings Limited (**ASX: BTH**) ("**Bigtincan**", the "**Company**") attaches a copy of the retail entitlement offer booklet ("**Retail Offer Booklet**") in relation to the retail component of the fully underwritten 1 for 4 accelerated pro-rata non-renounceable entitlement offer ("**Entitlement Offer**"), as announced to the ASX on Monday, 23 August 2021.

The Retail Offer Booklet and personalised entitlement and acceptance forms will be despatched to eligible retail shareholders today.

Retail Entitlement Offer

The retail component of the Entitlement Offer ("**Retail Entitlement Offer**") opens at 10.00am (Sydney time) today, Monday, 30 August 2021, and closes at 5.00pm (Sydney time) on Wednesday, 8 September 2021.

Application monies must be received prior to this time, in accordance with the Retail Offer Booklet and the personalised entitlement and acceptance form.

Shareholder enquiries

Eligible Retail Shareholders are encouraged to carefully read the Retail Offer Booklet for further details relating to the Retail Entitlement Offer.

For further information on the Entitlement Offer you should call the Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 9.00am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

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 requirements under the US Securities Act and applicable US state securities laws.

Bigtincan Holdings Limited

ACN 154 944 797

Retail Entitlement Offer

Details of a fully underwritten 1 for 4 pro rata accelerated non-renounceable entitlement offer of new shares in Bigtincan Holdings Limited at an offer price of \$1.05 per New Share.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Wednesday, 8 September 2021

IMPORTANT NOTICE

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

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

Contents

Important Notices	1
Chairman's Letter	3
Summary of the Equity Raising	5
Key Dates	6
1. Details of the Entitlement Offer	7
2. How to Apply	10
3. ASX Announcements and Investor Presentation	16
4. Additional Important Information	44
Glossary	48
Corporate Directory	51

Important Notices

Introduction

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

This Retail Offer Booklet is dated 30 August 2021.

Responsibility

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

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

Definitions, currency and time

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

Foreign jurisdictions

This Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Retail Shareholders and may not be distributed in the United States. This Retail Offer Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or elsewhere outside the Permitted Jurisdictions.

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

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

The New Shares have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may only be offered and sold in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable securities laws of any state or other jurisdiction of the United States. In particular, the New Shares to be offered

and sold in the Retail Entitlement Offer will only be offered and sold outside the United States in "offshore transactions", as defined in and in compliance with Regulation S under the US Securities Act.

Important information – New Zealand residents

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

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

Past performance

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

Future performance and forward-looking statements

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

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

results, performance or achievements expressed or implied by any forward-looking statements in this Retail Offer Booklet.

Governing law

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

Chairman's Letter

30 August 2021

Dear Shareholder

On behalf of Bigtincan Holdings Limited (**Bigtincan**), I am pleased to invite you to participate in the recently announced 1 for 4 pro rata accelerated non-renounceable entitlement offer for new Bigtincan ordinary shares (**New Shares**) at an offer price of \$1.05 per New Share (**Entitlement Offer**).

On Monday, 23 August 2021, Bigtincan announced that it had entered into a binding agreement to acquire all of the issued stock of Brainshark, Inc, a Delaware company (**Brainshark**) by way of merger with a newly incorporated wholly owned Delaware subsidiary of the Company pursuant to an agreement and plan of merger under the Delaware General Corporation Law (**Acquisition**). The Company also announced that it had received a commitment from an existing substantial shareholder, SQN Investors, to invest \$21 million under a private placement of New Shares (**Placement**) and its intention to raise approximately \$114.3 million through the Entitlement Offer (the Placement, the Entitlement Offer and the Additional Placement referred to below being the **Equity Raising**). The Placement and the institutional accelerated component of the Entitlement Offer (**Institutional Entitlement Offer**) were successfully completed on Tuesday, 24 August 2021. Investors participating in the Institutional Entitlement Offer agreed to subscribe for approximately 1.17 million additional New Shares, raising an additional amount of approximately \$1.2 million (**Additional Placement**). This information booklet (**Retail Offer Booklet**) relates to the non-accelerated component of the Entitlement Offer (**Retail Entitlement Offer**).

Bigtincan intends to use the proceeds of the Equity Raising to fund the acquisition of Brainshark, transaction, advisory and other associated fees, integration and forex contingency.

More detail is provided in Bigtincan's Investor Presentation which accompanied the announcement of the Acquisition and the Equity Raising lodged with the Australian Securities Exchange (**ASX**) on Monday, 23 August 2021 and the announcement of the completion of the Placement and the Institutional Entitlement Offer lodged with the ASX on Wednesday, 25 August 2021 (and included in section 3 of this Retail Offer Booklet).

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the price of \$1.05 per New Share, which is the same price as under the Placement and the Institutional Entitlement Offer. The offer price of \$1.05 per New Share represents a discount of 12.1% to the last traded price of Bigtincan shares before the Equity Raising was announced (being \$1.195 on 20 August 2021), a 10.1% discount to the 5 day VWAP (\$1.168) and a discount of 9.5% to the Theoretical ex rights price (TERP including Placement of \$1.161).¹

The number of New Shares you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed with this Retail Offer Booklet.

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

¹ Theoretical ex rights price (TERP) includes the shares issued under the Placement and the Entitlement Offer. TERP is the theoretical price at which Bigtincan shares (**Shares**) should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Shares trade on ASX immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to the closing price of Shares as traded on ASX on 20 August 2021, being the last trading day prior to the announcement of the Entitlement Offer.

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

Other information

This Retail Offer Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to the ASX on Monday, 23 August 2021, and provides information on Bigtincan, Brainshark, the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates;
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions on that form; and
- instructions on how to take up all or part of your Entitlement.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Wednesday, 8 September 2021.

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

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

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

Yours sincerely



Tom Amos
Chairman

Summary of the Equity Raising

Placement	
Offer Price	\$1.05 per New Share
Size	20,000,000 New Shares
Gross proceeds	\$21,000,000
Institutional Entitlement Offer	
Ratio	1 New Share for every 4 Existing Shares
Offer Price	\$1.05 per New Share
Size	55,604,593 New Shares
Gross proceeds	\$58,384,823
Additional Placement	
Offer Price	\$1.05 per New Share
Size	1,170,542 New Shares
Gross proceeds	\$1,229,069
Retail Entitlement Offer	
Ratio	1 New Share for every 4 Existing Shares
Offer Price	\$1.05 per New Share
Size	53,260,734 New Shares
Gross proceeds	\$55,923,771
Total Gross Proceeds	
Expected total gross proceeds of the Equity Raising	\$136,537,662

Key Dates

Event	Date
Announcement of Placement and Entitlement Offer	Monday, 23 August 2021
Issue of New Shares offered under Placement	Tuesday, 24 August 2021
Announcement of results of Institutional Entitlement Offer Trading resumes on an ex-entitlement basis	Wednesday, 25 August 2021
Record date for Retail Entitlement Offer (7.00pm (Sydney time))	Wednesday, 25 August 2021
Retail Offer Booklet and Entitlement and Acceptance Form despatched, and announcement of despatch	Monday, 30 August 2021
Retail Entitlement Offer opens	Monday, 30 August 2021
Settlement of Institutional Entitlement Offer and Additional Placement	Wednesday, 1 September 2021
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer and Additional Placement	Thursday, 2 September 2021
Closing Date for acceptances under Retail Entitlement Offer (5.00pm (Sydney time))	Wednesday, 8 September 2021
Announcement of results of Retail Entitlement Offer	Friday, 10 September 2021
Settlement of Retail Entitlement Offer	Tuesday, 14 September 2021
Allotment of New Shares under Retail Entitlement Offer	Wednesday, 15 September 2021
Normal ASX trading for New Shares issued under Retail Entitlement Offer	Thursday, 16 September 2021
Despatch of holding statements for New Shares issued under Retail Entitlement Offer	Thursday, 16 September 2021

Notes:

All times are Sydney time.

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

Enquiries

For any enquiries please call the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday, visit the website <https://bigtincanoffer.thereachagency.com> or contact your stockbroker, accountant or other professional adviser.

1. Details of the Entitlement Offer

1.1 Introduction

The Entitlement Offer is a pro rata accelerated non-renounceable offer of 1 New Share for every 4 existing Bigtincan ordinary shares at \$1.05 per New Share to raise approximately \$114.3 million.

Bigtincan intends to use the proceeds of the Entitlement Offer, the Placement and the Additional Placement to fund the acquisition of Brainshark, transaction, advisory and other associated fees, integration and forex contingency.

The Entitlement Offer has two components:

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

1.2 Institutional Entitlement Offer

Bigtincan has already raised approximately \$58.4 million from Eligible Institutional Shareholders under the Institutional Entitlement Offer, and approximately \$1.2 million under the Additional Placement. New Shares are expected to be issued under the Institutional Entitlement Offer and the Additional Placement on Thursday, 2 September 2021.² New Shares issued under the Institutional Entitlement Offer and the Additional Placement are to be issued at the same price and (in respect of the Institutional Entitlement Offer) at the same ratio as those being offered under the Retail Entitlement Offer.

Bigtincan's ASX announcement of Wednesday, 25 August 2021, in relation to completion of the Placement and the Institutional Entitlement Offer, is set out in section 3 of this Retail Offer Booklet.

1.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only. The Retail Entitlement Offer will raise approximately \$56 million.

Eligible Retail Shareholders who are on Bigtincan's share register on the Record Date are being offered the opportunity (**Entitlement**) to subscribe for 1 new Bigtincan ordinary share (**New Share**) for every 4 Bigtincan ordinary shares (**Shares**) held on the Record Date at the Offer Price of \$1.05 per New Share (**Offer Price**).

The offer price of \$1.05 per New Share represents a discount of 12.1% to the last traded price of Bigtincan shares before the Equity Raising was announced (being \$1.195 on 20 August 2021), a 10.1% discount to the 5 day VWAP (\$1.168) and a discount of 9.5% to the Theoretical ex rights price (TERP including Placement of \$1.161).

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

Eligible Retail Shareholders may not apply for New Shares in excess of their Entitlement.

² Settlement of the Institutional Entitlement Offer and the Additional Placement is due to occur on Wednesday, 1 September 2021 and is subject to certain conditions and termination events. Refer to section 4.7 of this Retail Offer Booklet and page 37 of the Investor Presentation set out in section 3 of this Retail Offer Booklet.

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

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 4 Existing Shares you held as at the Record Date of 7.00pm (Sydney time) on Wednesday, 25 August 2021 rounded up to the nearest whole New Share. If you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

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

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

1.4 Optionholders

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

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

1.5 Effect on capital structure

Subject to the rounding up of fractional Entitlements, the capital structure of Bigtincan following the issue of New Shares is expected to be as follows:

Existing Shares on issue as at Monday, 23 August 2021 (announcement of the Equity Raising)	415,461,307
New Shares issued under the Placement	20,000,000
New Shares issued under the Additional Placement	1,170,542
Approximate number of New Shares issued under the Entitlement Offer	108,865,327
Approximate total number of Shares after the Placement, the Additional Placement and the Entitlement Offer	545,497,176

There are 21,327,502 options on issue as at the Record Date.

Details of these options are as follows:

Number of options	Details
18,249,729	Options (New ESOP) with various exercise prices, vesting conditions and expiry dates subject to employment
3,077,773	Options (Original ESOP) with various exercise prices, vesting conditions and expiry dates subject to employment

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

2. How to Apply

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

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

2.2 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for every 4 Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) accompanies this Retail Offer Booklet and is available to view online at <https://bigtincanoffer.thereachagency.com>. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent more than one Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Please note that the Entitlement stated on your Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (refer to the definition of Eligible Retail Shareholder in section 4.1 of this Retail Offer Booklet).

2.3 Options available to you

If you are an Eligible Retail Shareholder, you may:

- (a) take up your Entitlement in full (refer to section 2.4);
- (b) take up part of your Entitlement, in which case the balance of your Entitlement will lapse (refer to sections 2.5 and 2.7); or
- (c) do nothing and allow your Entitlement to lapse (refer to sections 2.6 and 2.7).

2.4 Taking up all of your Entitlement

If you wish to take up all of your Entitlement, you must:

- (a) pay your Application Monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form or available at <https://bigtincanoffer.thereachagency.com>; or
- (b) if you are unable to pay via BPAY® (for example, because you are a New Zealand shareholder who does not have an Australian bank account), contact the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday ,

in each case, before the close of the Retail Entitlement Offer at **5.00 pm (Sydney time) on Wednesday, 8 September 2021**.

Please note that you may not apply for any New Shares in addition to your Entitlement. Any Application Monies received for more than your full Entitlement of New Shares will be refunded as soon as practicable, without interest.

2.5 Taking up part of your Entitlement and letting the balance lapse

If you wish to take up part of your Entitlement, you must:

- (a) pay your Application Monies for the relevant part via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form or available at <https://bigtincanoffer.thereachagency.com>; or
- (b) if you are unable to pay via BPAY® (for example, because you are a New Zealand shareholder who does not have an Australian bank account), contact the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday ,

in each case, before the close of the Retail Entitlement Offer at **5.00 pm (Sydney time) on Wednesday, 8 September 2021**.

Any of your Entitlement which you do not take up will lapse. Your percentage shareholding in Bigtincan will be diluted accordingly.

2.6 If you wish to do nothing and allow your Entitlement to lapse

If you do not wish to take up all or any part of your Entitlement, you do not need to take any further action. Your Entitlement will lapse and your percentage shareholding in Bigtincan will be diluted accordingly.

2.7 Consequences when an Entitlement lapses

If you do not accept all or part of your Entitlement in accordance with the relevant instructions and all or part of your Entitlement lapses, the New Shares to which you would otherwise have been entitled under the Retail Entitlement Offer may be acquired by the Underwriters or any sub-underwriters.

By allowing all or part of your Entitlement to lapse, you will forego any exposure to increases or decreases in the value of New Shares you would have received had you taken up your Entitlement and you will not receive any value for your Entitlement. Your percentage shareholding in Bigtincan will be diluted accordingly.

2.8 Payment methods

You may make payment of your Application Monies in the following ways:

- (a) by BPAY®; or
- (b) if you are unable to pay via BPAY® (for example, because you are a New Zealand shareholder who does not have an Australian bank account), by contacting the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday.

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

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

Payment by BPAY®

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

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

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form and in section 2.9 of this Retail Offer Booklet; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

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

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

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00 pm (Sydney time) on Wednesday, 8 September 2021 (subject to any variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

2.9 Representations by acceptance

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application Monies constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. Bigtincan's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- a. you are (or the person on whose account you are acting is) an Eligible Retail Shareholder;
- b. you acknowledge that you have read and understood this Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- c. you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet (and accompanying Entitlement Acceptance Form), and Bigtincan's constitution;
- d. you authorise Bigtincan to register you as the holder(s) of New Shares allotted to you;

- e. you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- f. you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- g. you acknowledge that once Bigtincan receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY[®], you may not withdraw your application or funds provided except as allowed by law;
- h. you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY[®], at the Offer Price per New Share;
- i. you authorise Bigtincan, the Underwriters, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- j. you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date and are an Eligible Retail Shareholder;
- k. you acknowledge that the information contained in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- l. you acknowledge that this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Bigtincan and is given in the context of Bigtincan's past and ongoing continuous disclosure announcements to ASX;
- m. you acknowledge the statement of risks in the "Key Risks and International Offer Restrictions" section of the Investor Presentation included in section 3 of this Retail Offer Booklet, and that investments in Bigtincan are subject to risk;
- n. you acknowledge that none of Bigtincan or the Underwriters, nor their respective related bodies corporate or affiliates, nor their respective directors, officers, partners, employees, representatives, consultants, contractors, advisers or agents, guarantees the performance of Bigtincan, nor do they guarantee the repayment of capital;
- o. you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- p. you authorise Bigtincan to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- q. you represent and warrant (for the benefit of Bigtincan, the Underwriters and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- r. you acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and the Retail Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Bigtincan and/or

the Underwriters, and each of Bigtincan and the Underwriters and their respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;

- s. you represent and warrant that the law of any place does not prohibit you from being given this Retail Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- t. you represent and warrant (for the benefit of Bigtincan, the Underwriters and their respective related bodies corporate and affiliates) that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Retail Entitlement Offer in respect of that person);
- u. you understand and acknowledge, on your own behalf and on behalf of each person on whose account you are or may be acting, that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States;
- v. you understand and acknowledge, on your own behalf and on behalf of each person on whose account you are or may be acting, that the New Shares will only be offered and sold outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- w. you are not engaged in the business of distributing securities;
- x. you have not and will not send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand (except nominees and custodians may distribute such materials to Institutional Investors in Permitted Jurisdictions);
- y. you agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in “regular way” transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
- z. you are eligible under applicable securities laws to exercise Entitlements and acquire New Shares under the Retail Entitlement Offer;
- aa. if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form (i) is resident in Australia or New Zealand or is an Institutional Investor in another Permitted Jurisdiction, and (ii) is not in the United States or elsewhere outside the Permitted Jurisdictions; and
- bb. you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date.

2.10 Notice to nominees and custodians

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

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

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

In particular, persons acting as nominees or custodians for other persons may not take up Entitlements or apply for New Shares on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States or elsewhere outside Australia and New Zealand except to Institutional Investors in other Permitted Jurisdictions.

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

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

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

3. ASX Announcements and Investor Presentation



Bigtincan Holdings Limited
ACN 154 644 797
Level 6, 338 Pitt St
Sydney, NSW, 2000
Australia

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

ASX Announcement

23 August 2021

Bigtincan to acquire Brainshark, Inc. creating a \$119m+ ARR Leader in Sales Enablement

- Bigtincan has entered into a Merger Agreement to acquire 100% of the issued securities of Brainshark, Inc. for US\$86m¹, or approximately A\$116m² equivalent.
- Brainshark is an industry-recognised and multi-awarded leader in its field of sales coaching, learning and readiness, based out of Massachusetts, USA.
- Accretive acquisition multiple of 2.5 x estimated sustainable ARR of ~A\$46m
- The Acquisition is to be funded by a A\$135.3m equity raising, comprising:
 - a placement to U.S.-based investment firm SQN Investors of A\$21m; and
 - an underwritten 1 for 4 accelerated pro-rata non-renounceable entitlement offer to raise approximately A\$114.3m.
- Bigtincan estimates combined FY22 ARR to meet or exceed A\$119m.

Acquisition of Brainshark, Inc.

Bigtincan Holdings Limited (**ASX: BTH**) ("**Bigtincan**", the "**Company**") is pleased to announce that it has entered into a Merger Agreement with Brainshark, Inc. ("**Brainshark**"), BTC Mobility Merger Sub, Inc. and Shareholder Representative Services LLC to acquire 100% of the issued capital of Brainshark from the company's shareholders ("**Acquisition**").

Brainshark, launched in 1999 and located in Massachusetts, USA, is recognised as a leader in sales coaching, learning and readiness with 900+ customers and ~180 employees. Brainshark's data-driven sales readiness platform provides content authoring, readiness scorecards, training & onboarding and coaching & practice. Brainshark is the winner of numerous industry awards including the Gold Stevie, Sales Tool of the Year for 2021, and Top 10 Vendor Award by Selling Power Magazine for 2021. Brainshark's customers operate across diverse industries including financial services, insurance, healthcare, software & technology and manufacturing, including JP Morgan, CVS Health, AstraZeneca, Metlife, IBM, PepsiCo and Zoom.

The Acquisition is a strong fit across all of Bigtincan's acquisition criteria, transforming the combined business to a global leader in the sales enablement market with significant scale. Strategic highlights include:

- **Market leading technology:** Brainshark is recognised as a leader in sales coaching & learning with a strong product set in the readiness field;
- **Significant scale:** Combined sustainable ARR of A\$99m at completion and estimated growth to A\$119m+ at end FY22, across diverse industries;
- **Positive financial impact:** A\$116m acquisition price represents circa 2.5 x ~A\$46m estimated sustainable ARR at completion;

¹ The final acquisition price is payable in cash on completion, is subject to completion adjustments and may differ from the number reported in this announcement.

² Assumes an AUD / USD exchange rate of 0.74.



- **People:** Brainshark was the early market leader in Sales Coaching and Learning. Experienced management, product and gotomarket team solidifying Bigtincan leadership in key North American market; and
- **Complementary gotomarket strategy and customer base:** Brainshark is an adjacent competitor to Bigtincan and as such operates in many of the same industry segments with complementary gotomarket approaches; enabling faster integration, knowledge sharing and enhanced combined offerings to customers to further build value and differentiation.

ASX has confirmed that shareholder approval of the acquisition under ASX Listing Rule 11.1 is not required.

The Acquisition is subject to customary closing conditions and is expected to close within 2 weeks.

Further details of the Acquisition can be found in the presentation lodged with the ASX today.

Equity Raising

Bigtincan today announces an institutional placement and an accelerated pro-rata non-renounceable entitlement offer to raise a total of approximately A\$135.3 million ("**Equity Raising**").

The proceeds of the Equity Raising will be used to fund the Acquisition, transaction, advisory and other associated fees, integration and forex contingency.

The Equity Raising will be conducted at an offer price of A\$1.05 per share ("**Offer Price**") which represents a 12.1% discount to Bigtincan's last closing price and a 9.5% discount to the Theoretical Ex-Rights Price³ ("**TERP**")⁴.

The Equity Raising will be conducted via:

- an institutional placement of A\$21 million ("**Placement**"); and
- an underwritten accelerated pro-rata non-renounceable entitlement offer of approximately A\$114.3 million ("**Entitlement Offer**") at a ratio of 1 new share for every 4 existing shares held at the record date for the issue, being Wednesday, 25 August 2021 ("**Record Date**"), comprising:
 - an accelerated institutional component ("**Institutional Entitlement Offer**"); and
 - a retail component ("**Retail Entitlement Offer**").

The joint lead managers of the Equity Raising are Henslow Pty Ltd and Canaccord Genuity (Australia) Limited ("**JLMs**"). The Entitlement Offer is fully underwritten by the JLMs.

The Equity Raising will result in the issue of approximately 128.9 million new ordinary shares ("**New Shares**"), representing approximately 31% of Bigtincan's existing securities on issue. The New Shares issued under the Equity Raising will rank equally with existing Bigtincan shares as at their date of issue.

The Entitlement Offer is non-renounceable and rights ("**Entitlements**") are not transferrable and will not be traded on the ASX.

Eligible shareholders who do not take up their Entitlement under the Entitlement Offer in full or in part, will not receive any value in respect of those Entitlements not taken up.

³ Theoretical ex-rights price ("TERP") includes shares issued under the Placement, Institutional Entitlement Offer and Retail Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Bigtincan shares trade immediately following the ex-date for the Entitlement Offer may be different from TERP. TERP has been calculated as: (existing market capitalisation of Bigtincan plus additional equity raised) / total shares on issue following the Equity Raising.

⁴ At, 20 August 2021, Bigtincan's last closing price was A\$1.195 per share and the TERP is A\$1.161 per share.

Placement

The Company has received a commitment from existing substantial shareholder SQN Investors (“SQN”) to invest A\$21 million under the Placement. All shares under the Placement will be issued at the same price as New Shares issued under the Entitlement Offer (the Offer Price of A\$1.05 per share).

The Placement is within the Company’s placement capacity under ASX Listing Rule 7.1. Accordingly, no shareholder approval is required in connection with the Placement.

New Shares issued under the Placement will be entitled to participate in the Institutional Entitlement Offer.

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will commence on Monday, 23 August 2021. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement.

Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through the institutional shortfall bookbuild at the Offer Price on Monday, 23 August 2021 (**Institutional Shortfall Bookbuild**).

Eligible institutional shareholders will be those with registered addresses in Australia, New Zealand, Hong Kong, Singapore, the United Kingdom and the United States.

The Company’s shares have been placed in trading halt whilst the Placement, Institutional Entitlement Offer and Institutional Shortfall Bookbuild are undertaken.

Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open at 10.00am (Sydney time) on Monday, 30 August 2021 and close at 5.00pm (Sydney time) on Wednesday, 8 September 2021.

Eligible retail shareholders will be those with registered addresses in Australia and New Zealand only on the Record Date of 7.00pm (Sydney time), Wednesday, 25 August 2021.

Eligible retail shareholders can choose to take up all, part or none of their Entitlement.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and accompanying personalised Entitlement and Acceptance Form which are expected to be despatched on or around Monday, 30 August 2021. Copies of the Retail Offer Booklet will be available on the ASX website (www.asx.com.au) from Monday, 30 August 2021.

Indicative Timetable

The timetable below is indicative only and subject to change. The Company reserves the right to alter the dates at its full discretion and without prior notice, subject to the ASX Listing Rules and the Corporations Act 2001 (Cth).

The quotation of New Shares is subject to confirmation from the ASX.

All times below are based on Sydney time.

Event	Date
Trading halt	Monday, 23 August 2021
Announcement of the Placement and the Entitlement Offer	Monday, 23 August 2021
Institutional Entitlement Offer opens	Monday, 23 August 2021
Institutional Entitlement Offer closes	Tuesday, 24 August 2021
Institutional Shortfall Bookbuild closes	Tuesday, 24 August 2021
Issue of New Shares under the Placement	Tuesday, 24 August 2021
Announcement of results of the Institutional Entitlement Offer	Wednesday, 25 August 2021
Trading halt lifted and shares recommence trading on an ex-entitlement basis	Wednesday, 25 August 2021
Record Date for the Entitlement Offer (7.00pm Sydney time)	Wednesday, 25 August 2021
Retail Offer Booklet and Entitlement and Acceptance Form despatched	Monday, 30 August 2021
Retail Entitlement Offer opens	Monday, 30 August 2021
Settlement of New Shares issued under the Institutional Entitlement Offer	Wednesday, 1 September 2021
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Thursday, 2 September 2021
Closing Date for acceptances under the Retail Entitlement Offer (5.00pm Sydney time)	Wednesday, 8 September 2021
Announcement of results of the Retail Entitlement Offer	Friday, 10 September 2021
Settlement of New Shares issued under the Retail Entitlement Offer	Tuesday, 14 September 2021
Allotment of New Shares issued under the Retail Entitlement Offer	Wednesday, 15 September 2021
Normal trading of New Shares issued under the Retail Entitlement Offer	Thursday, 16 September 2021
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	Thursday, 16 September 2021

Additional Information

Further details of the Acquisition and Entitlement Offer are set out in the accompanying Investor Presentation provided to the ASX today.



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.



Bigtincan Holdings Limited

(ASX:BTH)

Brainshark Acquisition and Equity Capital Raising

23 August 2021

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



Important Notice and Disclaimer

Overview

This investor presentation ("Presentation") has been prepared by Bigtincan Holdings Limited (ACN 154 944 797) ("Bigtincan" or "Company") and is dated 23 August 2021. This Presentation has been prepared in relation to a proposed capital raising ("Capital Raising") comprising an institutional placement of new Bigtincan ordinary shares ("New Shares") to certain 'sophisticated' and 'professional' investors (as defined in the Corporations Act (Cth)) ("Placement") and underwritten accelerated non-renounceable entitlement offer of New Shares.

Summary Information

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

Not an offer

This Presentation is for information purposes only and is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with ASIC or any other regulator and is not approved by or registered with any regulator). The Presentation is not and should not be considered an offer or an invitation to acquire New Shares or any other financial products. This Presentation may not be released or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and other applicable U.S. state securities laws. The distribution of this Presentation in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws (see "International Offer Restrictions").

Not financial product advice

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

Financial data

Except where otherwise mentioned, all dollar values are in Australian dollars ("A\$"). Any pro forma financial information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of Bigtincan's views on its future financial condition and/or performance. The pro forma financial information has been prepared by Bigtincan and may not have been prepared in accordance with the measurement and recognition requirements or the disclosure requirements, of applicable accounting standards and other mandatory requirements in Australia. The pro-forma financial information does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission.

The financial information also includes non-GAAP measures within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934 and non-IFRS measures, which have been included because the Company believes it provides users with additional relevant information. The non-IFRS/non-GAAP financial information does not have a standardised meaning prescribed by IFRS and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with IFRS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information and ratios included in this document. Such financial information does not purport to be in compliance with Article 3-05 of Regulation S-X under the US Securities Act.

Important Notice and Disclaimer

Future performance

This Presentation contains certain "forward looking statements". Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of Bigtincan, the outcome and effects of the Capital Raising and the use of proceeds, including the impact of the acquisition. The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Bigtincan, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the risks section of this Presentation for a summary of certain general and Bigtincan specific risk factors that may affect Bigtincan.

You are strongly cautioned not to place undue reliance on forward looking statements in this Presentation, particularly in light of the current economic conditions and the significant volatility, uncertainty and disruption caused by the COVID-19 pandemic. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation including the risks and uncertainties associated with the COVID-19 pandemic. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. The forward looking statements are based on information available to Bigtincan as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), Bigtincan undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

Effect of rounding

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

Investment risk

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

Disclaimer

To the maximum extent permitted by law, no representation or warranty, express or implied, is made as to the currency, accuracy, reliability or completeness of information in this Presentation and Bigtincan and its advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents excludes and disclaims all liability, including without limitation for negligence or for any expenses, losses, damages or costs incurred by you as a result of your participation in the Capital Raising and the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. Bigtincan and its advisers make no recommendations as to whether investors or their related parties should participate in the Capital Raising. Statements made in this Presentation are made only as at the date of this Presentation. The information in this Presentation remains subject to change without notice. Bigtincan reserves the right to withdraw the Capital Raising or vary the timetable for the Capital Raising without notice.

EXECUTIVE SUMMARY

Brainshark Acquisition Lifts Bigtincan to a \$119m+ ARR Leader in Sales Enablement

Strategic Rationale	<ul style="list-style-type: none"> Brainshark is an industry recognised and multi-awarded leader in its field of sales coaching, learning and readiness. This field is now a critical component of broader solutions for enterprise customers in the fast growing and larger global sales enablement market. The combination of Bigtincan and Brainshark significantly accelerates Bigtincan's scale, technology and customer base to now position Bigtincan as a scaled market leader. Brainshark brings deeply considered and market seasoned core learning technology to Bigtincan's existing successful Learning Hub and enables the creation of a new Readiness offering to build upon Bigtincan's multi-Hub product strategy, both improving the overall solution and the stickiness of customers underpinning long term organic growth. Brainshark customer base significantly deepens Bigtincan's penetration in diverse industries with long tenured customers and a significant opportunity to cross sell and upsell Bigtincan technology to acquired customers.
Acquisition Consideration	<ul style="list-style-type: none"> Total consideration is US\$86m (AU\$116m) in cash, 100% upfront subject to customary escrow and adjusted for working capital at completion. Transaction is on a cash-free, debt-free basis.
Brainshark	<ul style="list-style-type: none"> 900+ customers across diverse industries including financial services, healthcare, technology and manufacturing Deeply experienced team of ~180 mostly located in Massachusetts, USA with particular strengths in product, engineering and data science fields (Bigtincan US gotomarket HQ in Waltham, Massachusetts) Baseline of ~A\$46m (~US\$35m) of sustainable recurring revenue, with growth opportunities for FY22 and beyond Market proven solutions to enterprise use cases including remote team readiness, sales performance, virtual coaching, onboarding, and knowledge & skills development.
Bigtincan (post acquisition)	<ul style="list-style-type: none"> \$99m in sustainable ARR at transaction Completion, with estimated organic growth of \$20m+ in FY22² resulting in year-end ARR of \$119m+ 1,900+ customer deployments including 97 of the Fortune 500 Core technology ownership in key areas of a growing US\$10B+ TAM Technology leader with strong leadership team

1. Except where otherwise mentioned, all values throughout this document are in Australian dollars
2. See Key Risks section on Future Performance

EXECUTIVE SUMMARY

Financial Impact, Funding and Outlook

Financial Impact	<ul style="list-style-type: none"> • Accretive acquisition multiple of 2.5 x estimated sustainable ARR of ~\$46m • \$5m integration budget to obtain synergy cost benefits starting in FY22 and extending through future periods • Acquisition drives cost and revenue synergies
Acquisition Funding	<ul style="list-style-type: none"> • US\$86m (\$116m) cash consideration funded by equity capital raising of \$135m comprising: <ul style="list-style-type: none"> ◦ Placement of \$21m within the Company's capacity under ASX Listing Rule 7.1 (Placement); and ◦ Underwritten 1 for 4 accelerated non-renounceable entitlement offer of 109m fully paid ordinary shares at the offer price totalling \$114m (Entitlement Offer) • Shares under the Placement and Entitlement Offer will be issued at a fixed price of \$1.05 per New Share
Cornerstone Investor Support	<ul style="list-style-type: none"> • Bigtincan is pleased to confirm SQN Investors (SQN) as a cornerstone investor to the Capital Raising. SQN is a U.S.-based investment firm focused on technology companies and has a deep understanding of the sales enablement industry • SQN's current holding is approximately 40 million shares representing approximately 9.6% of the pre-Capital Raising shares on issue • SQN has committed to the entire Placement (20 million New Shares) and intend to take up their full entitlement (approximately 15 million New Shares) under the Entitlement Offer • Post the Capital Raising, SQN will hold approximately 75 million fully paid ordinary shares representing approximately 13.9% of the shares on issue
BTH FY22 Outlook	<ul style="list-style-type: none"> • Bigtincan expects combined FY22 ARR to meet or exceed \$119m¹ • Bigtincan expects combined revenue to meet or exceed \$109m¹ (Brainshark to provide 10 month contribution to revenue)

¹ See Key Risks section on Future Performance

STRATEGIC RATIONALE

The Acquisition is Transformational and Significantly Accelerates Bigtincan's Key Growth Metrics

<p>Market Leadership</p> <p>Growing scale and customer base present opportunities for accelerated growth in future periods, with Bigtincan strength in key verticals increased</p>	<p>ARR</p> <p>Brings forward Bigtincan's growth to a \$119m+ ARR leader, with estimated organic growth of \$20m+ in FY22¹, with a platform for growth in future periods</p>	<p>New Hub/IP</p> <p>Adds a new Readiness offering to Bigtincan's multi-Hub Product Strategy, adds core IP to existing Learning Hub, and grows stickiness with cross sell and upsell</p>
<p>Financial Impact</p> <p>Attractive acquisition multiple, with FY22¹ estimated ARR of \$119m+ continues Bigtincan's track record of strong ARR growth</p>	<p>Team</p> <p>Significantly adds to Bigtincan's human capital, with deeply experienced people, driving strong product & engineering groups, including AI & data science specialities, with ~180 people</p>	<p>Accelerates Organic Growth</p> <p>Cross sell and upsell opportunities with ~1,900 customers, delivering strong growth in FY22 and beyond</p>

¹ See Key Risks section on Future Performance



Financial Snapshot and Key Metrics

Pro forma Combination at Completion

\$99m

ARR

85%
Gross Margin

87%
Retention

\$652m
LTV

2.9*
LTV/CAC

NB: At Completion, combination metrics provided on a pro forma unaudited basis as at 30 June 2021. All data in AUD, Gross Margin, Retention, and other SaaS Metrics include BTH internal review of full year FY21 outcomes to be confirmed in the FY21 full year results and Brainshark metrics on an unaudited basis to 30 June 2021
*CAC includes 60% of cash acquisition costs

FY22 Combined Company Estimate

\$119m+

ARR ¹

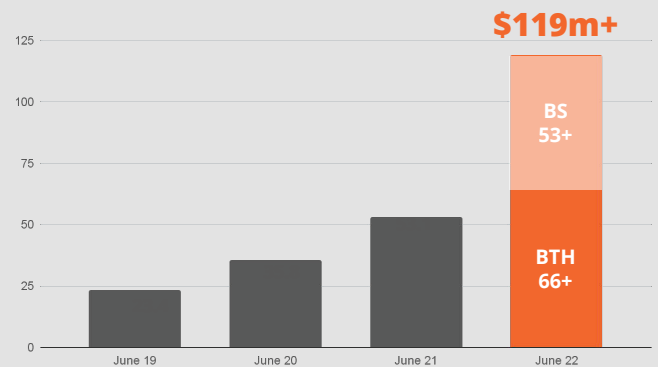
\$109m+

Revenue ^{1, 2}

1,900+
Deployments ³

400+
Global Team ³

Annualised Recurring Revenue (\$m)



	FY19	FY20	FY21	FY22 (e)
ARR	\$23.4m	\$35.8m	\$53.1m	\$119m+

¹ See Key Risks section on Future Performance
² Estimate assumes 10 months of Brainshark contribution in FY22
³ At completion

Contents

- Bigtincan
- Overview of Brainshark
- Strategic Acquisition Rationale
- Financial Impact
- Future Growth and Outlook
- Capital Raising
- Key Risks and International Offer Restrictions

OVERVIEW

About Bigtincan

Bigtincan Holdings Limited (ASX: BTH) is a global leader in sales enablement software.

Bigtincan has 1,000+ customer deployments, over 500,000 licensed users, an established business in North America and an emerging business in the UK and European markets.

Bigtincan has achieved \$53m in Annualised Recurring Revenue (ARR) surpassing previous guidance of FY21 ARR to be at the top end of \$49m-\$53m, representing 48% ARR growth over end June 2020 (see recent 4C announcement).

Bigtincan is an industry leading, fully native platform:

- One of few providers offering all 3 core capabilities; content, training and coaching, automation
- Bigtincan's recent results show strong organic growth and acquisition track record

\$496m
Market Capitalisation *

Sydney and Boston
Headquarters

\$53.1m
ARR ^

48%
ARR Growth
Year on Year ^

51%
3-year ARR
CAGR ^

\$56.7m
Cash and cash
equivalents ^

89%
Retention #

\$363m
Customer LTV #

Notable Achievements



NB: ARR is annualised recurring revenue. CAGR is compound annual growth rate. LTV is Lifetime Value. All amounts AUD. * as at market close 20 August 2021. # as at 1HFY21. ^ as at 30 June 2021.

Proven Track Record of Strong Organic Growth Plus Strategic M&A

- Acquisitions of Vidinoti, VoiceVibes, ClearSlide and Agnitio completed in FY21
- Dedicated M&A team and systems for acquisition integration

									
Deal Value	A\$0.77m	US\$2m	US\$16.25m	A\$3.3m [^]	US\$7.5m [^]	A\$0.49m [^]	US\$1.8m	US\$1.8m [^]	US\$3.25m [^]
Branding	✓	✓	✓	✓	✓	✓	✓	✓	✓
Teams	✓	✓	✓	✓	✓	✓	✓	✓	✓
Product integration	Phase 1	Phase 1	Phase 1	Phase 1	✓	✓	✓	✓	✓
Channel/go-to-market enablement	✓	✓	✓	✓	✓	✓	✓	✓	✓
Infrastructure	✓	✓	✓	✓	✓	✓	✓	✓	✓
Integration into BTH product Editions	✓	✓	✓	✓	✓	✓	✓	✓	✓

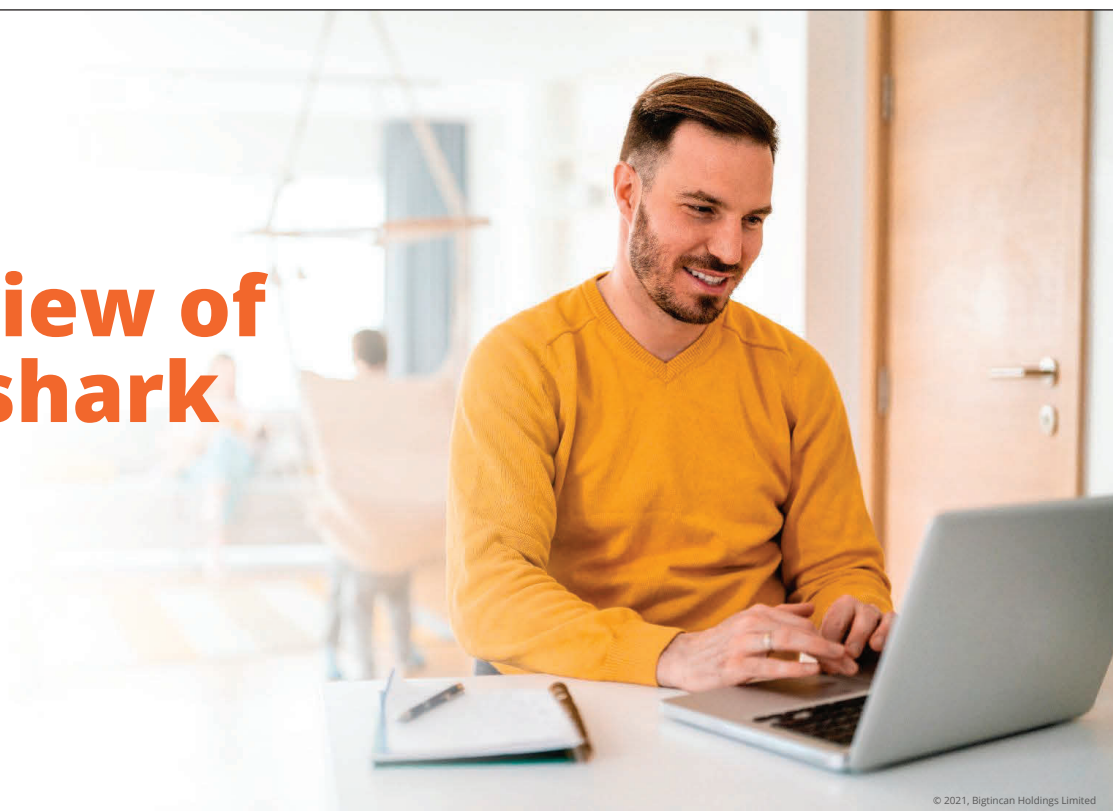
11

[^] These acquisitions had earnout components. Please see relevant ASX disclosures for full details.

© 2021, Bigtincan Holdings Limited



Overview of Brainshark



12

© 2021, Bigtincan Holdings Limited

Brainshark Overview

Overview	<ul style="list-style-type: none"> Brainshark is recognised as a leader in sales coaching, learning and readiness with 900+ customers and ~180 employees This field is now a critical component of broader solutions for enterprise customers in the fast growing and larger global sales enablement market Brainshark's data-driven sales enablement and readiness platform provides client-facing teams with best-of-breed solutions for training and coaching, as well as cutting-edge insights into sales performance
Products and Technology	<ul style="list-style-type: none"> Brainshark's data-driven sales readiness platform provides content authoring, readiness scorecards, training & onboarding and coaching & practice Winner of numerous industry awards including the Gold Stevie, Sales Tool of the Year for 2021, and Top 10 Vendor Award by Selling Power Magazine for 2021 Legacy Communications customer base offers opportunities for cross sell to the broader Bigtincan product set
Customers & Industries	<ul style="list-style-type: none"> Brainshark's customers operate across diverse industries including financial services, insurance, healthcare, software & technology and manufacturing Example customers include JP Morgan, CVS Health, AstraZeneca, Metlife, IBM, PepsiCo and Zoom

Brainshark's Data-Driven Sales Readiness Platform

Content Authoring

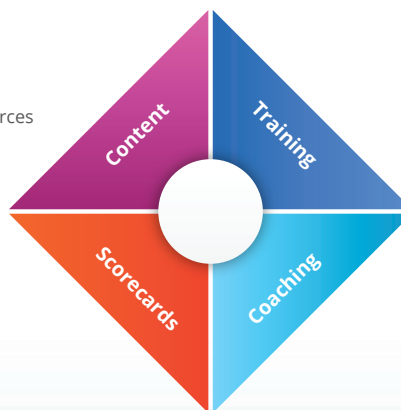
Create the content and resources they need

- Create your own interactive, video-based learning content
- Keep content up-to-date with the latest information & messaging
- Manage and share all your critical sales resources from a single, centralized portal

Readiness Scorecards

Visualize readiness progress and diagnose problem areas

- Quickly and powerfully visualize readiness progress for individuals & teams
- Put data in context to see how users compare to peers, goals & more
- Diagnose problems & skill gaps faster to address head-on - before they impact performance



Training & Onboarding

Ensure they've completed assigned training

- Deliver formal courses for onboarding, compliance & other mandatory training
- Provide just-in-time access to informal learning materials anytime, anywhere
- Prioritize training to develop key skills from forecasting to account planning

Coaching & Practice

Verify they understand and can articulate key messages

- Certify reps' ability to deliver key messages with video-based coaching & practice
- Streamline the coaching process with AI-powered analysis & scoring
- Capture and share the best examples to foster peer learning & improve team-wide performance

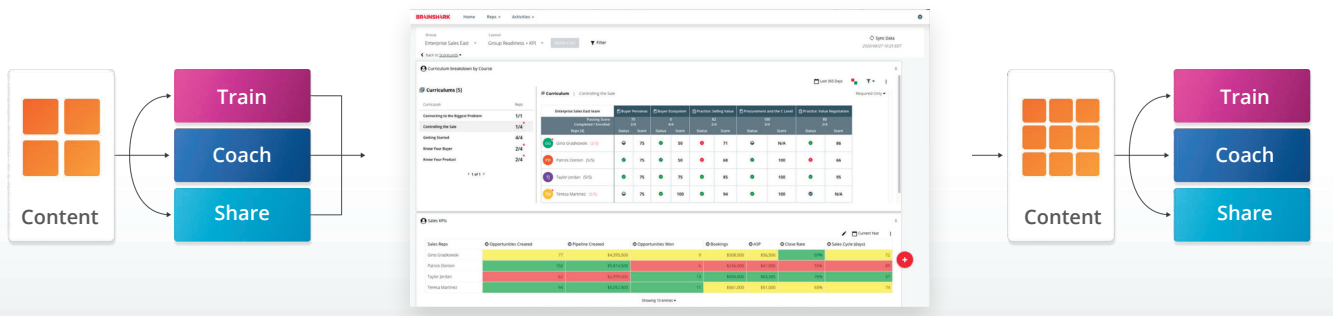
Readiness Scorecards Provide Actionable Intelligence

Launched Q3 CY2020 | Increase the power of Scorecards with data from CRM

Pull in Salesforce performance metrics to see how reps are succeeding in the field, and if they're not, diagnose where they need help...

Track Brainshark learning activities alongside the **sales KPIs that drive productivity** (opportunities, pipeline, etc.)

Visualize the **impact and ROI of your training programs** without having to compile data from multiple spreadsheets and reports.



Diversified Customer Base

Software & Technology

DELL EMC, IBM, AUTODESK, Hewlett Packard Enterprise, zoom, SAMSUNG, ptc

Manufacturing

SAMSUNG ELECTRONICS, LAND O LAKES, hp, PEPSICO, SIEMENS, Frontier COMMUNICATIONS

Medical Device

natus, Abbott, Boston Scientific, Tactile MEDICAL, Medtronic

Pharmaceutical

meridian BIOSCIENCE, abbvie, AstraZeneca, AMGEN, GILEAD, Takeda

Insurance

NEW YORK LIFE, Prudential, Liberty Mutual INSURANCE, Acadia Insurance, Cigna, Allstate, MetLife

Financial Services

citi, Fidelity INVESTMENTS, J.G. WENTWORTH, Morgan Stanley, TD Ameritrade, J.P. Morgan, Bank of America Merrill Lynch

Customer Snapshot and Example

Healthcare

"Due to the pandemic, Mindray accelerated its move from in-person onboarding to a virtual approach with Brainshark – and reduced new hire training time by 40%."



Maher Elhihi
Director of Marketing,
Ultrasound

mindray

LifeSciences

"Readiness Scorecards allows us to see how the team is doing, how they're applying the training, where the gaps are and here's how we fill them."



Jason Gwilliam
Manager, U.S. Sales
Enablement & Training

Abbott

IT Infrastructure

"Brainshark's video coaching has given us the ability to validate that our reps can take the knowledge from training and communicate our value proposition to customers."



David Castor
Senior Learning
Manager – Flexential

FLEXENTIAL

Financial Services

Citi uses Brainshark's sales readiness platform for their customer facing teams and their leadership development programs.

Citi were seeking a platform that could support remote, on-boarding, practice, coaching and assessments that would be scalable and allow for a phased roll-out across business groups and regions.

citi



Strategic Acquisition Rationale



Strategic Acquisition Rationale

Brainshark is a strong fit across all of Bigtincan's acquisition criteria, transforming the combined business to a global leader in the sales enablement market with significant scale

Market leading technology	<ul style="list-style-type: none"> Brainshark is recognised as a leader in sales coaching & learning with a strong product set in the readiness field Acquisition transforms the combined business to a global leader in the sales enablement industry 	✔
Significant scale ²	<ul style="list-style-type: none"> Combined sustainable ARR of \$99m at Completion and estimated growth to \$119m+ at end FY22¹, across diverse industries 	✔
Positive financial impact ²	<ul style="list-style-type: none"> \$116m Purchase Price represents circa 2.5 x ~\$46m estimated sustainable ARR at Completion Estimated sustainable ARR at acquisition of ~\$46m offering additional opportunity for future growth through cross sell and upsell to Bigtincan offerings Significant opportunity to realise identified synergies in FY22 and later periods 	✔
People	<ul style="list-style-type: none"> Brainshark was the early market leader in Sales Coaching and Learning. Experienced management, product and go-to-market team solidifying Bigtincan leadership in key North American market 	✔
Complementary go-to-market strategy and customer base	<ul style="list-style-type: none"> Brainshark is an adjacent competitor to Bigtincan and as such operates in many of the same industry segments with complementary gotomarket approaches; enabling faster integration, knowledge sharing and enhanced combined offerings to customers to further build value and differentiation. Brainshark enterprise and mid market teams will work effectively with Bigtincan proven go-to-market strategy and structure Sustainable core of circa 900+ customers across diverse industries 	✔

¹ See Key Risks section on Future Performance
² Except where otherwise mentioned, all values are in Australian dollars

Cementing Position as a Global Leader

Market Commentary

- Learning, training, coaching is an important component of overall growth in Sales Enablement
- Sales Content platforms are embracing a broader reach for enterprise
- Revenue intelligence and sales analytics is key to how businesses can measure the impact of their teams

Bigtincan with Brainshark Delivers

- Growing role as category leader in sales learning and coaching
- Adds additional solutions to sell to a growing customer base
- CRM empowered Scorecards opens up new market TAM in sales intelligence

The sales coaching and learning market has experienced strong growth ... this market is proving to deliver the type of learning platform that everyone needs.

The Aragon Research Globe for Sales Coaching and Learning, 2020



NB: Red circle annotation to Aragon Globe chart added by Bigtincan

Acquisition Will Grow Bigtincan's Market

Combined with Brainshark, Bigtincan gains access to additional \$3.4B through Sales Intelligence Market

Sales Intelligence Market ⁴

\$3.4B
By 2024

Sales Coaching & Training Market to reach

↑ **\$11.4B**

By the end of 2024, with a CAGR of ~12% during 2020-2024¹

Sales Enablement Platform Market to reach

↑ **\$3.08B**

By the end of 2026, with a CAGR of 17.4% during 2021-2026 ²

Sales Engagement Platform Market to reach

↑ **\$5.59B**

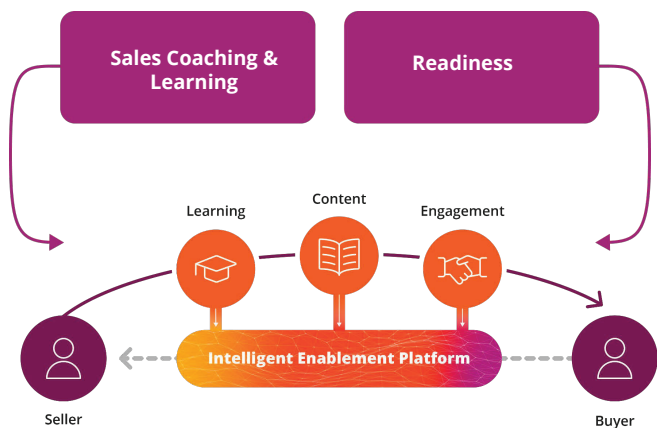
By 2023

Source references in USD:
1.Product based Sales Training Market by Enduser, Learning Method, and Geography Forecast and Analysis 2021-2025, Technavio June 2020
2.Global Sales Enablement Platform Market Size, Status And Forecast 2020-2026 14-Jan-2020
3.Aragon Research, Jan 2020
<https://aragonresearch.com/sales-engagement/>
4.Sales Intelligence Market, Markets & Markets, Nov 2019

Bigtincan Platform with Brainshark

Brainshark acquisition adds a new Readiness Offering to Bigtincan's multi-product platform, and adds to existing learning solution.

- Growth into new TAM with Readiness offering
- Learning, Coaching Technology added to Learning Hub => growing market leadership
- Cross sell/Upsell into Content Hub, Engagement Hub => growing ARR and stickiness
- Leveraged operations and infrastructure offering cost benefits and economies of scale (see synergies later in this deck)





Financial Impact



23

© 2021, Bigtincan Holdings Limited

Financial Impact in FY22

Bigtincan standalone and acquisition impact has been estimated to provide guidance for FY22.

Bigtincan (A\$m)	FY21A (A\$m)	FY22 Pro forma (A\$m) ⁴
ARR	\$53.1	\$53.1
Net Organic ARR Growth	-	\$13+
Total	\$53.1	\$66+
Revenue ¹	\$43.9 ³	\$57+
Brainshark (A\$m)	FY21 Estimate (A\$m) ⁴	FY22 Pro forma (A\$m) ⁴
ARR sustainable	\$46	\$46
Net Organic ARR Growth		\$7+
Total	\$46	\$53+
Revenue ²	\$49	\$52
Combined (Bigtincan + Brainshark)	FY21 Estimate (A\$m) ⁴	FY22 Pro forma (A\$m) ⁴
ARR	\$99	\$119+
Net Organic ARR Growth		\$20+
Revenue ²	\$92.9	\$109+

¹ Bigtincan June 2021 Appendix 4C stated "Bigtincan expects its FY21 audited revenue to be in excess of \$43.5m in line with previous guidance of \$43-44m."

² Estimate assumes 10 months of Brainshark contribution in FY22.

³ FY21 financials are estimates only, based on preliminary unaudited financial results for the year ended 30 June 2021. These results remain subject to finalisation, audit, Board review and approval and may change.

⁴ Please refer to Key Risks section on Future Performance.

24

© 2021, Bigtincan Holdings Limited

Synergy Drivers and Integration Costs

Revenue Synergies

Bigtincan is seeking to drive growth within the readiness business as well as cross sell and upsell in addition to existing organic growth plans

Integration costs

Bigtincan will create a \$5m integration budget to fast track the achievement of these synergies across the global business

Cost Synergies

Area	Anticipated Synergy Benefits ¹	Benefits to be realised within FY22
Sales and Marketing	Across the functions, synergies identified include: - optimisation of headcount savings, head office (rent savings)	\$1.1m
Research and Development	- consolidated vendor and better negotiated terms - Reduced professional service fees	\$0.9m
General and Administration	These synergies have been prorated and allocated across the key functions of the combined business.	\$1.9m

¹ The assessment of the synergy benefits is based on Management's estimates. The assessment is based on the due diligence undertaken on Brainshark and is subject to a range of assumptions and contingencies including attrition rates, synergy implementation timing, departmental allocations and expected level of efficiency. The actual outcome may differ because events and actual circumstances may not occur as projected or assumed.



Future Growth and Outlook

Bigtincan will continue its growth trajectory through the following key drivers:

Brainshark Acquisition	<ul style="list-style-type: none"> • Drives continued expansion of Bigtincan's platform, technology and customer footprint post acquisition of Brainshark • Significantly grows Bigtincan's customer list with opportunity to cross sell and upsell Bigtincan solutions • Adds additional Readiness Offering building on Bigtincan's competitive market position • Brings deeply experienced team
Ongoing Organic Growth	<ul style="list-style-type: none"> • Market leading position to win more clients and deepen penetration in diverse industries including financial services, healthcare, technology and manufacturing • Ongoing growth through winning new customers • Ongoing growth through upsell to existing customers • Further investments in technology to support growth in digital and mobility providing long term value for the business
Outlook	<ul style="list-style-type: none"> • Strengthened as a global leader in fast growing market • Technology leadership with broad market platform • Bigtincan expects combined FY22 ARR of \$119m⁺¹ • Bigtincan expects combined FY22 Revenue of \$109m⁺¹

¹ See Key Risks section on Future Performance



Capital Raising



Equity Capital Raising Overview

Offer Structure and Size	<ul style="list-style-type: none"> Equity capital raising of approximately \$135m comprising: <ul style="list-style-type: none"> Placement of 20 million fully paid ordinary shares at \$1.05 per share (\$21m) within the Company's capacity under ASX Listing Rule 7.1 (Placement); and Underwritten 1 for 4 accelerated non-renounceable entitlement offer representing approximately 109 million fully paid ordinary shares at \$1.05 per share (\$114m) (Entitlement Offer)¹
Offer Price	<ul style="list-style-type: none"> All shares under the Placement and Entitlement Offer will be issued at a fixed price of \$1.05 per New Share (Offer Price) The Offer Price represents: <ul style="list-style-type: none"> 9.5% discount to the Theoretical Ex-Rights Price (TERP including placement) of \$1.161² 12.1% discount to the last traded price of Bigtincan shares of \$1.195 on 20 August 2021 10.1% discount to the 5-day VWAP of \$1.168
Ranking	<ul style="list-style-type: none"> New Shares issued under the Placement and Entitlement Offer will rank equally in all respects with Bigtincan's existing ordinary shares from the date of their issue
Use of Proceeds	<ul style="list-style-type: none"> Equity capital raising of \$135m comprising: <ul style="list-style-type: none"> Brainshark acquisition cash consideration: \$116m Transaction, advisory, other associated fees, integration and forex contingency: \$19m
Institutional Entitlement Offer	<ul style="list-style-type: none"> Institutional component of the Entitlement Offer (Institutional Entitlement Offer) will be conducted by way of a bookbuild process on 23 August 2021 for Entitlements under the Institutional Entitlement Offer that are not taken up.
Retail Entitlement Offer	<ul style="list-style-type: none"> Retail component of the Entitlement Offer (Retail Entitlement Offer) will open on 30 August 2021 and close on 8 September 2021
Cornerstone Investor Support	<ul style="list-style-type: none"> SQN's current holding is approximately 40 million shares representing approximately 9.6% of the pre-Capital Raising shares on issue SQN has committed to the entire Placement (20 million New Shares) and intend to take up their full entitlement (approximately 15 million New Shares) under the Entitlement Offer Post the Capital Raising, SQN will hold approximately 75 million fully paid ordinary shares representing approximately 13.9% of the shares on issue
Joint Lead Managers and Underwriters	<ul style="list-style-type: none"> Henslow Pty Ltd and Canaccord Genuity (Australia) Limited

1. The institutional component of the Entitlement Offer is available to eligible institutional shareholders. See the "Foreign offer restrictions" section of this Presentation for further information.

2. Theoretical ex rights price (TERP) includes the shares issued under the Placement and the Entitlement Offer. TERP is the theoretical price at which Bigtincan shares (Shares) should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Shares trade on ASX immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to the closing price of Bigtincan Shares as traded on ASX on 20 August 2021, being the last trading day prior to the announcement of the Entitlement Offer.

Sources and Uses of Funds

Source	Amount (A\$m)
Placement	21
Underwritten Entitlement Offer ¹	114
Total source	135

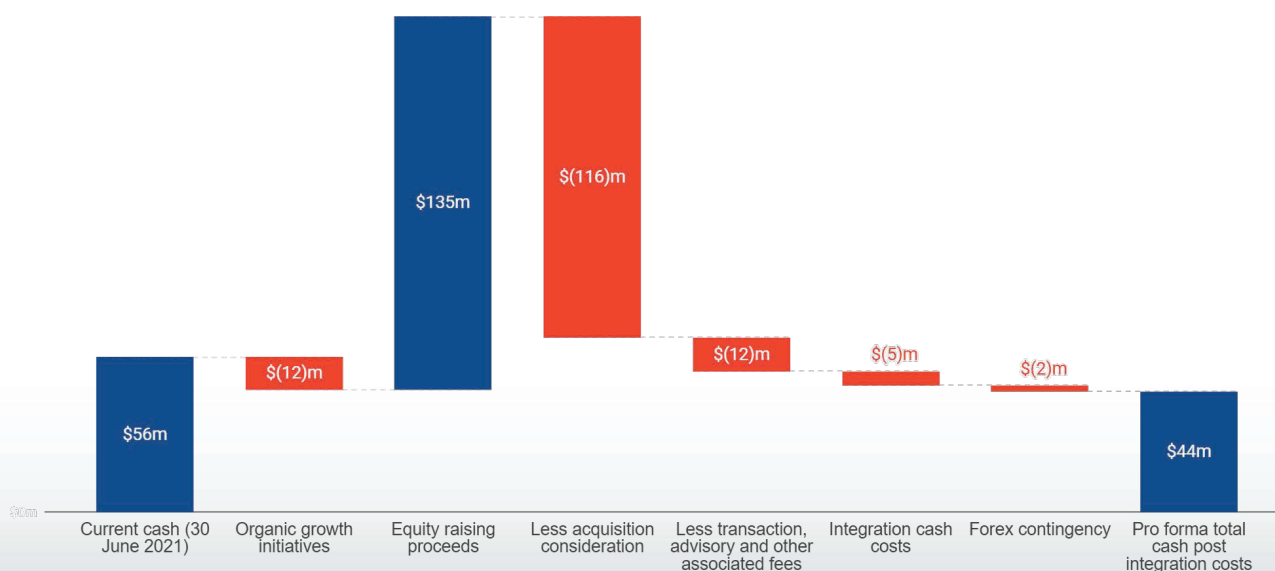
Uses	Amount (A\$m)
Acquisition consideration ²	116
Transaction, advisory, other associated fees, integration and forex contingency	19
Total uses of funds	135

¹ Bigtincan cash reserves may be utilised until receipt of funds from the completion of the offer
² Bigtincan has adopted AUD/USD: 0.74 currency assumption for this transaction.

29

© 2021, Bigtincan Holdings Limited

Net Cash Reconciliation



30

© 2021, Bigtincan Holdings Limited

Equity Capital Raising Timetable

Event	Time / Dates (2021)
Trading halt & announcement of Placement and underwritten ANREO	23 August
Allotment of New Shares issued under the Placement	24 August
Announcement of results of Institutional Entitlement Offer Trading halt is lifted and trading resumes on an "ex-entitlement" basis	25 August
Record date for the Entitlement Offer (7:00pm AEST time)	25 August
Offer Booklet and Entitlement & Acceptance Form issued and Retail Entitlement Offer opens	30 August
Settlement of New Shares issued under the Institutional Entitlement Offer	1 September
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	2 September
Retail Entitlement Offer closes (5.00pm AEST)	8 September
Settlement of Retail Entitlement Offer	14 September
Allotment of New Shares issued under the Retail Entitlement Offer	15 September
Normal trading of New Shares issued under the Retail Entitlement Offer	16 September
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	16 September

NB. The above timetable is indicative only and subject to change.

31

© 2021, Bigtincan Holdings Limited



Key Risks and International Offer Restrictions



32

© 2021, Bigtincan Holdings Limited

Key Risks | Specific

Acquisition may not proceed	There is a risk that the acquisition of Brainshark ("Acquisition") may not complete if the Equity Capital Raising is not completed or there is a failure to satisfy customary conditions precedent in the merger agreement. A failure to complete or delay in completing the Acquisition could have a material adverse effect on the business of the Company and its subsidiaries ("Group") and the price of the Company's securities.
Funding risk	The Company has entered into an underwriting agreement with Henslow Pty Ltd and Canaccord Genuity (Australia) Limited (the "Underwriters") under which the Underwriters have agreed to fully underwrite the Entitlement Offer (but not the Placement), subject to the terms and conditions of the underwriting agreement. The Underwriters' obligation to underwrite the Entitlement Offer is conditional on certain customary matters. Additionally, if certain events occur, the Underwriters may terminate the underwriting agreement. See slide 37 for details. If the underwriting agreement is terminated, the Company will not be able to complete the Acquisition, unless it can source alternative funding to meet its obligations under the merger agreement. That alternative funding could be on less favourable terms.
Due diligence risk	The Company has undertaken due diligence on Brainshark, which relied in part on the review of the financial and other information provided by the vendor. Despite taking reasonable efforts, the Company and its advisers have not been able to verify the accuracy, reliability or completeness of all the information that was provided to it against independent data. Similarly, the Company has prepared (and made assumptions in the preparation of) the financial information relating to Brainshark on a stand-alone basis included in this presentation in reliance on limited financial information and other information provided by the vendor. The Company is unable to verify the accuracy or completeness of all of that information. If any of the data or information provided to and relied upon by the Company in its due diligence process and its preparation of this presentation proves to be incomplete, inaccurate or misleading, there is a risk that the financial position and the performance of Brainshark and the Group may be materially different to that expected by the Company as reflected in this presentation. Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Acquisition have been identified. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material adverse effect on the Group.
Future earnings may not be as expected	The Company has undertaken financial and business analysis of Brainshark to determine its attractiveness to the Company and whether to pursue the Acquisition. It is possible that such analysis, and the best estimate assumptions made by the Company, draw conclusions and forecasts in relation to guidance and synergy statements that are inaccurate or which will not be realised in due course. To the extent that the actual results achieved by Brainshark are different than those anticipated or any unforeseen difficulties emerge in integrating Brainshark, there is a risk that the profitability and future earnings of the operations of Brainshark and the Group may differ (including in a materially adverse way) from the performance as described in this presentation.
Integration risk	The Acquisition involves the integration of the Brainshark business, which has previously operated independently to the Group. Consequently, there is a risk that the integration of the Brainshark business may be more complex than currently anticipated. The integration could also encounter unexpected costs, challenges or issues, or take longer than expected, divert management's attention from other areas of the Group's business or not deliver the expected benefits. This may affect the Group's operating and financial performance.

33

© 2021, Bigtincan Holdings Limited

Key Risks | Specific, Cont.

Bigtincan operates in a competitive industry	The sales engagement and mobile content enablement industry is subject to competition based on factors including price, service, quality, performance standards, information security, innovation and the ability to provide customers with an appropriate range of reliable and tailored services in a timely manner.
Competition from new entrants to the industry	Bigtincan operates in an increasingly competitive industry where a number of participants are, or may, target entry into the industry with new and innovative products aimed at the industry. New entrants to the industry may offer more competitive prices for products due to a range of factors, including if they have greater financial resources than Bigtincan, which may enable them to offer products at more competitive prices while they establish their business. New entrants may also compete against Bigtincan with cheaper products that have less functionality than Bigtincan's offering.
Future performance	Estimated combined ARR and Revenue for FY22 are based on management's estimates. The assessment is based on the due diligence undertaken on Brainshark and is subject to a range of assumptions and contingencies including contract wins, value of contract wins, churn, margins and exchange rates. The actual outcome may differ because events and actual circumstances may not occur as projected or assumed. Also refer to the Future Performance content in the Important Information and Disclosure section above.
Bigtincan is loss making	Bigtincan has historically focused on developing its platform and product and growing its customer base through relationships with channel partners and the recruitment of sales and marketing staff. While revenue has grown from FY14 to FY19, the focus on revenue growth has seen an increase in the cost base, resulting in the business historically generating NPAT losses and an expectation that NPAT losses will continue in the future. If Bigtincan fails to generate positive NPAT in the future it may be required to raise further capital and Bigtincan's future operations may be adversely affected and its reputation may be damaged.
Reliance on a single product	Bigtincan's business model is substantially reliant upon a single product, being Bigtincan Hub. Bigtincan's success depends on its ability to keep customers satisfied with Bigtincan Hub. There is a risk that Bigtincan fails to properly maintain the Bigtincan Hub product or that updates or new releases may introduce errors or performance issues which could cause customer dissatisfaction and damage to reputation. Bigtincan's reputation may also suffer as a result of real or perceived reductions in functionality, product quality, reliability, security, value and customer support or a failure to reflect developments in technology or in the commercial, compliance and regulatory environment. Any of these factors may result in reduced sales and usage, loss of customers and an inability to attract new customers and possibly legal claims by customers.
Bigtincan's international footprint may not achieve intended goals	A significant part of Bigtincan's growth strategy is its goal to significantly grow its presence in the overseas markets in which it already operates. Bigtincan's growth plans may be inhibited by unforeseen issues particular to a territory, including differences in local cultures, business practices and regulation. Bigtincan's ability to grow and expand its international business may be subject to various risks, including the need to invest significant resources and management attention to the expansion and the possibility that the desired level of return on its international business will not be achieved.

34

© 2021, Bigtincan Holdings Limited

Key Risks | Specific, Cont.

Reliance on third party IT suppliers	Bigtincan relies on a number of third party suppliers to maintain and support Bigtincan Hub, its telecommunications facilities and its hosting infrastructure. If the contracts with these parties are terminated or there is a disruption for any reason in the provision of these services or software, Bigtincan's future financial performance and position may be adversely affected.
Disruption or failure of technology systems	Bigtincan and its customers are dependent on the performance, reliability and availability of Bigtincan's technology platforms, data centres and global communications systems (including servers, the internet, data centre hosting services and the cloud environment in which Bigtincan provides its products). There is a risk that these systems may be adversely affected by disruption, failure, service outages or data corruption that could occur as a result of computer viruses, malware, cyber attacks or other disruptions including natural disasters, power outages or other similar events.
Security breach and data privacy	Bigtincan products involve the storage and transmission of customers' confidential and proprietary information. Bigtincan's business could be materially impacted by security breaches of customers' data and information, either by unauthorised access, theft, destruction, loss of information or misappropriation or release of confidential customer data.
Ability to attract and retain key staff	Bigtincan's success depends to a significant extent on its key personnel, in particular the senior management team. Bigtincan's senior management have extensive experience in, and knowledge of, the sales enablement and mobile content enablement industry. The loss of key members of senior management may adversely affect Bigtincan's ability to develop its products or implement its business strategies and may adversely affect its future financial performance.
Foreign exchange	A significant proportion of Bigtincan's revenues, costs and expenses are incurred in foreign currencies, whereas Bigtincan reports in Australian dollars. As a result of the use of these various currencies, Bigtincan is subject to foreign currency fluctuations, which may materially affect its financial position and operating results.
Integration risk generally	As part of its business strategy, Bigtincan has made and will continue to source acquisitions of, or significant investments in, companies, products and technologies that are complementary to its business. Any such transactions will expose Bigtincan to the risks commonly associated with making acquisitions. These risks will include integration of the acquired assets, people and operations into Bigtincan, financing risk such as short-term strain in working capital, achievement of integration benefits and synergies, and retention of key staff and customer and supplier relationships.

35

© 2021, Bigtincan Holdings Limited

Key Risks | General

COVID-19 pandemic	<ul style="list-style-type: none"> The global economy, including each of the markets in which Bigtincan operates, is in the midst of a pandemic relating to the novel coronavirus now known as COVID-19. The pandemic has led to the adoption of unprecedented preventative measures by Governments and other authorities. Events related to COVID-19 have also resulted in significant market falls and volatility. There is a high degree of uncertainty as to the future impacts of the COVID-19 pandemic and future Government responses to the pandemic, especially if there are further developments in the spread of COVID-19. There is also a high degree of uncertainty as to the economic impact of the COVID-19 pandemic and the likelihood of an Australian and a global recession of uncertain duration and severity. The COVID-19 pandemic and the associated preventative measures have affected and will continue to adversely affect consumer behavior and business activity levels and cause sudden and significant changes and volatility in regional and global economic conditions and financial markets. The impact of these factors may have a material adverse impact on Bigtincan's trading and financial performance.
Investment risk	Factors affecting the price at which Bigtincan shares are traded on the ASX could include domestic and international economic conditions. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of Bigtincan's shares. These risks apply generally to any investment on the stock market. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.
Trading may be illiquid	Bigtincan makes no guarantee that there will be an active market in the Shares listed on the ASX. There may be relatively few potential buyers or sellers of shares on the ASX at any time. This may increase the volatility of the market price of Bigtincan shares. It may also affect the prevailing market price at which investors are able to sell shares. This may result in investors receiving a market price that is less or more than the price that investors paid.
Global economic conditions	Bigtincan is dependent on global economic conditions and the global economic outlook, and on the economic conditions and outlook in its key markets and the enterprise mobility software market generally. Economic conditions may be affected by levels of business spending, inflation, interest rates, consumer confidence, access to debt and capital markets and government fiscal, monetary and regulatory policies. A prolonged downturn in general economic conditions may have a material adverse impact on Bigtincan's trading and financial performance.
Changes in laws and accounting standards	Bigtincan is subject to local laws and regulations in each of the jurisdictions in which it operates (including taxation, copyright and privacy legislation). From time to time, changes of the laws and regulations may require Bigtincan to obtain additional approvals and/or licences that may significantly increase compliance costs and restrict Bigtincan's activities. Any changes to taxation laws, regulations or policies in jurisdictions in which Bigtincan operates may also adversely affect returns. Any changes to accounting standards may affect the future measurement and recognition of key income statement and balance sheet items. Such changes could materially and adversely affect the financial performance and position reported in Bigtincan's financial statements.

36

© 2021, Bigtincan Holdings Limited

Equity Capital Raising and underwriting risk

The Company entered into an offer management and underwriting agreement with the Underwriters in respect of the Equity Capital Raising on 23 August 2021 ("Underwriting Agreement"). Each Underwriter's obligations under the Underwriting Agreement, including to manage the Equity Capital Raising and underwrite the Entitlement Offer, are conditional on certain matters, including the merger agreement for the Acquisition not being materially breached or terminated. If certain conditions are not satisfied, or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement by both Underwriters would have an adverse impact on the total amount of proceeds that could be raised under the Equity Capital Raising and therefore on the ability of the Company to undertake the Acquisition.

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

- the Company ceases to be admitted to the official list of ASX or its shares are suspended from trading on ASX (other than as contemplated by the Underwriting Agreement), or cease to be quoted on ASX;
- any member of the Group becomes insolvent, or there is an act or omission which is likely to result in a member of the Group becoming insolvent;
- a change in the chief executive officer, chief financial officer or chairman occurs;
- a director or the chief executive officer or chief financial officer of the Company is charged with an indictable offence or fraudulent conduct, or any director of the Company is disqualified from managing a corporation;
- the Company is prevented from issuing any shares under the Equity Capital Raising in accordance with the ASX Listing Rules, applicable laws, a government agency or an order of a court of competent jurisdiction;
- if the S&P/ASX Small Ordinaries Index closes for two consecutive business days during the Entitlement Offer, or, closes on the business day prior to the Institutional Settlement Date or the Retail Settlement Date, at a level that is 10.0% or more below its level as at the close of trading on the business day before the date of the Underwriting Agreement;
- the merger agreement for the Acquisition is terminated, rescinded, avoided or repudiated, varied in a way that is adverse to the Company, or breached in a material respect by a party to it;
- the Placement does not complete in accordance with its terms;
- unconditional approval is refused or not granted for official quotation of the new shares by ASX;
- certain delays in the timetable for the Equity Capital Raising;
- there are certain defects in a cleansing notice for the Equity Capital Raising where the defect is materially adverse from the point of view of an investor;
- any statement in any of the Equity Capital Raising documents is or becomes false, misleading or deceptive or likely to mislead or deceive;

- there occurs an adverse new circumstance that arises after certain Equity Capital Raising materials were given to ASX that would have been required to be included in certain Equity Capital Raising materials (or otherwise to have been included in material previously disclosed to ASX) if it had arisen before certain Equity Capital Raising materials were given to ASX;
- the occurrence of any market disruption events, including (1) a general moratorium on commercial banking activities in certain countries or a disruption in commercial banking or security settlement or clearance services in any of those countries; (2) a suspension or material limitation in trading in securities generally on certain securities exchanges; (3) the occurrence of any other adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in certain countries or any change or development involving a prospective adverse change in any of those conditions or markets;
- hostilities not presently existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of certain countries or a major terrorist act is perpetrated anywhere in the world.

The ability of an Underwriter to terminate the Underwriting Agreement in respect of some of the termination events will depend on whether in the reasonable opinion of that Underwriter, the event:

- has or is likely to have a material adverse effect on the success of the Equity Capital Raising, or on the ability of the Underwriters to market or settle the Equity Capital Raising; or
- has given or is likely to give rise to a contravention by, or liability of, the Underwriters under, any applicable law.

If an Underwriter terminates, the Company will not be obliged to pay that Underwriter any fees which are not payable or accrued prior to the date of termination.

For details of the fees payable to the Underwriters, see the Appendix 3B released to ASX on 23 August 2021.

The Company also gives certain representations, warranties and undertakings to the Underwriters. The Company also gives an indemnity to the Underwriters and their respective indemnified parties subject to certain carve-outs.

37

© 2021, Bigtincan Holdings Limited

International Offer Restrictions

Hong Kong

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

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

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

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

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

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

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

Singapore

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

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

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

38

© 2021, Bigtincan Holdings Limited

International Offer Restrictions

United Kingdom

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

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the UK Prospectus Regulation). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

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

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

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

United States

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

The New Shares will only be offered and sold in the United States to:

- institutional accredited investors (as defined in Rule 501(a)(1), (2), (3), (7), (8), (9) or (12) under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.



Visit our Investor Center to learn more
Investor.bigtincan.com

Table of Terms

Term	Description
TAM	Total Addressable Market
ARR	Annualised Recurring Revenue. This is the monthly recurring revenue times 12
LTV	Lifetime value. ARR times Gross margin divided by the inverse of retention
CAC	Customer acquisition costs
CAGR	Compound Annual Growth Rate
TERP	Theoretical Ex-Rights Price



Bigtincan Holdings Limited
ACN 154 644 797
Level 6, 338 Pitt St
Sydney, NSW, 2000
Australia

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

ASX Announcement

25 August 2021

Successful completion of Placement and Institutional Entitlement Offer, raising \$79.4 million

Bigtincan Holdings Limited (**ASX: BTH**) ("**Bigtincan**", the "**Company**") is pleased to announce the successful completion of the placement to SQN Investors ("**Placement**") of new fully paid ordinary shares in Bigtincan ("**New Shares**") and the accelerated institutional component ("**Institutional Entitlement Offer**") of its fully underwritten 1 for 4 accelerated pro-rata non-renounceable entitlement offer ("**Entitlement Offer**") of New Shares, details of which were announced on Monday, 23 August 2021, raising a total of approximately \$79.4 million (excluding the Additional Placement described below).

Placement

20,000,000 New Shares were issued under the Placement to SQN Investors on Tuesday, 24 August 2021 at an offer price of \$1.05 per share ("**Offer Price**"), raising \$21 million. The New Shares rank equally with existing shares in the Company ("**Shares**").

In addition, the Company is pleased to announce that investors participating in the Institutional Entitlement Offer have agreed to subscribe for approximately 1.17 million additional New Shares, raising an additional amount of approximately \$1.2 million ("**Additional Placement**"). The Additional Placement is within the Company's placement capacity under ASX Listing Rule 7.1. Accordingly, no shareholder approval is required in connection with the Additional Placement.

Institutional Entitlement Offer

The Institutional Entitlement Offer will raise proceeds of approximately \$58.4 million before costs at the Offer Price of A\$1.05, which results in approximately 55.6 million New Shares being issued.

New Shares issued pursuant to the Institutional Entitlement Offer and the Additional Placement will rank equally with existing Shares from the date of their issue. Settlement of the Institutional Entitlement Offer and the Additional Placement is scheduled for Wednesday, 1 September 2021, with the New Shares issued expected to commence trading on ASX on Thursday, 2 September 2021.

Retail Entitlement Offer

Approximately \$56 million before costs is expected to be raised through the retail component of the Entitlement Offer ("**Retail Entitlement Offer**"), details of which were also announced on Monday, 23 August 2021. The Retail Entitlement Offer will open at 10.00am (Sydney time) on Monday, 30 August 2021 and close at 5.00pm (Sydney time) on Wednesday, 8 September 2021.



Eligible retail shareholders with a registered address in Australia or New Zealand on the Record Date of 7.00pm (Sydney time) on Wednesday, 25 August 2021 have the opportunity to invest in New Shares at the Offer Price, on the terms and conditions outlined in the Retail Offer Booklet.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and the accompanying personalised Entitlement and Acceptance Form which will be dispatched to them on Monday, 30 August 2021. A copy of the Retail Offer Booklet will be available on the ASX website at www.asx.com.au from Monday, 30 August 2021.

Recommencement of trading

BTH's Shares are expected to resume trading on ASX from market open today.

Shareholder enquiries

For further information on the Entitlement Offer you should call the Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 9.00am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

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 requirements under the US Securities Act and applicable US state securities laws.

4. Additional Important Information

4.1 Eligibility of Retail Shareholders

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

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

- (a) has a registered address in either Australia or New Zealand or is an Institutional Investor in another Permitted Jurisdiction;
- (b) is not in the United States or acting for the account or benefit of a person in the United States;
- (c) was not invited to participate in the Institutional Entitlement Offer and was not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- (d) is otherwise eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus to be lodged or registered.

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

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

4.2 No cooling off rights

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

4.3 Shortfall Shares

A shortfall may arise if applications received for New Shares under the Retail Entitlement Offer are less than the number of New Shares offered and the Underwriters or sub-underwriters do not acquire that shortfall under the Underwriting Agreement.

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

4.4 Rounding of Entitlements

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

4.5 Ranking of New Shares

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

4.6 ASX Quotation of New Shares

Bigtincan has applied for the grant by ASX of official quotation of the New Shares. It is expected that normal trading will commence in relation to the New Shares issued under the Retail Entitlement Offer on Thursday, 16 September 2021. Bigtincan disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the Official List of ASX or receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by Bigtincan, the Share Registry or the Underwriters.

4.7 Underwriting arrangements and disclaimer

The Underwriters are acting as joint lead managers to the Equity Raising and underwriters to the Entitlement Offer. The Company entered into the Underwriting Agreement with the Underwriters in respect of the Equity Raising on Monday, 23 August 2021.

The key terms of the Underwriting Agreement are contained on page 37 of the Investor Presentation in section 3 of this Retail Offer Booklet.

Neither the Underwriters nor any of their respective related bodies corporate or affiliates nor any of their respective directors, officers, partners, employees, representatives, agents, consultants, contractors or advisers (collectively, the "Underwriter Parties") or any of the advisers to the Company have authorised, permitted or caused the issue, lodgement, submission, despatch or provision of this Retail Offer Booklet or the Entitlement and Acceptance Form (or any other materials released by the Company) and none of them makes or purports to make any statement in this Retail Offer Booklet or the Entitlement and Acceptance Form and there is no statement in this Retail Offer Booklet or in the Entitlement and Acceptance Form which is based on a statement made by any of them.

Each of the Underwriters is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, research, principal investment, hedging, market making, brokerage and other financial and non-financial activities including for which they have received or may receive customary fees and expenses.

Each of the Underwriters is acting for and providing services to the Company in relation to the Equity Raising and will not be acting for or providing services to Shareholders or potential investors. Each of the Underwriters have been engaged solely as an independent contractor and are acting solely in a contractual relationship on an arm's length basis with the Company. The engagement of each of the Underwriters is not intended to create any fiduciary obligations, agency or other relationship between the Underwriters and the Company, Shareholders or potential investors.

Each of the Underwriters will receive fees and expenses for acting as joint lead managers to the Equity Raising and underwriters to the Entitlement Offer. The Underwriter Parties may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from the Company and may in the future be lenders to the Company or its related bodies corporate or affiliates.

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Underwriters. To the maximum extent permitted by law, each of the Company and the Underwriters and each of their respective related bodies

corporate and affiliates and each of their respective directors, officers, partners, employees, representatives, agents, consultants, contractors and advisers disclaim any duty or liability (including for fault or negligence) in respect of that determination and the exercise or otherwise of that discretion.

4.8 Not investment advice

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

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

4.9 Disclaimer of representations

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

4.10 Continuous disclosure

Bigtincan is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations including an obligation under the Listing Rules (subject to certain exceptions) to disclose to ASX any information of which it is or becomes aware concerning Bigtincan and which a reasonable person would expect to have a material effect on the price or the value of shares. All such disclosures are available at www.asx.com.au. You have the opportunity to access any information about Bigtincan which has previously been disclosed to ASX. In particular, please refer to Bigtincan's Annual Report for the year ended 30 June 2020. You should also have regard to any further announcements which may be made by Bigtincan to ASX after the date of this Retail Offer Booklet.

4.11 Taxation

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

4.12 Information availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Retail Offer Booklet during the period of the Retail Entitlement Offer on the Bigtincan website at www.bigtincan.com or by calling the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Retail Entitlement Offer. Persons who access the electronic version of this Retail Offer Booklet should ensure that they download and read the entire Retail Offer Booklet. The electronic version of this Retail

Offer Booklet on the Bigtincan website will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Retail Entitlement Offer.

4.13 Privacy

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

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

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

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

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

Glossary

Additional Placement means the issue of 1,170,542 New Shares to investors participating in the Institutional Entitlement Offer at the Offer Price, as announced to the ASX on Wednesday, 25 August 2021.

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

ASIC means the Australian Securities and Investments Commission.

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

Bigtincan means Bigtincan Holdings Limited ACN 154 944 797.

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

Closing Date means 5.00pm (Sydney time) on Wednesday, 8 September 2021, the day the Retail Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.

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

Directors means the directors of Bigtincan.

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

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

Eligible Retail Shareholder has the meaning set out in section 4.1 of this Retail Offer Booklet.

Eligible Shareholders means Eligible Retail Shareholders and Eligible Institutional Shareholders.

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

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

Entitlement Offer means the pro rata accelerated non-renounceable entitlement offer of New Shares to Eligible Shareholders to raise approximately \$114.3 million at the Offer Price on the basis of 1 New Share for every 4 Shares held on the Record Date, and comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer.

Equity Raising means the Entitlement Offer, the Placement and the Additional Placement.

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

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

Ineligible Retail Shareholder has the meaning set out in section 4.1 of this Retail Offer Booklet.

Ineligible Shareholders means Ineligible Retail Shareholders and Ineligible Institutional Shareholders.

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

Institutional Investor means an institutional or professional investor in the Permitted Jurisdictions outside Australia and New Zealand, and in particular:

- (a) if in Hong Kong, is a "professional investor" as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong;
- (b) if in Singapore, is an "institutional investor" or an "accredited investor" (as such terms are defined in the Securities and Futures Act of Singapore ("SFA")); and
- (c) if in the United Kingdom, is (i) a "qualified investor" within the meaning of Article 2(e) of the UK Prospectus Regulation; and (ii) within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended.

Investor Presentation means the Bigtincan Holdings Limited Capital Raising Investor Presentation lodged with the ASX on Monday, 23 August 2021, included in section 3 of this Retail Offer Booklet.

Listing Rules mean the official listing rules of ASX.

New Shares means Shares to be allotted and issued under the Entitlement Offer, including Shares issued to the Underwriter or a sub-underwriter.

Offer Price means the offer price of \$1.05 per New Share.

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

Permitted Jurisdictions means each of Australia, Hong Kong, New Zealand, Singapore and the United Kingdom.

Placement means the issue of 20,000,000 New Shares to SQN Investors at the Offer Price, as announced to the ASX on Monday, 23 August 2021.

Record Date means 7.00pm (Sydney time) on Wednesday, 25 August 2021.

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

Retail Offer Booklet means this Retail Offer Booklet.

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

Shareholder means a holder of Shares.

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

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

SQN Investors means SQN Investors Master Fund LP.

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

Underwriters means Henslow Pty Ltd and Canaccord Genuity (Australia) Limited.

Underwriting Agreement means the offer management and underwriting agreement dated Monday, 23 August 2021 between Bigtincan and the Underwriters.

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

Corporate Directory

Registered Office

Level 6, 338 Pitt St
Sydney NSW 2000

Share Registry

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001

Shareholder enquiries:

Telephone: 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)
Facsimile: +61 2 8234 5050
Website: www.computershare.com.au

Underwriters

Henslow Pty Ltd
Level 7, 333 Collins St
Melbourne VIC 3000

Canaccord Genuity (Australia) Limited
Level 62, MLC Centre
19 Martin Place
Sydney NSW 2000

Legal Adviser

Bentleys Legal
Level 14, 60 Margaret St
Sydney NSW 2000

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

