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**ASX Announcement | 27 January 2023**

## Cleansing prospectus

On 28 December 2022, Bigtincan Holdings Limited (**ASX:BTH**) ("**Bigtincan**", the "**Company**") issued 1,117,900 Shares ("**Acquisition Shares**") at \$0.535 per Share as part consideration for the acquisition of SalesDirector.ai. The Acquisition Shares were issued to shareholders (including employee shareholders) of SalesDirector.ai. For further details of the acquisition, refer to the Company's announcement dated 28 December 2022.

The Acquisition Shares were issued without disclosure under Part 6D.2 (Disclosure to Investors about Securities) of the Corporations Act and pursuant to the Company's placement capacity under Listing Rule 7.1.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company lodged a cleansing notice in relation to the Acquisition Shares on 9 January 2023, however as the notice was lodged more than 5 business days after the date on which the Acquisition Shares were issued, the cleansing notice was not effective. None of the Acquisition Shares have been on-traded or offered for sale and, on 10 January 2023, the Company instructed its share registry to place a holding lock on the Acquisition Shares that were not already subject to voluntary trading restrictions.

Section 708A(11) of the Corporations Act provides another exemption from the general requirement under section 707(3) where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
  - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The Company has today lodged with ASIC a prospectus under section 708A(11) of the Corporations Act, with the primary purpose of cleansing the Acquisition Shares, so that any subsequent trading in those shares is not subject

to secondary trading restrictions under the Corporations Act. A copy of this prospectus will be lodged with ASX following this announcement.

**Authorised for release by the Board of Bigtincan Holdings Limited.**

For more information on the Bigtincan solution set visit [www.bigtincan.com](http://www.bigtincan.com)

## **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. World-class companies like 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: [bigtincan.com](http://bigtincan.com) or follow Bigtincan on social media:



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