

BIGTINCAN HOLDINGS LIMITED

ABN 98 154 944 797

NOTICE OF ANNUAL GENERAL MEETING

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

Date: Wednesday, 29 November 2023.
Time: 9.30 a.m. (AEDT)
Location: Level 14, 60 Margaret Street, Sydney NSW 2000

Participating in the AGM online

As an alternative to attending the AGM in person, Shareholders can participate in the AGM online using Zoom. Please register for the Zoom webinar here:

https://janemorganmanagement-au.zoom.us/webinar/register/WN_Isbt3cTSRRiU3IO_BMiNA

After registering your interest, you will receive a confirmation email with information about joining the webinar and a calendar invitation.

Attending the meeting online enables Shareholders to view the AGM live and to also ask questions via the Zoom platform and you can cast direct votes whilst the meeting is in progress via the Computershare Voting Platform.

To vote in the meeting, you can log in by entering the following URL <https://meetnow.global/MGC4XKS> on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox browser. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote in the meeting online follow the instructions below.

1. Click on ‘Join Meeting Now’.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and ‘Click Continue’.

You can cast votes at the appropriate times while the meeting is in progress. For full details on how to log on and vote online, please refer to the user guide available at <https://www.computershare.com.au/onlinevotingguide>.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's reports for the year ending 30 June 2023.

2. Resolution 1 – Approval of Remuneration Report

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

“That, for the purposes of section 250R of the Corporations Act and for all other purposes, Shareholders approve the Remuneration Report for the year ending 30 June 2023.”

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

Voting Prohibition

A vote on Resolution 1 must not be cast:

- (a) by or behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report for the year ending 30 June 2023 or a Closely Related Party of such a member (regardless of the capacity in which the vote is cast); or
- (b) as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member.

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

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

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

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

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

4. Resolution 3 – Approval of Bigtincan Employee Share Trust

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

“That, for the purposes of Listing Rule 7.2 Exception 13(b), section 260C(4) of the Corporations Act and for all other purposes, approval is given for the Bigtincan Employee Share Trust and for the issue of securities to the trustee of the Bigtincan Employee Share Trust as an exception to Listing Rule 7.1, in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

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

- (a) any person who is eligible to participate in the Bigtincan Employee Share Trust; or
- (b) an associate of that person or those persons.

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

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

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 3.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 4 - Approval of issue of Shares to the Bigtincan Employee Share Trust

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the allotment and issue of 3,250,000 Shares to Solium Nominees (Australia) Pty Limited as trustee for the Bigtincan Employee Share Trust on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

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

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

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

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

6. Resolution 5 – Approval for the Granting of Rights to a Director – Mr David Keane, Managing Director and CEO

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

“That approval is given for the purposes of ASX Listing Rule 10.14, and all other purposes, for the issue of 9,749,304 Performance Share Appreciation Rights (PSARs) in relation to FY23 long term variable remuneration (LTVR) to the Chief Executive Officer & Executive Director, Mr David Keane, under the Bigtincan Holdings Limited Rights Plan (the Rights Plan) on the terms and conditions described in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion

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

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

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

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

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:

- (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 5.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. Resolution 6 – Approval of Employee Share Option Plan

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

“That, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company’s Employee Share Option Plan (ESOP) and for the issue of securities under the ESOP as an exception to Listing Rule 7.1, in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

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

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

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

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

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 6.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. Resolution 7 – Approval of Bigtincan Holdings Limited Rights Plan

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

*“That, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company’s Rights Plan (**Rights Plan**) and for the issue of securities under the Rights Plan as an exception to Listing Rule 7.1, in accordance with the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion

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

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

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

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

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 7.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9. Resolution 8 – Approval of issue of Regal options

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the allotment and issue of 24,000,000 Options to the custodian of the Regal Tactical Credit Opportunities Fund (“Regal”) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

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

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

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

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

10. Resolution 9 – Appointment of auditor

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

"That pursuant to and in accordance with section 327B(1) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Statement."

Explanatory Statement

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

Proxies

Please note that:

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

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

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register

of Shareholders as at 7pm (AEDT) on 27 November 2023. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

By Order of the Board of Directors



Mark Ohlsson
Company Secretary
27 October 2023

Explanatory Statement

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

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

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

1. Financial Statements and Reports

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

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

2. Resolution 1 – Approval of Remuneration Report

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

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

If 25% or more of the votes that are cast are voted against adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (called a "spill resolution") that another meeting of the Company's Shareholders be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were Directors of the Company when the Directors' Report for the second annual general meeting was approved by those Directors, must stand for re-election.

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

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

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

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

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

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

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

Wayne's executive background was largely in banking and financial services with ANZ where he held several senior positions across Australia, New Zealand and Asia. Wayne brings strong expertise of the financial services industry including 15 years in CFO roles at ANZ involving a broad range of disciplines including the undertaking of significant acquisitions, restructures and divestments. Since leaving ANZ Wayne has developed a non-executive director portfolio across a number of industries including outdoor advertising and media, payments, technology, and insurance. Wayne is currently a Director of Credit Union Australia (trading as Great Southern Bank) and Cuscal Limited.

Mr Stevenson has a BCom in Accounting, is a Chartered Accountant and Fellow of the Australian Institute of Company Directors. The Board (excluding Mr Stevenson) recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Approval of the Bigtincan Employee Share Trust

Background

Resolution 3 seeks Shareholder approval for the Bigtincan Employee Share Trust (**Employee Share Trust**). The Employee Share Trust commenced on 18 November 2021 under a trust deed between the Company and Solium Nominees (Australia) Pty Limited as trustee for the Bigtincan Employee Share Trust (**Trustee**). The purpose of the Employee Share Trust is to hold Shares for the benefit of eligible executives, directors and other employees of the Company and its related bodies corporate who are, or will become, beneficial owners of Shares pursuant to an employee incentive scheme of the Company, including the ESOP and the Rights Plan.

If Resolution 3 is passed, the Company will be able to issue Shares to the Trustee without using the Company's placement capacity under Listing Rule 7.1.

If Resolution 3 is not passed, any Shares issued to the Trustee will count towards the Company's placement capacity under Listing Rule 7.1.

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of the fully paid ordinary securities on issue at the commencement of the 12-month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to approve the Employee Share Trust in accordance with Exception 13(b) of Listing Rule 7.2 and to enable the Company to subsequently issue Shares to the Trustee under the Employee Share Trust for three years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in Listing Rule 7.1 and do not otherwise fall within one of the nominated Listing Rule exceptions.

Information required by Listing Rule 7.2 Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2 Exception 13(b), the following information is provided in relation to the approval:

- (a) A summary of the terms and conditions of the Employee Share Trust is set out in Schedule A. The full terms and conditions of the Employee Share Trust may be obtained free of charge by contacting the Company.
- (b) This is the first time the Employee Share Trust has been put to Shareholders for approval. Since the Company was listed, the Company has issued 5,750,000 Shares to the Trustee under the Employee Share Trust. All such Shares were issued under the Company's placement capacity in Listing Rule 7.1.
- (c) The maximum number of Shares proposed to be issued under the Employee Share Trust following Shareholder approval over three years is 28,000,000 Shares. This maximum is not intended to be a prediction of the actual number of Shares to be issued under the Employee Share Trust but is specified for the purposes of setting a ceiling on the number of Shares approved to be issued under and for the purposes of Listing Rule 7.2 Exception 13(b). Once that number is reached, any additional issues of Shares under the Employee Share Trust would not have the benefit of Listing Rule 7.2 Exception 13(b) without a fresh Shareholder approval.

The voting exclusion statement in respect of Resolution 3 is set out in the Notice.

Part 2J.3 of the Corporations Act

Section 260A of the Corporations Act states that the Company may financially assist a person to acquire Shares only if:

- (a) giving the assistance does not materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors;
- (b) the assistance is approved by Shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempt under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides that financial assistance is exempt from section 260A of the Corporations Act if it is given under an 'employee share scheme' that has been approved by a resolution passed at a general meeting of the company.

The Employee Share Trust falls within the definition of an 'employee share scheme' for the purposes of the Corporations Act. The terms of the Employee Share Trust provide that the Company may provide funds to the Trustee to enable the Trustee to acquire Shares to be held on behalf of participants in the Company's employee incentive schemes, which will constitute 'financial assistance' for the purposes of Part 2J.3 of the Corporations Act. Accordingly, the Board seeks Shareholder approval under section 260C(4) of the Corporations Act to exempt the Employee Share Trust from section 260A of the Corporations Act.

Directors' recommendation

As all the Directors are entitled to participate in the Employee Share Trust, they are interested in the outcome of Resolution 3 and accordingly do not consider it appropriate to make a recommendation to Shareholders.

5. Resolution 4 – Approval of issue of Shares to the Bigtincan Employee Share Trust

Background

On 28 December 2022, the Company issued 3,250,000 Shares to Solium Nominees (Australia) Pty Limited as trustee for the Bigtincan Employee Share Trust (**Trustee**) at an issue price of \$0.53 per Share.

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

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

The 3,250,000 Shares were issued under the Company's 15% annual placement capacity in Listing Rule 7.1.

If Shareholders approve Resolution 4, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 4, it will not invalidate the issue of the 3,250,000 Shares, however, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

Information required under Listing Rule 7.5

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

Names of the persons to whom securities were issued or the basis on which they were identified or selected	Solium Nominees (Australia) Pty Limited as trustee for the Bigtincan Employee Share Trust
Number and class of securities issued	3,250,000 fully paid ordinary shares.
Date or dates on which the securities were issued	28 December 2022
The price or other consideration the Company has received or will receive for the issue	\$0.53 per Share.
The purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to make Shares available for the ESOP (which was last approved on 22 November 2022 and which is again being put to Shareholders for approval under Resolution 6) and the Rights Plan (which was last approved on 25 November 2020 and which is again being put to Shareholders for approval under Resolution 7). The funds raised by the issue were used to reimburse the Company for the funds provided by the Company to the Trustee to fund the subscription for Shares (i.e. no net funds were raised).

<p>Material terms of the agreement under which the securities were issued</p>	<p>The Shares were issued under the Bigtincan Employee Share Trust Deed between the Company and the Trustee dated 18 November 2021. Under the trust deed:</p> <ul style="list-style-type: none"> ● the Bigtincan Employee Share Trust commenced on 18 November 2021; ● using funds provided by the Company, the Trustee subscribes for or acquires Shares for the purpose of enabling the Company to satisfy its obligations to allocate Shares under the terms of a participating Company employee share plan (including the ESOP and the Rights Plan); ● unless and until Shares are allocated or transferred to a participant in a Company employee share plan in accordance with the rules of the trust deed, the Trustee holds those Shares on trust for the benefit of participants generally from time to time in accordance with the provisions of the trust deed; ● on receipt of a direction by the Board to do so, the Trustee must allocate or transfer (as applicable) to any nominated participant the number of Shares specified by the Board. <p>For further information about the Employee Share Trust, please refer to section 4 of this Explanatory Statement and Schedule A.</p>
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The voting exclusion statement in respect of Resolution 4 is set out in the Notice.

Directors' recommendation

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

6. Resolution 5 - Approval for the Granting of Rights to a Director – Mr David Keane, Managing Director and CEO

Background

Listing Rule 10.14 requires the Company to obtain approval from Shareholders for the issue of securities to a director under an employee incentive scheme. Bigtincan Holdings Limited (BTH, the Company) is seeking approval of Shareholders under ASX Listing Rule 10.14 to grant 9,749,304 Performance Share Appreciation Rights (PSARs) to the Chief Executive Officer & Executive Director, Mr David Keane to be issued under the Rights Plan. This grant forms part of Mr David Keane's FY23 total remuneration package, being the Long Term Variable Remuneration (LTVR) component. If Shareholders do not approve this resolution, the long term variable remuneration opportunity will be offered on a cash settlement only basis, comparable to a short term incentive over a long term measurement period.

Information required by Listing Rule 10.15

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

- The name of the person to whom PSARs are proposed to be issued under the Rights Plan is Mr David Keane.
- The category in Listing Rule 10.14 that Mr David Keane falls within is a Director of the Company (Listing Rule 10.14.1).

- The maximum number of PSARs that may be granted to Mr David Keane for which approval is being sought is 9,749,304. Full vesting will only occur if stretch performance targets are achieved. The On Target number of PSARs is 6,499,536.
- Details (including the amount) of Mr David Keane’s current total remuneration package are set out below.

Mr David Keane’s Total Remuneration Package is disclosed in each Annual Report of the Company, and may be summarised as follows based on the policy at the time of writing:

Remuneration Component	AUD (AUD/USD conversion at 0.64)	
	On Target	At Stretch
Fixed Pay (incl super & other benefits)	390,625	
Living away from home allowance	117,188	
Short Term Variable Remuneration (STVR)	140,625	
Long Term Variable Remuneration (LTVR)	700,000	1,050,000
Total Remuneration Package (TRP)	1,348,438	1,698,438

- 3,350,880 PSARs have previously been issued to Mr David Keane, as approved at the 2022 AGM. The 1,500,000 PSARs that were approved at the 2020 AGM were never issued.
- The features of the proposed FY23 LTVR Invitations to apply for PSARs to be provided to the Director are summarised below (including the material terms of the securities and the Rights Plan, why this type of security is being used and the value attributed to them by the Company):

The Bigtincan Holdings Limited Rights Plan (the Rights Plan) has been designed to facilitate the Company adopting modern best-practice remuneration equity structures for executives. A key component of effective remuneration for executives is equity interests, in the form of LTVR to drive shared performance objectives, link remuneration to Company performance and align interests with sustainable value creation for Shareholders. For the FY23 LTVR cycle, it was determined that a cashless exercise option structure, or Share Appreciation Right (SAR) would most directly align the interests of the Participant with those of Shareholders, given that it creates a strong incentive to increase the share price over the exercise price.

The target number of PSARs has been calculated based on 179.2% of Mr David Keane’s Fixed Pay as of 1 July 2023, which was \$390,625¹ and a Price of \$0.1077 based on a Monte Carlo (MC) valuation and a 5-day volume weighted average price (VWAP) to 6 September 2023, 5 trading days following the release of the FY23 results on 31 August 2023. The formula used to calculate the maximum total number of Share Appreciation Rights to be granted to Mr David Keane is as follows:

$$\text{Number of Performance Share Rights} = \frac{\text{Fixed Pay} \times \text{Target LTVR \%}}{\text{Target Vesting \%} \times \text{MC Right Value}}$$

Where the MC Right Value = \$0.1077 based on the following assumptions:

¹ USD\$250,000 converted at 0.64 to AUD

- Change of control events and reorganisations of capital will not occur
- The CEO will remain an employee of Bigtincan and the PSARs are not forfeited for any other reason
- The dilution effect of the PSARs will not have a material impact on the security price of Bigtincan
- Valuation date = 11/10/2023
- Measurement period = 1 July 2023 to 30 June 2026
- Exercise Date = 1 October 2026
- Expected life = 2.97 years
- Share price at measurement period start = \$0.51
- Share price at valuation date = \$0.318
- Exercise Price = \$0.382 (VWAP of the 5-day volume weighted average price to 6 Sep 2023)
- Risk Free Rate = 4.01%
- Volatility = 60%
- Dividend yield = nil

While the foregoing presents how Bigtincan has valued the equity for grant purposes, the actual value of the equity is determined by the application of AASB2 as at the grant date and expensed according to this accounting standard thereafter.

The features of the proposed FY23 LTVR Invitations to apply for Performance Share Appreciation Rights (PSARs) to the Director are summarised below:

Aspect	Details
Instrument	<p>If this resolution is approved, Mr David Keane will be invited to apply for FY23 LTVR in the form of Performance Share Appreciation Rights (PSARs) – referred to as Rights. These Rights may vest when performance-based Vesting Conditions are satisfied. The Rights are indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be settled either in cash and/or in Shares (at the Board’s discretion). Generally, it is expected that exercised Rights will be settled in Shares (including Restricted Shares, which are Shares subject to a disposal restriction).</p> <p>The value that may be realised is a function of performance against Vesting Conditions and the market value of a Share at the time of sale of any Shares that result from exercising Rights. The type of equity proposed to be granted has been selected because it creates a strong link between performance and reward.</p>
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the Rights Plan, including the terms of Invitations.</p> <p>PSARs are subject to Vesting Conditions which are intended to be challenging and linked to indicators of sustainable value creation for shareholders.</p> <p>The terms and conditions of the Rights Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, including the treatment of Rights and Restricted Shares on termination of employment.</p> <p>The Rights Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Rights Plan. For further detail, please refer to schedule C which contains a summary of the Rights Plan.</p>

Aspect	Details																					
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Rights Plan.																					
Term	Each Right has a Term that ends on 2 October 2026, with all vested Rights being automatically exercised on 1 October 2026, and the remainder lapsing automatically immediately following the vesting determination.																					
Number of Rights	<p>It is proposed that Mr David Keane will be invited to apply for 9,749,304 PSARs with an Indexed Total Shareholder Return (iTSR) Vesting Condition.</p> <p>When added to the other remuneration elements the FY23 grant of LTVR will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances for FY23, based on market benchmarking and the current BTH executive remuneration policy.</p> <p>As 100% of Rights to be granted will only vest when stretch performance goals are achieved it is expected that a lesser percentage will actually vest unless exceptional performance outcomes occur. The Target and expected level of vesting is 50%, with the remainder representing "stretch".</p> <p>It should be noted that the actual value of the Rights can only be determined for accounting purposes, as at the Grant Date.</p>																					
Measurement Period	<p>The Measurement Period is the period over which Vesting Conditions are assessed.</p> <p>For the FY23 LTVR grant, the Measurement Period will be from 1 July 2023 to 30 June 2026.</p>																					
Vesting Conditions	<p>Vesting Conditions are conditions that are used to determine the extent, if any, of vesting of PSARs.</p> <p>For FY23 LTVR PSARs, the Vesting Condition will be based on the Indexed Total Shareholder Return (iTSR) of BTH over the Measurement Period compared to the movement in the ASX300 Industrials TR Index. The vesting scale for this performance vesting metric is as follows:</p> <table border="1"> <thead> <tr> <th>Performance Level</th> <th>BTH's TSR Compared to the ASX300 Industrials TR Index (CAGR)</th> <th>Vesting % of Tranche</th> </tr> </thead> <tbody> <tr> <td>Stretch</td> <td>≥ Index Movement + 10%</td> <td>100%</td> </tr> <tr> <td>Between Stretch and Target</td> <td>> Index Movement + 5% & < Index Movement + 10%</td> <td>Pro-rata</td> </tr> <tr> <td>Target</td> <td>= Index Movement + 5%</td> <td>66.66%</td> </tr> <tr> <td>Between Target & Threshold</td> <td>> Index Movement & < Index Movement + 5%</td> <td>Pro-rata</td> </tr> <tr> <td>Threshold</td> <td>= Index Movement</td> <td>25%</td> </tr> <tr> <td>Below Threshold</td> <td>< Index Movement</td> <td>0%</td> </tr> </tbody> </table>	Performance Level	BTH's TSR Compared to the ASX300 Industrials TR Index (CAGR)	Vesting % of Tranche	Stretch	≥ Index Movement + 10%	100%	Between Stretch and Target	> Index Movement + 5% & < Index Movement + 10%	Pro-rata	Target	= Index Movement + 5%	66.66%	Between Target & Threshold	> Index Movement & < Index Movement + 5%	Pro-rata	Threshold	= Index Movement	25%	Below Threshold	< Index Movement	0%
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Aspect	Details
	TSR is the sum of the change in share price and dividends (assumed to be reinvested in shares) during the Measurement Period. It is annualised for the purpose of the above vesting scale. The TSR of BTH will be calculated and converted to a compound annual growth rate (CAGR) value for the purpose of assessment against this scale. During periods of nil dividends being declared, TSR is equal to the change in share price.
Gates	A Gate applies to the iTSR PSARs, such that vesting will not be considered if the Company's TSR is not positive for the Measurement Period.
Cost of Rights	No amount is payable by Mr David Keane for the Rights as their value forms a significant portion of the variable remuneration in their total remuneration package for FY23.
Exercise Price	The Exercise Price for the Rights is \$0.382, which is notional, and no amount is paid by Mr David Keane in order to exercise the Rights. The Exercise Price is accounted for using the following formula which is used to determine the exercised rights value that is ultimately to be settled in either cash or shares at the board's discretion: $(\text{Share Price at Exercise} - \text{Exercise Price}) \times \text{Number of Rights Exercised}$
Exercise & Settlement	<p>An Exercise Restriction applies until after 30 September 2026, and Rights (whether vested or unvested) may not be exercised until after this date (this ensures there is fixed settlement date). Vested Rights will be automatically exercised/settled on 1 October 2026.</p> <p>On exercise/settlement of vested Share Appreciation Rights, the Board will determine the Exercised Rights Value and the extent to which that value is to be provided in the form of cash, and/or Shares/Restricted Shares. The result will be advised to you in a Settlement Notice.</p> <p>To the extent that the Exercised Rights Value is to be delivered in Shares or Restricted Shares, the Board will arrange for such Shares to be obtained and subsequently transferred to you or held by a trustee for your benefit (via an employee share trust/EST), and may involve market purchases or new issues of Shares.</p> <p>Any portion of the Exercised Share Appreciation Rights Value that is to be delivered in the form of cash will be paid through payroll subject to such deductions as are required by law.</p>
Settlement Restriction	No Settlement Restriction applies to the Rights that are the subject of this Invitation i.e., they may be settled in the form of cash or Shares at the Board's sole discretion.

Aspect	Details
Disposal Restrictions Applicable to Rights	<p>Rights</p> <p>Rights may not be disposed of or otherwise dealt with at any time, except by force of law (see Rules).</p> <p>Shares</p> <p>Shares acquired by Participants or held by the trustee of the EST for the benefit of Participants as a consequence of the exercise of Share Appreciation Rights may initially be Restricted Shares, and shall be subject to a disposal restriction being that such Shares may not be sold or disposed of in any way until their sale would not breach:</p> <ol style="list-style-type: none"> the Company's share trading policy, or Division 3 of Part 7.10 of the Corporations Act (insider trading restrictions which in essence make it an offense to sell Shares when you hold price sensitive information not available to the public), or Part 6D.2 s 707 (3) of the Corporations Act, to do with on-selling of Shares within 12 months of their issue, if the Shares were issued without a prospectus or disclosure document, and no other relief from the 12 month on-sale restriction can be relied upon. <p>No Specified Disposal Restriction is applicable to this Invitation.</p>
Disposal and Exercise Restriction Release at Taxing Point	<p>In the event that a taxing point arises in relation to Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Termination of Employment	<p>In the case of a termination of Employment before the first year of the Measurement Period has been served, the Rights that are the subject of this Invitation will be forfeited pro-rata reflecting the remaining portion of the first year of the Measurement period, unless otherwise determined by the Board.</p> <p>Any remaining Rights held following a termination of employment will be exercised on the specified automatic exercise date, following an assessment of the Vesting Conditions.</p>
Change of Control	<p>In the event of a Change of Control unvested PSARs will vest in full, unless otherwise determined by the Board and subject to Section 409A of the Internal Revenue Code (for US participants). Unlike for a Right with a nil exercise price, full vesting is appropriate to the marginal value of an option type structure such as a SAR, because the shareholder experience will be reflected in the difference between the Exercise Price and the share price relevant to the change in control i.e. the realisable value will be nil if the share price is not higher than the Exercise Price.</p>
Major Return of Capital or Demerger	<p>A major return of capital or demerger will not result in the bringing forward of vesting, and the Rights will continue and any that vest will be automatically exercised at the specified date. However, the terms of the Rights may be adjusted to ensure no advantage or disadvantage arises, to the extent allowable under Section 409A of the Internal Revenue Code.</p>

Aspect	Details
Board Discretion to Prevent Inappropriate Benefits, Fraud and Misconduct	<p>The Board has sole discretion to determine that some or all Rights held by a Participant lapse on a specified date if allowing the Rights to be exercised would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include but are not limited to:</p> <ul style="list-style-type: none"> (a) if a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board, (b) if the Board determines that a Participant or Participants took actions that caused harm or are expected to cause harm to the Company's stakeholders, (c) if the Board forms the view that a Participant or Participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company, (d) if the Board forms the view that Participants have exposed employees, the broader community or environment to excessive risks, including risks to health and safety, (e) if a Participant becomes the employee of a competitor or provides services to a competitor, either directly or indirectly (as determined by the Board and unless otherwise determined by the Board), (f) if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of Rights previously vested than should have, in light of the corrected information.
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>Subject to the ASX Listing Rules, in cases of bonus share issues by the Company the number of Rights held by a Participant shall be increased by the same number as the number of bonus shares that would have been received by the Participants had the Rights been fully paid ordinary shares in the Company, except in the case that the bonus share issue is in lieu of a dividend payment, in which case no adjustment will apply.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Non-Australian Residents	As Mr David Keane currently resides in the United States, the proposed grant has been made in accordance with local US legal and tax jurisdictions.
Quotation	Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Rights Plan, in accordance with the ASX Listing Rules.
Acquisition of Shares	Shares allocated to a Participant when Rights are exercised under the Rights Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the Rights Plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Rights Plan.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by Mr David Keane.

- Subject to Shareholder approval, the PSARs must be granted within 3 years of the date of the general meeting at which approval is obtained, and will in practice be granted within 30 days of the Annual General Meeting being held.
- Details of any securities issued under the Rights Plan will be published in the subsequent Annual Report of Bigtincan relating to the period in which the securities were issued.
- Any persons covered by Listing Rule 10.14 and not named in this Notice of Meeting may not participate in the Rights Plan until approval is obtained for them under Listing Rule 10.14.
- A voting exclusion statement in respect of Resolution 5 is set out on page 4.

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

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

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

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

The term "benefit" in Part 2D.2 has wide operation and would include the accelerated vesting of PSARs.

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

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

As at 6 September 2023, 5 trading days following the release of the FY22 full year results on 31 August 2023, the estimated value of the PSARs to be issued to Mr David Keane is \$1,050,000. However, the value of the benefits at the time they may be given cannot presently be ascertained. The matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

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

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

Chapter 2E of the Corporations Act

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

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

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

The grant of the PSARs to Mr David Keane will constitute the giving of a financial benefit and Mr David Keane is a related party of the Company by virtue of being a Director of the Company.

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

Listing Rules 10.18 and 10.19

If Shareholder approval is obtained under Resolution 5, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which certain termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Directors' recommendation

The Board, other than Mr David Keane, consider the grant of the PSARs to Mr David Keane to be appropriate in all circumstances and unanimously recommends that Shareholders vote in favour of Resolution 5 for the grant of the PSARs to Mr David Keane. Directors other than Mr David Keane do not have an interest in the outcome of the proposed resolution.

7. Resolution 6 – Approval of Employee Share Option Plan

Background

Resolution 6 seeks Shareholder approval for the employee share option plan (**ESOP**) which was first adopted on 27 October 2016, and most recently approved on 22 November 2022, to provide ongoing incentives to eligible employees, directors and contractors of the Company and its related bodies corporate (**Eligible Persons**).

If Resolution 6 is passed, the ESOP will continue to enable the Company to issue Options to Eligible Persons and to issue Shares to those persons if they choose to exercise their Options, without using the Company's placement capacity under Listing Rule 7.1. In the case of a director, no Option may be issued to the director without express Shareholder approval of the number and terms of the Options.

If Resolution 6 is not passed, any Options issued to Eligible Persons, or Shares issued to Eligible Persons if they choose to exercise their Options, will count towards the Company's placement capacity under Listing Rule 7.1.

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of the fully paid ordinary securities on issue at the commencement of the 12-month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to approve the ESOP in accordance with Exception 13(b) of Listing Rule 7.2 and to enable the Company to subsequently grant Options and issue Shares on exercise of Options under the ESOP for three years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in Listing Rule 7.1 and do not otherwise fall within one of the nominated Listing Rule exceptions.

Information required by Listing Rule 7.2 Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2 Exception 13(b), the following information is provided in relation to the approval:

- (a) A summary of the terms and conditions of the ESOP is set out in Schedule B. The full terms and conditions of the ESOP may be obtained free of charge by contacting the Company.
- (b) Since the ESOP was last approved by Shareholders on 22 November 2022, the Company has issued 971,500 Options under the ESOP.
- (c) The maximum number of Options proposed to be issued under the ESOP following Shareholder approval over three years is 28,000,000 Options. This maximum is not intended to be a prediction of the actual number of Options to be issued under the ESOP but is specified for the purposes of setting a ceiling on the number of Options approved to be issued under and for the purposes of Listing Rule 7.2 Exception 13(b). Once that number is reached, any additional issues of Options under the ESOP would not have the benefit of Listing Rule 7.2 Exception 13(b) without a fresh Shareholder approval.

The voting exclusion statement in respect of Resolution 6 is set out in the Notice.

Directors' recommendation

As all the Directors are entitled to participate in the ESOP, they are interested in the outcome of Resolution 6 and accordingly do not consider it appropriate to make a recommendation to Shareholders.

8. Resolution 7 – Approval of Bigtincan Holdings Limited Rights Plan

Background

Resolution 7 seeks Shareholder approval for the Bigtincan Holdings Limited Rights Plan (**Rights Plan**) which was first adopted on 25 November 2020, to provide ongoing incentives to eligible executives, directors and other employees of the Company and its related bodies corporate (**Eligible Participants**).

If Resolution 7 is passed, the Rights Plan will continue to enable the Company to issue Rights to Eligible Participants without using the Company's placement capacity under Listing Rule 7.1. In the case of a director, no Rights may be issued to the director without express Shareholder approval of the number and terms of the Rights.

If Resolution 7 is not passed, any Rights issued to Eligible Participants will count towards the Company's placement capacity under Listing Rule 7.1.

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

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

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

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of the fully paid ordinary securities on issue at the commencement of the 12-month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to approve the Rights Plan in accordance with Exception 13(b) of Listing Rule 7.2 and to enable the Company to subsequently grant Rights and issue Shares on exercise of Rights under the Rights Plan for three years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in Listing Rule 7.1 and do not otherwise fall within one of the nominated Listing Rule exceptions.

Information required by Listing Rule 7.2 Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2 Exception 13(b), the following information is provided in relation to the approval:

- (d) A summary of the terms and conditions of the Rights Plan is set out in Schedule C. The full terms and conditions of the Rights Plan may be obtained free of charge by contacting the Company.
- (e) Since the Rights Plan was last approved by Shareholders on 25 November 2020, the Company has issued 9,847,972 Rights under the Rights Plan.
- (f) The maximum number of Rights proposed to be issued under the Rights Plan following Shareholder approval over three years is 28,000,000 Rights. This maximum is not intended to be a prediction of the actual number of Rights to be issued under the Rights Plan but is specified for the purposes of setting a ceiling on the

number of Rights approved to be issued under and for the purposes of Listing Rule 7.2 Exception 13(b). Once that number is reached, any additional issues of Rights under the Rights Plan would not have the benefit of Listing Rule 7.2 Exception 13(b) without a fresh Shareholder approval.

The voting exclusion statement in respect of Resolution 7 is set out in the Notice.

Directors' recommendation

The non-executive Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

Given their potential interest in Resolution 7, executive Directors make no recommendation to Shareholders with respect to this Resolution.

9. Resolution 8 – Approval of issue of Regal Options

Background

On 4 September 2023, the Company issued 24,000,000 Options to the custodian of the Regal Tactical Credit Opportunities Fund (**Regal Options**).

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

If Shareholders approve Resolution 8, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 8, it will not invalidate the issue of the Regal Options, however, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Regal Options.

Information required under Listing Rule 7.5

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

Names of the persons to whom securities were issued or the basis on which they were identified or selected	Apex Fund Services Pty Ltd as custodian for the Regal Tactical Credit Opportunities Fund.
Number and class of securities issued	24,000,000 unlisted options.
Material terms of the securities	See Schedule D.
Date or dates on which the securities were issued	4 September 2023.
The price or other consideration the Company has received or will receive for the issue	The issue price of the Options was nil. The amount payable upon exercise of each Option is \$0.4165.
The purpose of the issue, including the intended use of any funds raised by the issue	No funds were raised from the issue of the Regal Options. Funds received from exercise of Regal Options will be applied to general working capital.

Summary of any other material terms of the agreement under which the securities were issued	See Schedule D.
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The voting exclusion statement in respect of Resolution 8 is set out in the Notice.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 8 for the approval of the issue of the Regal Options.

3. Resolution 9 – Appointment of auditor

Introduction

As previously announced to Shareholders, following a review of the Company's audit requirements, the Company's previous auditors resigned and the Board appointed BDO Audit Pty Ltd (**BDO Audit**) as auditors of the Company under s327C(1) of the Corporations Act, effective on and from 27 June 2023.

Under the Corporations Act, an auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next Annual General Meeting. Accordingly, the Company now seeks Shareholder approval pursuant to section 327B(1) of the Corporations Act to appoint BDO Audit as the Company's auditors. In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit to be appointed as the Company's auditor. A copy of this nomination is annexed in Schedule E.

BDO Audit has given its written consent to act as the Company's auditor. If Resolution 9 is passed, the appointment of BDO Audit as the Company's auditors will take effect from the close of the Annual General Meeting. If Resolution 9 is not passed, BDO Audit's appointment as auditor will not be ratified.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 9.

Glossary

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

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

Board means the current board of directors of the Company.

Chairman means the chair of the Meeting.

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

Company means Bigtincan Holdings Limited ACN 154 944 797.

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

Directors means the current directors of the Company.

Employee Share Trust means the Bigtincan Employee Share Trust established under the trust deed between the Company and the Trustee dated 18 November 2021.

ESOP means the Company's employee share option plan first adopted on 27 October 2016, as amended.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

Monte-Carlo means the Monte-Carlo option pricing model

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

Option means an option to subscribe for a Share.

PSARs means Performance Share Appreciation Rights

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

Rights means an entitlement (granted under the Rights Plan) to the value of a Share.

Rights Plan means the Bigtincan Holdings Limited Rights Plan, as amended.

SalesDirector means SalesDirector.ai, Inc.

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

Shareholder means a holder of a Share.

Trustee means Solium Nominees Australia Pty Limited as trustee for the Employee Share Trust.

US\$ means the lawful currency of the United States of America.

SCHEDULE A – SUMMARY OF BIGTINCAN EMPLOYEE SHARE TRUST TERMS AND CONDITIONS

A summary of the material terms and conditions of the Bigtincan Employee Share Trust (**Employee Share Trust**) is set out below:

1. The first trustee of the Employee Share Trust is Solium Nominees Pty Limited ACN 600 142 541 (**Trustee**). The Company can replace the Trustee and appoint a new trustee in its place.
2. The Company may contribute money to the Trustee to fund the acquisition of Shares for the purposes of an employee share scheme of the Company, including the ESOP and the Rights Plan (**Company Plan**).
3. The Trustee must, if directed by the Board, acquire new Shares issued by the Company or acquire Shares on-market or by way of an off-market transaction for the purpose of enabling the Company to satisfy its obligations to allocate Shares under the terms of a Company Plan either at that time or in the future. These Shares are referred to as **Plan Shares**.
4. Unless and until Plan Shares are allocated or transferred to participants in a Company Plan (**Participants**), the Trustee will hold those Plan Shares on trust for the benefit of Participants generally from time to time in accordance with the provisions of the Trust Deed.
5. The Trustee must allocate or transfer Plan Shares to a Participant on receipt of a direction by the Board to do so.
6. Subject to the Trust Deed, the rules of the relevant Company Plan and applicable law, if the Trustee holds allocated Plan Shares on a Participant's behalf, the Participant is entitled to receive all cash dividends paid in respect of their Plan Shares.
7. If the Trustee holds allocated Plan Shares on a Participant's behalf, the Trustee must give the Participant a copy of each notice of meeting of the Company and exercise voting rights on a poll in accordance with any directions from the Participant.
8. If the Trustee holds allocated Plan Shares on a Participant's behalf, the Participant is entitled to any bonus shares which are issued in respect of their allocated Plan Shares.
9. If the Trustee holds allocated Plan Shares on a Participant's behalf, and, pursuant to a demerger undertaken by the Company, an entitlement to receive shares in another company arises in respect of those Shares, the Trustee holds the Participant's shares in the other company on separate trust for that Participant.
10. If the Trustee holds allocated Plan Shares on a Participant's behalf, then subject to applicable law the Trustee must notify the Participant of any rights to acquire shares or other securities to be issued by the Company (**Share Rights**) which accrue to their allocated Plan Shares. The Participant may provide instructions to the Trustee regarding how the Share Rights are to be dealt with. If any Share Rights are sold, the Trustee must account to the Participant for the proceeds of sale of the Share Rights after deduction of the costs and expenses relating to sale. If the Trustee acquires any securities pursuant to the Share Rights on behalf of the Participant, the Trustee must transfer those securities to the Participant.
11. The Company indemnifies the Trustee in respect of all liabilities, costs and expenses incurred by the Trustee in the execution of the Trust.
12. The Company must pay all expenses in relation to the Employee Share Trust.

SCHEDULE B – SUMMARY OF EMPLOYEE SHARE OPTION PLAN (ESOP) TERMS AND CONDITIONS

Aspect	Details
Eligibility	Options may be granted under the ESOP to any person who is, or is proposed to be, an employee, a non-executive director or a contractor of the Company or any of its associated bodies corporate, and whom the Directors determine to be an eligible person for the purposes of participation in the ESOP (referred to as an Eligible Person).
Issue cap	<p>An Option that involves the payment of monetary consideration may only be offered if, at the time the offer is made, the Shares to be received on exercise of the Option, when aggregated with the number of Shares that are, or are covered by, employee share scheme interests that have been issued, or may be issued, under offers that were both received in Australia and made in connection with the ESOP or any other employee share scheme of the Company made at any time in the previous 3 years, does not exceed 5% (or, if the constitution of the Company specifies a different issue cap percentage, that percentage) of the total number of Shares issued by the Company as at the date the offer is made. At the date of this Notice, the constitution of the Company does not specify a different issue cap percentage.</p> <p>Certain offers of Options may be excluded from calculation as permitted by the Corporations Act, including excluded offers under section 708 of the Corporations Act and offers under a disclosure document.</p>
Entitlement	Each Option entitles the participant to subscribe for one ordinary Share in the Company.
Option terms	The specific terms relevant to the grant of Options are set out in an offer from the Company to the Eligible Person which shall contain details of the application price (if any) (which must not be for more than nominal consideration), the expiry date, the exercise price, the vesting date, any applicable performance conditions and other specific terms relevant to those Options.
Transfer	Options are not transferable otherwise than by transmission to a legal personal representative on the death of the participant or to the participant's trustee in bankruptcy on the bankruptcy of the participant.
Participation in new issues of Shares	An Option does not confer any rights to participate in a new issue of Shares by the Company.
Rights issues, bonus issues and reorganisations	<p>If the Company conducts a rights issue, the exercise price of Options will be adjusted in accordance with the adjustment formula for pro rata issues set out in the Listing Rules.</p> <p>If the Company makes a bonus issue of securities to holders of Shares, the rights of a holder in respect of an unexercised Option will be modified such that the participant will receive, upon exercise of an Option, one Share plus such additional securities which the participant would have received had the participant exercised the Option immediately before the record date for that bonus issue and participated in the bonus issue as the holder of the Share.</p> <p>If the Company's issued capital is reorganised (including consolidation, subdivision, reduction, or return), then the number of Options, the exercise price or both or any other terms will be reorganised in a manner determined by the Board which complies with the Listing Rules.</p>
Ranking of Shares issued on exercise	Any Shares issued under the ESOP rank equally in all respects with the Shares of the same class on issue, subject to the restrictions on the transfer of Shares summarised below.
Transfer of Shares issued on exercise	Shares issued on exercise of Options are not transferable for the period (if any) specified in the offer from the Company to the Eligible Person.
Lapsing of Options	<p>An unvested Option lapses upon the first to occur of the following:</p> <p>(a) its expiry date;</p>

Aspect	Details
	<p>(b) any applicable performance condition not being satisfied prior to the end of any prescribed performance period;</p> <p>(c) a transfer or purported transfer of the Option in breach of the rules;</p> <p>(d) 30 days following the day the participant ceases to be employed or engaged by the Company or an associated body corporate by resigning voluntarily and not recommencing employment with the Company or an associated body corporate before the expiration of that 30 days;</p> <p>(e) 30 days following the day the participant ceases to be employed or engaged by the Company or an associated body corporate by reason of his or her death, disability, bona fide redundancy, or any other reason with the approval of the Board and the participant has not recommenced employment with the Company or an associated body corporate before the expiration of those 30 days, however the Board has a discretion to deem all or any of the options to have vested;</p> <p>(f) termination of the participant’s employment or engagement with the Company or an associated body corporate on the basis the participant acted fraudulently, dishonestly, in breach of the participant’s obligations or otherwise for cause.</p> <p>A vested but unexercised Option lapses upon the first to occur of the following:</p> <p>(a) its expiry date;</p> <p>(b) a transfer or purported transfer of the option in breach of the rules;</p> <p>(c) termination of the participant’s employment or engagement with the Company or an associated body corporate on the basis the participant acted fraudulently, dishonestly, in breach of the participant’s obligations or otherwise for cause.</p>
Amendment of ESOP rules	<p>Subject to the Listing Rules and the law, the Board may at any time by resolution amend or add to the rules of the ESOP. However, the consent of a participant is required for any change to the rules or Option terms which prejudicially affects the rights of the participant in relation to the Option (except for certain changes, including changes to benefit the administration of the Plan or to comply with laws, Listing Rules or regulations).</p>

SCHEDULE C – SUMMARY OF BIGTINCAN HOLDINGS LIMITED RIGHTS PLAN (RIGHTS PLAN) TERMS AND CONDITIONS

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

Aspect	Details
Measurement Period	The Measurement Period is the period over which vesting conditions are assessed and may be determined by the Board as part of each Invitation but will generally be three years for Performance Rights, starting from the beginning of the first financial year in the Measurement Period (including for Performance SARs).
Vesting Conditions	<p>Vesting Conditions are to be determined by the Board as part of each Invitation. Performance Rights will vest based on selected measures of Company performance and service with the Company. They are intended to create alignment with indicators of shareholder value creation over the Measurement Period.</p> <p>Service Rights will vest based on periods of service with the Company only, and will generally relate to annual remuneration cycles when granted as part of fixed remuneration.</p> <p>Restricted Rights do not have Vesting Conditions and are fully vested at grant but are subject to disposal restrictions. The disposal restrictions may extend to the Shares (Restricted Shares) that result from exercising Restricted Rights, as appropriate to circumstances. This is likely to be used where the application of vesting conditions is not appropriate e.g. in the case of deferred STVR awards for executives.</p>
Gates	The Board may attach Gates to tranches of Performance Rights. A Gate is a condition that, if not fulfilled, will result in nil vesting of a tranche regardless of performance in relation to the Vesting Conditions.
Cost of Rights and Exercise Price	<p>No amount is payable by Participants for Rights unless otherwise determined by the Board. Rights are intended to form part of the annual remuneration package appropriate to each Participant.</p> <p>No Exercise Price is payable by a Participant to exercise Rights under the Rules. However, as part of the terms of an Invitation the Board may determine that a notional Exercise Price applies, which will be deducted from the value of a Share in determining the Exercised Rights Value i.e. creating a cashless exercise option or Share Appreciation Right/SAR which functions identically to an option, but is less dilutive than traditional options from a shareholder perspective.</p>
Exercise of Vested Rights	<p>Vested Rights may be exercised at any time between the Vesting Date (or the latter elapsing of Exercise Restrictions if applicable) and the end of their Term, by the Participant submitting an Exercise Notice, otherwise they will lapse. The Exercised Rights Value will be determined as follows and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <p><i>Exercised Rights Value =</i> <i>Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</i></p> <p>Generally, it is expected that vested Rights will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited under the Company's securities trading policy.</p> <p>For Participants outside of Australia, the Invitation may specify an automatic exercise date, to comply with local regulatory and tax conditions.</p>
Exercise Restrictions	<p>An Invitation may specify a period of Exercise Restrictions during which Rights may not be exercised, even if vested.</p> <p>For Restricted Rights which are fully vested at grant, Exercise Restrictions apply for at least 90 days following the Grant Date.</p>
Disposal Restrictions	Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.

Aspect	Details
	<p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <p>a) The Company’s securities trading policy, and b) The insider trading provisions of the Corporations Act.</p> <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing or because of Specified Disposal Restrictions included in an Invitation will be Restricted Shares while they are so restricted.</p> <p>Bigtincan will ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively by any trustee of an Employee Share Trust that may be engaged in connection with the Rights Plan.</p>
Specified Disposal Restrictions	<p>Invitations may include Specified Disposal Restrictions that apply for a specified period to Restricted Shares that result from the exercising of Rights or Rights. The Board will decide whether to include such conditions and the period for which they will apply.</p> <p>Initially, grants will not be subject to a Specified Disposal Restriction.</p>
Disposal and Exercise Restrictions at Taxing Point	<p>In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Termination of Employment	<p>Generally, if termination of employment occurs within the first year of the Measurement Period, Performance Rights (including Performance SARs) will be forfeited in the proportion that the remainder of the first year of the Measurement Period bears to a full year, commensurate with the annual nature of Performance Rights grants. Remaining Performance Rights (including Performance SARs) will then continue to be held for testing for vesting at the end of the Measurement Period. Any Performance Rights and Performance SARs that do not vest following the assessment of the Vesting Conditions will be forfeited.</p> <p>Service Rights (including Service SARs) will be dealt with as specified in the relevant Invitation as appropriate to the circumstances of the granting of Service Rights and the applicable Measurement Periods. Generally pro-rata vesting for the period of service completed will apply.</p> <p>Vested Rights held after a Participant’s termination of office or employment with the Group will be automatically exercised 90 days after the date on which the Participant ceases to hold any unvested Rights and all Exercise Restrictions have elapsed.</p> <p>If Rights are exercised after the termination of employment and the Share price is lower at the date of exercise than on the date of termination, then the Exercised Rights Value will be settled in cash unless otherwise determined by the Board, in order to ensure an appropriate taxation outcome for the Participant.</p> <p>It should be noted that the Rights Plan contains clauses that address fraud, misconduct, inappropriate benefits and clawback which will result in the forfeiture of unvested and unexercised rights equivalent to traditional “Bad Leaver” approaches, but which may apply at any time including during employment.</p>
Delisting	<p>In the event the Board determines that the Company will be subject to a de-listing, the Vesting Conditions specified in an Invitation for Performance Rights will cease to apply and:</p> <ul style="list-style-type: none"> • Rights with an Exercise Price greater than nil (SARs) will vest 100% unless otherwise determined by the Board, comparable to the traditional treatment of Options and appropriate to the marginal value of such instruments,

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

SCHEDULE D – TERMS AND CONDITIONS OF REGAL OPTIONS

These are the terms and conditions of the Options:

Entitlement

1. Each Option entitles Regal (or their nominee) or any transferee from time to time to subscribe for one fully paid ordinary share in the Company (**Share**) upon exercise of the Option.

Exercise Price

2. Subject to paragraph 11, the amount payable upon exercise of each Option is \$0.4165 (**Exercise Price**).

Expiry Date

3. Each Option will expire at 5:00 pm (Sydney time) on 4 September 2025 (**Expiry Date**). An Option not exercised on or before the Expiry Date will automatically lapse at 5:00 pm (Sydney time) on the Expiry Date.

Exercise Period

4. The Options will vest immediately and are exercisable at any time after the date of their issue and prior to 5:00 pm (Sydney time) on the Expiry Date (**Exercise Period**).

Notice of Exercise

5. The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. The Options may be exercised in whole or in part (and at one or more times) on or before the Expiry Date.

Exercise Date

6. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

Timing of issue of Shares on exercise

7. Within 5 Business Days after the later of the following:
 - (a) the Exercise Date; and
 - (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,but in any case no later than 20 Business Days after the Exercise Date, the Company will:
 - (c) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company. For the avoidance of doubt, the Company must issue new Shares upon exercise, and the Option does not entitle the Holder to purchase or acquire existing Shares;
 - (d) give the Australian Securities Exchange (**ASX**) a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with the Australian Securities and Investments Commission (**ASIC**) a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares following their issue does not require disclosure to investors; and
 - (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under sub-paragraph 7(d) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

Shares issued on exercise

8. Shares issued on exercise of the Options must:
 - (a) be fully paid;
 - (b) be issued in compliance with all applicable law and all contractual rights;

- (c) be free from any encumbrance, security interest, pre-emptive right, or other restriction;
- (d) rank equally with the then issued shares of the Company; and
- (e) be freely transferable.

Quotation of Shares issued on exercise

9. If admitted to the official list of ASX at the time, application must be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

Liquidated damages for delay in issue of Shares

10. If the Company fails to issue Shares in response to a Notice of Exercise within the 20 Business Day time limit required by paragraph 7, then it must on the same day as the Shares are subsequently issued (or on demand if the Shares have not yet been issued) pay to the Holder an amount equal to \$30,000 for every trading day (as defined in the ASX Listing Rules) after the end of that time limit up to but excluding the day of issue of the Shares. For the avoidance of doubt, this paragraph 10 does not limit the Company's obligation to issue Shares in accordance with these Terms and Conditions.

Reconstruction of capital

11. The Options do not confer the right to a change in the Exercise Price, or a change to the number of underlying Shares over which they can be exercised, except:
- (a) In the event of a reorganisation event (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Options, the terms of the Options will be changed to the extent necessary to comply with ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
 - (b) If before the expiry of the Options the Company makes a bonus issue of shares or other securities to holders of Shares, then upon exercise of an Option the Holder will be entitled to have issued to it (in addition to the Shares which it is otherwise entitled to have issued to it upon such exercise) the additional shares or other securities which would have been issued to the Holder if the Options had been exercised and the Option Shares issued before the record date for the relevant bonus issue of shares or other securities.
 - (c) A change to the Exercise Price will be made to take account of any pro-rata issue (as defined in ASX Listing Rules) by the Company (other than a bonus issue) before an Option is exercised. Any such change will be in accordance with the formula in ASX Listing Rule 6.22.2 at the relevant time.

Participation in new issues

12. There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

Not quoted

13. The Company will not apply for quotation of the Options.

Transferability

14. The Options are transferable by using a common or usual form of transfer (or other form acceptable to the Company or its registry), without the need for approval of the Company.

Variation

15. A variation of this deed poll must be in writing and signed by the Company and Regal (or any transferee from time to time).

Deed Poll

16. Each Holder has the benefit of and may enforce this deed poll even though it is not a party to, or is not in existence as at the time of, execution and delivery of, this deed poll.
17. Each Holder may enforce its rights under this deed poll independently from any other Holder (or any other person).

Governing law

18. These terms and conditions are governed by the laws of the state of New South Wales. The parties submit to the non-exclusive jurisdiction of the Courts of New South Wales.

SCHEDULE E – Nomination of BDO Audit Pty Ltd as auditors

The Directors

Bigtincan Holdings Limited
Level 8, 338 Pitt St
Sydney NSW 2000

27 October 2023

Dear Directors

The undersigned being a member of Bigtincan Holdings Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Wayne Stevenson (for and on behalf of Rangitata Nominees Pty Ltd)