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ASX Announcement

11 June 2024

BIGTINCAN HOLDINGS LIMITED ENTITLEMENT OFFER

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

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

Bigtincan today announced an accelerated non-renounceable entitlement offer to eligible shareholders to subscribe for 1 new fully paid ordinary share in Bigtincan (**New Shares**) for every 3 existing Bigtincan shares held at 7.00pm (Sydney time) on Thursday, 13 June 2024 to raise approximately \$20.5 million (**Entitlement Offer**). Each New Share will be issued at an issue price of \$0.10.

Further details regarding the Entitlement Offer are contained in the announcements released to ASX today by Bigtincan.

Bigtincan advises:

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

- (e) information regarding the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of Bigtincan, and the consequences of that effect, is set out below.

Effect of the Entitlement Offer on control

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

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

- (a) if all eligible shareholders take up their rights under the Entitlement Offer, there will be no material effect on the control of Bigtincan;
- (b) to the extent that any eligible shareholder fails to take up their rights under the Entitlement Offer, that eligible shareholder's percentage holding in Bigtincan will be diluted by the issue of the New Shares under the Entitlement Offer;
- (c) the percentage holding in Bigtincan's shares of shareholders with registered addresses outside Australia and New Zealand (excluding any relevant eligible institutional shareholders) will be diluted as a result of the issue of New Shares under the Entitlement Offer;
- (d) Regal Funds Management Pty Limited (**Regal**), an existing substantial shareholder of the Company, has provided a firm commitment to take up its full entitlement under the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) and also proposes to sub-underwrite a part of the retail component of the Entitlement Offer (**Retail Entitlement Offer**), such that the total of its firm commitment under the Institutional Entitlement Offer and its sub-underwriting commitment under the Retail Entitlement Offer equals approximately \$7.8 million;
- (e) where:
 - (i) Regal takes up its full entitlement under the Institutional Entitlement Offer;
 - (ii) there is zero uptake from any shareholders under the Retail Entitlement Offer;
 - (iii) no existing options are exercised and no existing Performance Share Appreciation Rights or Service Rights are converted into shares; and
 - (iv) Regal sub-underwrites the maximum amount of its sub-underwriting commitment in relation to the shortfall of the Retail Entitlement Offer,Regal's voting power could increase from 13.87% up to 19.9%;
- (f) although the issue of New Shares which are not taken up by eligible shareholders under the Entitlement Offer may result in an increase in the voting power in Bigtincan of the

underwriters and sub-underwriters of the Entitlement Offer (or eligible institutional investors who may be allocated New Shares via the bookbuild process to be conducted by the underwriters), it is not expected that such issue of New Shares will have a material effect on the control of Bigtincan.

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