

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

ASX Announcement

18 June 2024

Retail Offer Booklet

Bigtincan Holdings Limited (**ASX: BTH**) attaches a copy of the retail entitlement offer booklet ("**Retail Offer Booklet**") in relation to the retail component of the fully underwritten 1 for 3 accelerated pro-rata non-renounceable entitlement offer ("**Entitlement Offer**"), as announced to the ASX on Tuesday, 11 June 2024.

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

Retail Entitlement Offer

The retail component of the Entitlement Offer ("**Retail Entitlement Offer**") opens at 10.00am (Sydney time) today, Tuesday, 18 June 2024, and closes at 5.00pm (Sydney time) on Tuesday, 2 July 2024.

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

Shareholder enquiries

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

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

Authorised by: **Board of Directors of Bigtincan Holdings Limited**

ABOVE INFORMATION

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

Bigtincan Holdings Limited

ACN 154 944 797

Retail Entitlement Offer

Details of a fully underwritten 1 for 3 accelerated pro-rata non-renounceable entitlement offer of new shares in Bigtincan Holdings Limited at an offer price of \$0.10 per New Share.

The Retail Entitlement Offer closes at
5.00pm (Sydney time) on Tuesday, 2 July 2024

IMPORTANT NOTICE

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

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

Contents

Important Notices	1
Chairman's Letter	3
Summary of the Entitlement Offer	5
Key Dates	6
1. Details of the Entitlement Offer	7
2. How to Apply	12
3. ASX Announcements and Investor Presentation	18
4. Additional Important Information	45
Glossary	49
Corporate Directory	51

Important Notices

Introduction

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

This Retail Offer Booklet is dated 18 June 2024.

Responsibility

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

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

Definitions, currency and time

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

Foreign jurisdictions

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

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

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

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

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

Important information – New Zealand residents

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of Bigtincan with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

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

Past performance

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

Future performance and forward-looking statements

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

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

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

Governing law

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

Chairman's Letter

18 June 2024

Dear Shareholder

On behalf of Bigtincan Holdings Limited (**Bigtincan**), I am pleased to invite you to participate in the recently announced 1 for 3 accelerated pro-rata non-renounceable entitlement offer for new Bigtincan ordinary shares (**New Shares**) at an offer price of \$0.10 per New Share (**Offer Price**) to raise approximately \$20.5 million (before costs) (**Entitlement Offer**).

On Tuesday, 11 June 2024, Bigtincan announced that, to support the ongoing operating plan for Bigtincan and expand on its global go2market team to promote GenieAI and integrations for the core platform, Bigtincan is conducting the Entitlement Offer.

The institutional accelerated component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on Tuesday, 11 June 2024. This information booklet (**Retail Offer Booklet**) relates to the non-accelerated component of the Entitlement Offer (**Retail Entitlement Offer**).

Bigtincan intends to use the proceeds of the Entitlement Offer to fund investments in core AI technology, data infrastructure related to provisioning of GenieAI technology, market awareness and development, working capital and transaction costs.

More detail is provided in Bigtincan's Investor Presentation which accompanied the announcement of the Entitlement Offer lodged with the Australian Securities Exchange (**ASX**) on Tuesday, 11 June 2024 and the announcement of the completion of the Institutional Entitlement Offer lodged with the ASX on Wednesday, 12 June 2024 (and included in section 3 of this Retail Offer Booklet).

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the Offer Price of \$0.10 per New Share, which is the same price as under the Institutional Entitlement Offer. The Offer Price of \$0.10 per New Share represents a discount of 28.6% to the last traded price of Bigtincan shares before the Entitlement Offer was announced (being \$0.14 on Friday, 7 June 2024) and a discount of 23.1% to the TERP.¹

The number of New Shares you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form, obtainable online via www.computersharecas.com.au/BTHOffer. If you take up your Entitlement in full, you can also apply for Additional New Shares in excess of your Entitlement, at the Offer Price (**Top Up Facility**) (refer to section 1.4 of this Retail Offer Booklet for more information).

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

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

¹ The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Bigtincan Shares should trade immediately following the ex-date for the Entitlement Offer assuming 100% take up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Bigtincan Shares trade immediately following the ex-date for the Entitlement Offer will depend on many factors and may not approximate TERP. At 7 June 2024, Bigtincan's last closing price was \$0.14 per Share and the TERP is \$0.13 per Share.

Other information

This Retail Offer Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to the ASX on Tuesday, 11 June 2024, and provides information on Bigtincan, the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates;
- how to access your personalised Entitlement and Acceptance Form which details your Entitlement; and
- instructions on how to take up all or part of your Entitlement, and Additional New Shares in excess of your Entitlement under the Top Up Facility.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Tuesday, 2 July 2024.

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

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

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

Yours sincerely



Tom Amos
Chairman

Summary of the Entitlement Offer

Institutional Entitlement Offer	
Ratio	1 New Share for every 3 Existing Shares
Offer Price	\$0.10 per New Share
Size	100,344,733 New Shares
Gross proceeds	\$10,034,473
Retail Entitlement Offer	
Ratio	1 New Share for every 3 Existing Shares
Offer Price	\$0.10 per New Share
Size	105,072,964 New Shares
Gross proceeds	\$10,507,296
Total Gross Proceeds	
Expected total gross proceeds of the Entitlement Offer	\$20,541,769

Key Dates

Event	Date
Announcement of Entitlement Offer	Tuesday, 11 June 2024
Announcement of results of Institutional Entitlement Offer Trading resumes on an ex-entitlement basis	Wednesday, 12 June 2024
Record date for Retail Entitlement Offer (7.00pm (Sydney time))	Thursday, 13 June 2024
Access letter in relation to Retail Offer Booklet despatched to Eligible Retail Shareholders	Tuesday, 18 June 2024
Retail Entitlement Offer opens	Tuesday, 18 June 2024
Settlement of Institutional Entitlement Offer	Tuesday, 18 June 2024
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Wednesday, 19 June 2024
Closing Date for acceptances under Retail Entitlement Offer (5.00pm (Sydney time))	Tuesday, 2 July 2024
Announcement of results of Retail Entitlement Offer	Friday, 5 July 2024
Settlement of Retail Entitlement Offer	Monday, 8 July 2024
Allotment of New Shares under Retail Entitlement Offer	Tuesday, 9 July 2024
Normal ASX trading for New Shares issued under Retail Entitlement Offer	Wednesday, 10 July 2024
Despatch of holding statements for New Shares issued under Retail Entitlement Offer	Wednesday, 10 July 2024

Notes:

All times are Sydney time.

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

Enquiries

For any enquiries please call Computershare Investor Services Pty Limited as Share Registry on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

1. Details of the Entitlement Offer

1.1 Introduction

The Entitlement Offer is an accelerated pro-rata non-renounceable offer of 1 New Share for every 3 existing Bigtincan ordinary shares at the Offer Price of \$0.10 per New Share to raise approximately \$20.5 million (before costs).

Bigtincan intends to use the proceeds of the Entitlement Offer to fund investments in core AI technology, data infrastructure related to provisioning of GenieAI technology, market awareness and development, working capital and transaction costs.

The Entitlement Offer has two components:

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

1.2 Institutional Entitlement Offer

Bigtincan has already raised approximately \$10.0 million from Eligible Institutional Shareholders under the Institutional Entitlement Offer. New Shares are expected to be issued under the Institutional Entitlement Offer on Wednesday, 19 June 2024.² New Shares issued under the Institutional Entitlement Offer are to be issued at the same price and at the same ratio as those being offered under the Retail Entitlement Offer.

Bigtincan's ASX announcement of Wednesday, 12 June 2024, in relation to completion of the Institutional Entitlement Offer, is set out in section 3 of this Retail Offer Booklet.

1.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only. The Retail Entitlement Offer will raise approximately \$10.5 million.

Eligible Retail Shareholders who are on Bigtincan's share register on the Record Date are being offered the opportunity (**Entitlement**) to subscribe for 1 new Bigtincan ordinary share (**New Share**) for every 3 Bigtincan ordinary shares (**Shares**) held on the Record Date at the Offer Price of \$0.10 per New Share.

The Offer Price of \$0.10 per New Share represents a discount of 28.6% to the last traded price of Bigtincan shares before the Entitlement Offer was announced (being \$0.14 on Friday, 7 June 2024) and a discount of 23.1% to the TERP.

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

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

² Settlement of the Institutional Entitlement Offer is due to occur on Tuesday, 18 June 2024 and is subject to certain conditions and termination events. Refer to section 4.6 of this Retail Offer Booklet and page 13 of the Investor Presentation set out in section 3 of this Retail Offer Booklet.

periodic and continuous disclosure announcements to the ASX available at www.asx.com.au.

Your Entitlement is set out on your personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 3 Existing Shares you held as at the Record Date of 7.00pm (Sydney time) on Thursday, 13 June 2024 rounded up to the nearest whole New Share. If you have more than one holding of Existing Shares, you will have more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Eligible Retail Shareholders who take up their full Entitlement (other than related parties of the Company) may also participate in the Top Up Facility by applying for Additional New Shares in excess of their Entitlement at the Offer Price. Refer to sections 1.4 and 1.5 of this Retail Offer Booklet for further information regarding the Top Up Facility and the allocation policy under the Top Up Facility.

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

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

1.4 Top Up Facility

Any Entitlements not taken up pursuant to the Retail Entitlement Offer will be offered for subscription under the Top Up Facility.

Eligible Retail Shareholders who have fully subscribed for their Entitlements under the Retail Entitlement Offer may also subscribe for additional New Shares (**Additional New Shares**) in excess of their Entitlements at the Offer Price (**Top Up Facility**).

Eligible Retail Shareholders wishing to apply for Additional New Shares under the Top Up Facility must consider whether or not the issue of the Additional New Shares applied for would breach the Corporations Act, the Listing Rules or any other relevant regulation or law having regard to their own circumstances and should seek professional advice where necessary. This means that an Eligible Retail Shareholder who is a 'related party' of the Company (as that term is defined in the Listing Rules) or is otherwise a person to whom Listing Rule 10.11 applies may not apply for Additional New Shares under the Top Up Facility.

Any Additional New Shares will be limited to the extent there are sufficient New Shares from Eligible Retail Shareholders who do not take up their Entitlements in full or from Entitlements of Ineligible Retail Shareholders.

The Directors reserve the right to allocate Additional New Shares at their sole discretion, in consultation with the Underwriters, and otherwise in accordance with the allocation policy in section 1.5 below.

In allocating Additional New Shares, the Board may have regard to the following (non-exhaustive) factors:

- (a) the number of New Shares that an Eligible Retail Shareholder is entitled to subscribe for pursuant to its Entitlement relative to the number of Additional New Shares that it has applied for;
- (b) the total number of Additional New Shares available for subscription under the Top Up Facility;

- (c) the number of Shares held by an Eligible Retail Shareholder after the completion of the Entitlement Offer;
- (d) identifying any Eligible Retail Shareholders who are potential long term or cornerstone investors of the Company;
- (e) the timeliness of the application by particular Eligible Retail Shareholders;
- (f) the overall level of demand under the Retail Entitlement Offer; and
- (g) ensuring an appropriate Shareholder base for the Company going forward.

The Board, in consultation with the Underwriters, may scale back allocations of Additional New Shares prior to allotting and issuing those Additional New Shares. The Board anticipates that should it receive applications for Additional New Shares in excess of the number of Additional New Shares available for subscription under the Top Up Facility, it will cap or scale back allocations of Additional New Shares on a pro-rata basis having regard to each Eligible Retail Shareholder's holding in Shares as at the Record Date.

In any event:

- (a) no Additional New Shares will be issued to an Eligible Retail Shareholder which would, if issued, result in them (together with their associates) increasing their voting power in the Company above 20%; and
- (b) no Additional New Shares will be issued if their issue would contravene any law or Listing Rule.

There is no guarantee that Eligible Retail Shareholders will receive the number of Additional New Shares applied for. The Company's decision on the number of New Shares and Additional New Shares to be allocated to an applicant will be final.

In the event of a scale back, the difference between the Application Monies received, and the number of New Shares and Additional New Shares allocated to the applicant multiplied by the Offer Price, will be refunded by the Company, without interest, following allotment.

The issue of Additional New Shares (if any) will occur on the same date as the issue of New Shares under the Retail Entitlement Offer, and in any event no later the two months after the Closing Date.

1.5 Allocation policy

The allocation policy adopted by the Company for the Retail Entitlement Offer is as follows:

Step	Allocation	Policy
Step 1	Retail Entitlement Offer	Eligible Retail Shareholders apply for their Entitlements pursuant to the Retail Entitlement Offer.
Step 2	Top Up Facility	Subject to the terms of the Top Up Facility detailed in section 1.4, Eligible Retail Shareholders who apply for their Entitlements in full may apply for Additional New Shares.
Step 3	Shortfall Shares	If, following the allocation of Additional New Shares in accordance with Step 2 there remains Shortfall Shares which have not been allocated, the Shortfall Shares will

		<p>be issued to the Underwriters, or to investors procured by the Underwriters, in accordance with the terms of the Underwriting Agreement. Refer to the “Equity Raising and underwriting risk” section of the Investor Presentation set out in section 3 of this Retail Offer Booklet for a summary of the material terms of the Underwriting Agreement.</p> <p>Subject to the terms of the Underwriting Agreement, the Directors reserve the right to issue any remaining Shortfall Shares to new investors or existing Shareholders within 3 months of the close of the Entitlement Offer at a price no less than the Offer Price. The allocation of the Shortfall Shares will be within the complete discretion of the Company, having regard to factors such as:</p> <ul style="list-style-type: none"> (a) the Company’s desire for an informed and active trading market; (b) the Company’s desire to establish a wide spread of shareholders, the size and type of funds under management of particular investors; (c) the likelihood that particular investors will be long-term shareholders; and (d) any other factors the Directors consider appropriate. <p>No Shortfall Shares will be issued to an applicant under this Retail Offer Booklet if the issue of New Shares would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no Shortfall Shares will be issued to any Directors or other related parties of the Company unless prior Shareholder approval is received</p>
--	--	---

1.6 Optionholders

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

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

1.7 Effect on capital structure

The capital structure of Bigtincan following the issue of New Shares under the Entitlement Offer is expected to be as follows:

Event	Shares	Options	Performance Share Appreciation Rights	Service Rights
Balance on the date of this Retail Offer Booklet	616,253,090	55,729,580	13,100,184	9,559,537
To be issued under the Institutional Entitlement Offer ^{1,2}	100,344,733	Nil	Nil	Nil
To be issued under the Retail Entitlement Offer ^{1,2}	105,072,964	Nil	Nil	Nil
TOTAL^{1,2}	821,670,787	55,729,580	13,100,184	9,559,537

Notes:

1. These numbers may vary due to rounding of Entitlements and may increase as a result of the rounding up of Entitlements.
2. Assumes that, prior to the Record Date, no options are exercised and no service rights or performance rights are converted and no other Shares are issued.

2. How to Apply

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

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

2.2 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for every 3 Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) is obtainable online via www.computersharecas.com.au/BTHOffer. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will have more than one Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

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

2.3 Options available to you

If you are an Eligible Retail Shareholder, you may:

- (a) take up your Entitlement in full and, if you do so, you may apply for Additional New Shares under the Top Up Facility;
- (b) take up part of your Entitlement, in which case the balance of your Entitlement will lapse; or
- (c) do nothing and allow your Entitlement to lapse (refer to section 2.5).

If you are an Eligible Retail Shareholder and wish to take up all or part of your Entitlement, or you wish to also apply for Additional New Shares you should:

- (a) read this Retail Offer Booklet in full;
- (b) consider the risks associated with the Entitlement Offer, as summarised in the Investor Presentation included in section 3 of this Retail Offer Booklet, in light of your personal circumstances;
- (c) decide whether to participate in the Retail Entitlement Offer; and
- (d) make payment and apply for New Shares by either of the payment methods set out in section 2.4.

2.4 Payment methods

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

- (a) by BPAY®; or

- (b) by Electronic Funds Transfer (**EFT**) if you are unable to pay via BPAY® (for example, because you are a New Zealand shareholder who does not have an Australian bank account).

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

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

Payment by BPAY®

Make payment by BPAY® in accordance with the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number) available online at www.computersharecas.com.au/BTHOffer. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

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

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

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

You should make your payment in respect of your Application Monies via BPAY® for the number of New Shares (including any Additional New Shares) you wish to subscribe for at the Offer Price (being the Offer Price of \$0.10 per New Share) multiplied by the number of New Shares (including any Additional New Shares) you are applying for. If you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

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

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00 pm (Sydney time) on Tuesday, 2 July 2024 (subject to any variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Payment by EFT (only for Shareholders in New Zealand who do not have an Australian bank account)

Eligible Retail Shareholders with a registered address in New Zealand who do not have an Australian bank account and who are otherwise unable to submit payment via BPAY® will be able to pay by EFT. EFT is not available to Eligible Retail Shareholders with a registered address in Australia.

Make payment by EFT in accordance with the instructions on the personalised Entitlement and Acceptance Form (which includes your unique Reference Number) available online at www.computersharecas.com.au/BTHOffer.

Please note that should you choose to pay by EFT:

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

Please make sure to use your unique Reference Number provided on the online Entitlement and Acceptance Form. If you do not use the correct Reference Number your application will not be recognised as valid. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that form.

You should make your payment in respect of your Application Monies via EFT for the number of New Shares (including any Additional New Shares) you wish to subscribe for at the Offer Price (being the Offer Price of \$0.10 per New Share) multiplied by the number of New Shares (including any Additional New Shares) you are applying for. If you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

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

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than 5.00 pm (Sydney time) on Tuesday, 2 July 2024 (subject to any variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

2.5 Consequences of not taking up all or part of your Entitlement

If you do not take up all or part of your Entitlement in accordance with the instructions set out above, your Entitlement will lapse.

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

2.6 Representations by acceptance

A payment made through BPAY® or EFT constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and the Entitlement and Acceptance Form and, once lodged or paid, cannot be withdrawn. Bigtincan's decision whether to treat an acceptance as valid is final.

By making a payment by BPAY® or EFT, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- a. you are (or the person on whose account you are acting is) an Eligible Retail Shareholder;

- b. you acknowledge that you have read and understood this Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- c. you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet (and your Entitlement and Acceptance Form), and Bigtincan's constitution;
- d. you authorise Bigtincan to register you as the holder(s) of New Shares (including any Additional New Shares, if applicable) allotted to you;
- e. you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- f. you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- g. you acknowledge that once Bigtincan receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- h. you agree to apply for and be issued up to the number of New Shares (including any Additional New Shares, if applicable) specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY® or EFT, at the Offer Price per New Share;
- i. if you apply for Additional New Shares under the Top Up Facility, you declare that you are not a 'related party' (as that term is defined in the Listing Rules) or a person to whom Listing Rule 10.11 applies;
- j. you authorise Bigtincan, the Underwriters, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- k. you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date and are an Eligible Retail Shareholder;
- l. you acknowledge that the information contained in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- m. you acknowledge that this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Bigtincan and is given in the context of Bigtincan's past and ongoing continuous disclosure announcements to ASX;
- n. you acknowledge the statement of risks in the "Key Risks and International Offer Restrictions" section of the Investor Presentation included in section 3 of this Retail Offer Booklet, and that investments in Bigtincan are subject to risk;
- o. you acknowledge that none of Bigtincan or the Underwriters, nor their respective related bodies corporate or affiliates, nor their respective directors, officers, partners, employees, representatives, consultants, contractors, advisers or agents, guarantees the performance of Bigtincan, nor do they guarantee the repayment of capital;

- p. you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- q. you authorise Bigtincan to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- r. you represent and warrant (for the benefit of Bigtincan, the Underwriters and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- s. you acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and the Retail Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Bigtincan and/or the Underwriters, and each of Bigtincan and the Underwriters and their respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;
- t. you represent and warrant that the law of any place does not prohibit you from being given access to this Retail Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares (including any Additional New Shares, if applicable) and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- u. you represent and warrant (for the benefit of Bigtincan, the Underwriters and their respective related bodies corporate and affiliates) that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Retail Entitlement Offer in respect of that person);
- v. you understand and acknowledge, on your own behalf and on behalf of each person on whose account you are or may be acting, that the New Shares (including any Additional New Shares, if applicable) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States;
- w. you understand and acknowledge, on your own behalf and on behalf of each person on whose account you are or may be acting, that the New Shares (including any Additional New Shares, if applicable) will only be offered and sold outside the United States in an "offshore transaction" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- x. you are not engaged in the business of distributing securities;
- y. you have not and will not send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- z. you agree that if in the future you decide to sell or otherwise transfer the New Shares (including any Additional New Shares, if applicable) you will only do so in "regular way" transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;

- aa. you are eligible under applicable securities laws to exercise Entitlements and acquire New Shares (including any Additional New Shares, if applicable) under the Retail Entitlement Offer;
- bb. if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form (i) is resident in Australia or New Zealand, and (ii) is not in the United States or elsewhere outside Australia or New Zealand; and
- cc. you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date.

2.7 Notice to nominees and custodians

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

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

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

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

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

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

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

3. ASX Announcements and Investor Presentation

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

ASX Announcement

11 June 2024

Bigtincan Corporate & Business Update and Capital Raising to build on Bigtincan's position as a Leading Sales Enablement Company providing AI based technology to a global customer base

Bigtincan has created one of the world's leading companies in Sales Enablement with household name customers and technology leadership across all core areas of Sales Enablement. With over 2M user accounts for customers including Red Bull, Nike, AT&T, T-Mobile, Genentech and more, Bigtincan is ideally placed to extend its impact to thousands of businesses globally.

Bigtincan is building on its leadership with a program to allow Bigtincan to invest in its technology and team to create future growth.

Highlights

Bigtincan is pleased to provide the following corporate and business update and details of the capital raising

Corporate Update

- Bigtincan has received a confidential, non-binding, incomplete and indicative offer from Vector Capital Management, L.P. at an indicative offer price of \$0.25 per share.
- Bigtincan has appointed Tim Ebbeck to the Board of Directors. Tim brings extensive experience in enterprise software including roles at SAP and Oracle.

Rollover of Loan Facility

- Bigtincan has agreed a rollover of the existing \$15m loan facility, extending the term of the facility until September 2025.

Business Progression

- FY24 Outlook as at Q3 FY24 Business Update.
 - Revenue of \$120m+.
 - EBITDA of \$10m+ and Adjusted EBITDA \$15m+.
 - Free cash flow in 2H FY24 of \$5m+.
- Bigtincan will update the market on FY24 at its full year results.
- Longer term outlook
 - AI products will contribute to Bigtincan revenue in FY25.
 - Multi-Hub Business remains core company strategy leading to improved retention and revenue per customer.

Equity Raising

- To support the ongoing operating plan for Bigtincan and expand on its global gotomarket team to promote GenieAI and integrations for the core platform, Bigtincan is conducting a

fully underwritten 1 for 3 accelerated pro rata non-renounceable entitlement offer at an offer price of \$0.10 per share to raise A\$20.5m.

- Proceeds of the Equity Raising will be used to fund investments in core AI technology, data infrastructure related to provisioning of GeneiAI technology, market awareness and development, working capital and transaction costs.

Corporate Update

Bigtincan Holdings Limited (**ASX:BTH**) ("**Bigtincan**", the "**Company**"), a global software company providing a leading AI-powered sales enablement automation platform, is pleased to provide the following corporate and business update and details of a proposed capital raising.

Bigtincan has received a confidential, non-binding, incomplete and indicative offer from Vector Capital Management, L.P. at an indicative offer price of \$0.25 per share. The Independent Board Committee will, with the assistance of its financial and legal advisers, continue to carefully consider any proposals that maximise shareholder value and continue to ensure it remains in compliance with its confidentiality and continuous disclosure obligations. There is no certainty that any such proposals will lead to a transaction.

Bigtincan is pleased to announce the appointment of Tim Ebbeck to the Board of Directors. Mr Ebbeck is an experienced software industry executive and company director. Mr Ebbeck was Managing Director for Oracle in Australia and New Zealand and led Oracle's transformation at a local level from an on-premises software vendor into a software-as-a-service company.

Mr Ebbeck worked for SAP for nine years including roles as Asia Pacific Chief Commercial Officer and Australian and New Zealand CEO where he led the company through a period of rapid growth and expansion. Subsequently he became NBN Co's chief commercial officer between 2012 and 2013 and was program director for the network builder's first strategic review.

Mr Ebbeck is an experienced company director having held various director positions with a number of companies, including a non-executive director of Readytech Limited (ASX:RDY) and Indara Digital Infrastructure Limited.

Bigtincan has been named in the Top 25 Companies in Sales Enablement for 2024 by The Software Report, ahead of all competitors showcasing the competitive position of Bigtincan in the global market, and the impacts of Bigtincan's early investments in GenieAI technologies. In addition Bigtincan CEO David Keane was listed by the Software Report as one of the Top 25 Executives in Artificial Intelligence.

This industry recognition showcases the opportunities for Bigtincan to build on its history and to create an ongoing leader in Sales Enablement. Bigtincan has built a leading provider in the global market and is well positioned to grow its business into FY25 and beyond.

In addition Bigtincan has continued to develop its partnership with Microsoft with the launch of Copilot integration where Bigtincan is part of a select group of integration and ISV (independent software vendor) partners that are supporting Microsoft with the Copilot launch. The Copilot integration unlocks a seamless AI experience that saves valuable time for sales teams. With the combination of Bigtincan and Copilot a sales professional can use a natural language interface to find and share relevant content with customers and be notified of user analytics. Copilot enables sales teams to access the content they need from wherever they are working across the M365 platform.

Bigtincan was featured by “The Bull” as on The Best ASX Artificial Intelligence (AI) Shares. Investors can read more about that at thebull.com.au -

<https://thebull.com.au/best-asx-stocks/the-best-asx-artificial-intelligence-ai-shares/>.

Rollover of Loan Facility

The Company has agreed to roll AU\$15 million existing loan facility with Regal Funds Management Pty Limited as trustee for one or more funds. The material details of the loan facility are set out in the Schedule to this announcement.

Equity Raising

Bigtincan today announces an accelerated pro-rata non-renounceable entitlement offer to raise a total of approximately A\$20.5m (“**Equity Raising**”). This equity raising allows Bigtincan to invest in its ongoing program of developing and deploying the GenieAI suite of AI products and the continued build of its business and global market opportunity.

The proceeds of the Equity Raising will be used to fund the following:

Uses	A\$m	Further Commentary
Investments in core AI technology including AuthoringAI, and GenieAI technology	5	Investments in GenieAI technology with investment decisions criteria based on ; 1. Positive financial impact – through build out of technology and infrastructure 2. Advancements in platform deployment – connecting GenieAI throughout the Bigtincan platform 3. Core IP and patent protection for GenieAI based developments
Data infrastructure related to provisioning of GeneAI technologies across Bigtincan’s infrastructure in the USA, EMEA and Australia	4	Infrastructure to support the deployment of existing GenieAI technology into Bigtincan enterprise customers in the USA, EMEA and Asia/Pacific.
Market Awareness and Market Development around GenieAI	3	Expand group sales and marketing capability to support and accelerate growth with a focus on GenieAI based technologies primarily in the USA & Europe Sales, marketing and customer resources in FY25 to support revenue growth and customer retention to take advantage of GenieAI technology developments
Market development	3	Execute on promotion of GenieAI technology to build pipeline on AI technology and Bigtincan brand development in AI to capture market advantage
Working capital	4.5	Working capital for business operations and seasonal revenue
Transaction costs	1	Costs related to the offer
Total	20.5	

The Equity Raising will be conducted via a fully underwritten accelerated pro-rata non-renounceable entitlement offer of approximately A\$20.5 million (“**Entitlement Offer**”) at a ratio of 1 new share for every 3 existing shares held at the record date for the issue, being 13 June 2024 (“**Record Date**”), comprising:

- an accelerated institutional component (“**Institutional Entitlement Offer**”); and
- a retail component (“**Retail Entitlement Offer**”).

The Equity Raising will be conducted at an offer price of A\$0.10 per share (“Offer Price”) which represents a 28.6% discount to Bigtincan’s last closing price and a 23.1% discount to the Theoretical Ex-Rights Price¹ (“TERP”)².

Henslow Pty Ltd and Canaccord Genuity (Australia) Limited are acting as joint lead managers, bookrunners and underwriters.

The Equity Raising will result in the issue of approximately 205.4 million new ordinary shares (“**New Shares**”). The New Shares issued under the Equity Raising will rank equally with existing Bigtincan shares as at their date of issue.

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

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

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will commence on Tuesday, 11 June 2024. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement.

Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through the institutional shortfall bookbuild at the Offer Price on Tuesday, 11 June 2024 (**Institutional Shortfall Bookbuild**).

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

Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open at 10.00am (Sydney time) on Tuesday, 18 June 2024 and close at 5.00pm (Sydney time) on Tuesday, 2 July 2024.

Eligible retail shareholders will be those with registered addresses in Australia and New Zealand only on the Record Date of 7.00pm (Sydney time), Thursday, 13 June 2024.

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

In addition to each eligible retail shareholder’s Entitlement under the Retail Entitlement Offer, eligible retail shareholders will be offered the opportunity to apply for additional New Shares under a “top up” facility (“**Top Up Facility**”). Under the Top Up Facility, eligible retail shareholders may apply for New Shares in excess of their Entitlement at the Offer Price.

¹ Theoretical ex-rights price (“TERP”) includes shares issued under the Institutional Entitlement Offer and Retail Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Bigtincan shares trade immediately following the ex-date for the Entitlement Offer may be different from TERP. TERP has been calculated as: (existing market capitalisation of Bigtincan plus additional equity raised) / total shares on issue following the Equity Raising.

² At 7 June 2024, Bigtincan’s last closing price was A\$0.140 per share and the TERP is A\$0.130 per share.

Eligible retail shareholders are not assured of being allocated New Shares in excess of their Entitlement under the Top Up Facility. New Shares allocated under the Top Up Facility will be allocated in accordance with the allocation policy described in the Retail Offer Booklet. The Company, in consultation with the JLMs, retains absolute discretion regarding allocation under the Top Up Facility.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and accompanying personalised Entitlement and Acceptance Form which are expected to be dispatched on or around Tuesday, 18 June 2024. Copies of the Retail Offer Booklet will be available on the ASX website (www.asx.com.au) from Tuesday, 18 June 2024.

Indicative Timetable

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

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

All times below are based on Sydney time.

Event	Date
Trading halt	Friday, 7 June 2024 (after market close)
Announcement of the Entitlement Offer	Tuesday, 11 June 2024
Institutional Entitlement Offer opens	Tuesday, 11 June 2024
Institutional Entitlement Offer closes	Tuesday, 11 June 2024
Institutional Shortfall Bookbuild closes	Tuesday, 11 June 2024
Announcement of results of the Institutional Entitlement Offer	Wednesday, 12 June 2024
Trading halt lifted and shares recommence trading on an ex-entitlement basis	Wednesday, 12 June 2024
Record Date for the Entitlement Offer (7.00pm Sydney time)	Thursday, 13 June 2024
Retail Offer Booklet and Entitlement and Acceptance Form despatched	Tuesday, 18 June 2024
Retail Entitlement Offer opens	Tuesday, 18 June 2024
Settlement of New Shares issued under the Institutional Entitlement Offer	Tuesday, 18 June 2024
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Wednesday, 19 June 2024

Event	Date
Closing Date for acceptances under the Retail Entitlement Offer (5.00pm Sydney time)	Tuesday, 2 July 2024
Announcement of results of the Retail Entitlement Offer	Friday, 5 July 2024
Settlement of New Shares issued under the Retail Entitlement Offer	Monday, 8 July 2024
Allotment of New Shares issued under the Retail Entitlement Offer	Tuesday, 9 July 2024
Normal trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 10 July 2024
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	Wednesday, 10 July 2024

The above timetable is indicative only and subject to approval by ASX. The commencement of quotation of New Shares is subject to approval by ASX. The Company reserves the right to vary any of the above dates without notice subject to the requirements of the Corporations Act, the Listing Rules and any other applicable laws, including extending the Entitlement Offer or accepting late applications, either generally or in particular cases, without notice. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the Shares.

Authorised by: **Board of Directors of Bigtincan Holdings Limited**

ABOVE INFORMATION

The above information is not and is not intended to constitute financial advice, or an offer or an invitation, solicitation or recommendation to acquire or sell Bigtincan Holdings Limited shares or other financial products in any jurisdiction and is not a disclosure document or other offering document under Australian law or any other law. Actual results, performance or achievements of the Company could be materially different from those expressed in, or implied by, any forward-looking statements contained herein. This advice is for information purposes only.

Bigtincan Holdings Limited does not warrant or represent that the above information is free from errors, omissions or misrepresentations or is suitable for your intended use. The above information has been prepared without taking account of any person's investment objectives, financial situation or particular needs and nothing contained in the above information constitutes investment, legal, tax or other advice. The above information may not be suitable for your specific needs and should not be relied upon by you in substitution of you obtaining independent advice. Subject to any terms implied by law and which cannot be excluded, Bigtincan Holdings Limited accepts no responsibility for any loss, damage, cost or expense (whether direct or indirect) incurred by you as a result of any error, omission or misrepresentation in the above information.

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

Schedule

Key Terms of Loan Facility Extension

Instrument	Senior Loan Facility
Amount / Principal	A\$15m
Maturity	The Loan Facility will roll to Sep-25
Interest	12% per annum, payable monthly
Upfront Fee and Exit Fee	3% of the Principal upfront 3% of the Principal on exit / repayment
Interest Payment Date	Monthly
Minimum interest	12 months
Ranking	Amend to senior secured
Existing Options	24m options unchanged
Other	No more factoring and run-off of existing Covenants remain as they are, with additional covenant of EBITDA not to fall below \$7.5m



Equity Raising Presentation

Bigtincan Holdings Limited
ASX:BTH

11 June 2024

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

Important Notice and Disclaimer

Overview

This investor presentation ("Presentation") has been prepared by Bigtincan Holdings Limited (ACN 154 944 797) ("Bigtincan" or "Company") and is dated 11 June 2024. This Presentation has been prepared in relation to an underwritten accelerated non-renounceable entitlement offer of new Bigtincan ordinary shares ("New Shares") to be made to eligible institutional investors of Bigtincan ("Institutional Entitlement Offer") and eligible retail shareholders of Bigtincan ("Retail Entitlement Offer") under section 708AA of the Corporations Act, 2001 (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 ("Entitlement Offer" or "Equity Raising").

Summary Information

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

Not an offer

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

Not financial product advice

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

Financial data

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

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

Important Notice and Disclaimer

Future performance

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

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

Effect of rounding

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

Investment risk

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

Disclaimer

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

Determination of eligibility

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company. To the maximum extent permitted by law, the Company (including its officers, agents and employees) each disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) in respect of the exercise of that discretion or otherwise. The Company may rely on information provided by or on behalf of institutional investors in connection with managing, conducting or underwriting the Entitlement Offer without the Company having independently verified that information and the Company does not assume responsibility for the fairness, currency, accuracy, timeliness, reliability or completeness of such information.

Executive Summary

Overview	<ul style="list-style-type: none">Bigtincan is a leading Sales Enablement software provider to global enterprise customers. Modules include Readiness, Content Management and Sales Engagement. Revenue is generated via a SaaS model with 2K+ customer deployments, 100+ Fortune 500 customers; 6 key verticals services and a global team across 4 continents.Bigtincan has created a series of generative AI based products under the GenieAI offering. GenieAI based products have generated \$3m+ in AI influenced deals in Q3 FY24, and Bigtincan believes the market timing for growth around GenieAI is core to future growth.Bigtincan has conducted an equity offering, together with an extension of its existing \$15m debt facility, to allow the company to take advantage of its development of GenieAI and related technologies to help its customers to create the buying experience of the future powered by Bigtincan AI products and services.
Extension of Loan Facility	<ul style="list-style-type: none">The Company has agreed to roll AU\$15 million existing loan facility with Regal Funds Management Pty Limited as trustee for one or more funds.The material details of the loan facility are set out in the Schedule to today's ASX announcement.
Corporate Update	<ul style="list-style-type: none">Bigtincan has received a confidential, non-binding, incomplete and indicative offer from Vector Capital Management, L.P. at an indicative offer price of \$0.25 per share. The IBC will, with the assistance of its financial and legal advisers, continue to carefully consider any proposals that maximise shareholder value and continue to ensure it remains in compliance with its confidentiality and continuous disclosure obligations. There is no certainty that any such proposals will lead to a transaction.Bigtincan has appointed Tim Ebbeck to the Board of Directors. Tim brings extensive experience in enterprise software including roles at SAP and Oracle.
Equity capital raise	<ul style="list-style-type: none">Bigtincan is raising \$20.5m to fund investments in core AI technology, data infrastructure related to provisioning of GeneiAI technology, market awareness and development and working capital.
Business Outlook	<ul style="list-style-type: none">Bigtincan FY24 Outlook as per Q3 FY 24 Business Update<ul style="list-style-type: none">Revenue of \$120m+EBITDA of \$10m+ and Adjusted EBITDA \$15m+Free cash flow in 2H FY24 of \$5m+ <p>The Company will update the market on FY24 at its full year results</p>

Equity Raising

Equity Raising Presentation

Equity Raising Overview

Offer Structure and Size	<ul style="list-style-type: none">Underwritten 1 for 3 accelerated non-renounceable entitlement offer of 205.4 million fully paid ordinary shares at \$0.10 per share to raise \$20.5 million¹
Offer Price	<ul style="list-style-type: none">\$0.10 per New Share, representing:<ul style="list-style-type: none">23.1% discount to the Theoretical Ex-Rights Price (TERP) of \$0.130²28.6% discount to the last traded price of Bigtincan shares of \$0.140 on 5 June 2024
Ranking	<ul style="list-style-type: none">New Shares issued under the Entitlement Offer will rank equally in all respects with Bigtincan's existing ordinary shares from the date of their issue
Use of Proceeds	<ul style="list-style-type: none">Proceeds of the Equity Raising will be used to fund investments in core AI technology, data infrastructure related to provisioning GenieAI technologies, market awareness and market development around GenieAI, working capital and transaction costs.
Institutional Entitlement Offer	<ul style="list-style-type: none">Institutional component of the Entitlement Offer (Institutional Entitlement Offer) will be conducted by way of a bookbuild process on 11 June 2024 for Entitlements under the Institutional Entitlement Offer that are not taken up.
Retail Entitlement Offer	<ul style="list-style-type: none">Retail component of the Entitlement Offer (Retail Entitlement Offer) will open on 18 June 2024 and close on 2 July 2024
Joint Lead Managers and Underwriters	<ul style="list-style-type: none">Henslow Pty Ltd and Canaccord Genuity (Australia) Limited

1. The institutional component of the Entitlement Offer is available to eligible institutional shareholders. See the "Foreign offer restrictions" section of this Presentation for further information.
2. Theoretical ex rights price ("TERP") is the theoretical price at which Bigtincan shares ("Shares") should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Shares trade on ASX immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to the closing price of Bigtincan Shares as traded on ASX on 6 June 2024, being the last trading day prior to the announcement of the Entitlement Offer.

Equity Raising Presentation

Sources & Uses of Funds

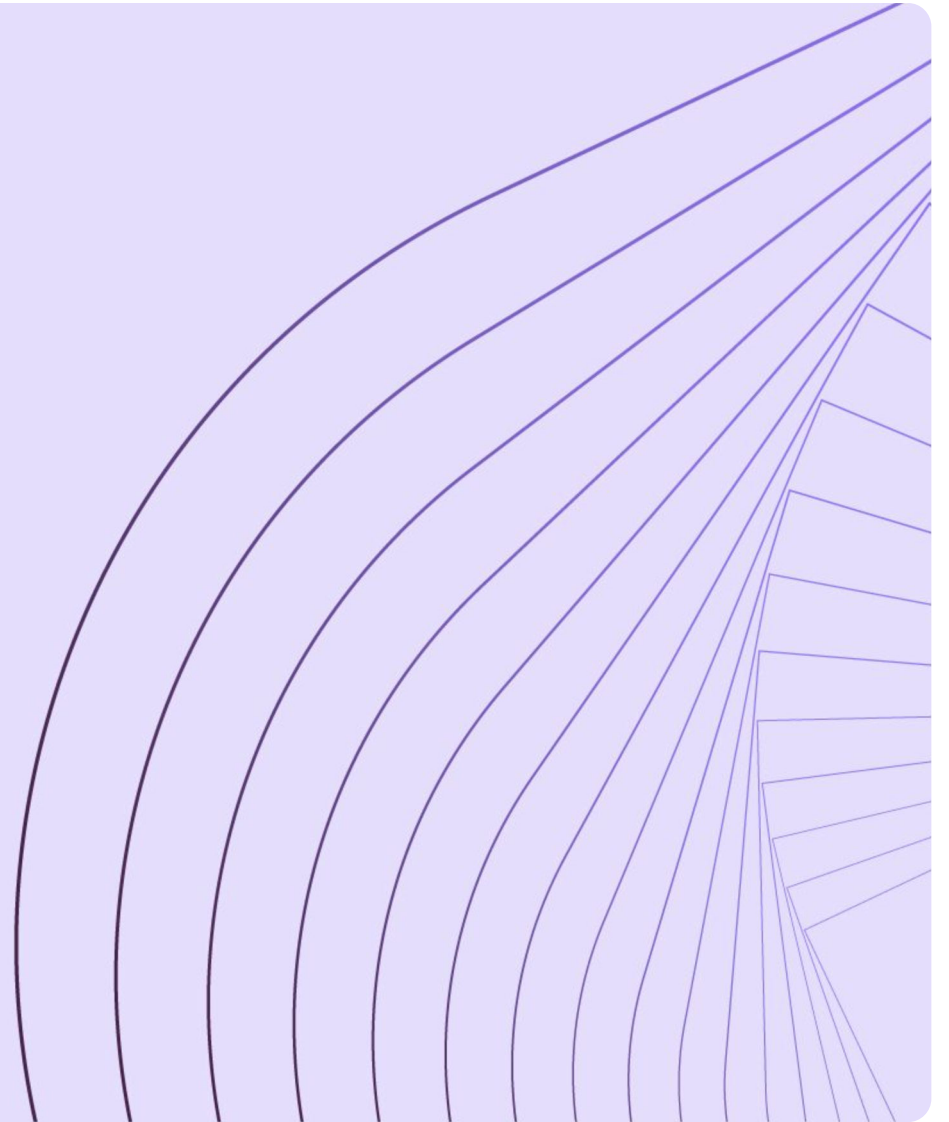
Sources	A\$m	Uses	A\$m	Further Commentary
Equity raising	20.5	Investments in core AI technology including AuthoringAI, and GenieAI technology	5	Investments in GenieAI technology with investment decisions criteria based on ; 1. Positive financial impact – through build out of technology and infrastructure 2. Advancements in platform deployment – connecting GenieAI throughout the Bigtincan platform 3. Core IP and patent protection for GenieAI based developments
Total	20.5	Data infrastructure related to provisioning of GeneAI technologies across Bigtincan's infrastructure in the USA, EMEA and Australia	4	Infrastructure to support the deployment of existing GenieAI technology into Bigtincan enterprise customers in the USA, EMEA and Asia/Pacific.
		Market Awareness and Market Development around GenieAI	3	Expand group sales and marketing capability to support and accelerate growth with a focus on GenieAI based technologies primarily in the USA & Europe Sales, marketing and customer resources in FY25 to support revenue growth and customer retention to take advantage of GenieAI technology developments
		Market development	3	Execute on promotion of GenieAI technology to build pipeline on AI technology and Bigtincan brand development in AI to capture market advantage
		Working capital	4.5	Working capital for business operations and seasonal revenue
		Transaction costs	1	Costs related to the offer
		Total	20.5	

Equity Raising Presentation

Equity Raising Timetable

Event	Time / Dates (2024)
Trading halt	7 June (after market close)
Announcement of underwritten ANREO	11 June
Announcement of results of Institutional Entitlement Offer Trading halt is lifted and trading resumes on an “ex-entitlement” basis	12 June
Record date for the Entitlement Offer (7:00pm AEST)	13 June
Offer Booklet and Entitlement & Acceptance Form issued and Retail Entitlement Offer opens	18 June
Settlement of New Shares issued under the Institutional Entitlement Offer	18 June
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	19 June
Retail Entitlement Offer closes (5.00pm AEST)	2 July
Settlement of Retail Entitlement Offer	8 July
Normal trading of New Shares issued under the Retail Entitlement Offer	10 July
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	10 July

Key Risks and International Offer Restrictions



Key Risks | Specific

Bigtincan operates in a competitive industry	The sales engagement and mobile content enablement industry is subject to competition based on factors including price, service, quality, performance standards, information security, innovation and the ability to provide customers with an appropriate range of reliable and tailored services in a timely manner.
Competition from new entrants to the industry	Bigtincan operates in an increasingly competitive industry where a number of participants are, or may, target entry into the industry with new and innovative products aimed at the industry. New entrants to the industry may offer more competitive prices for products due to a range of factors, including if they have greater financial resources than Bigtincan, which may enable them to offer products at more competitive prices while they establish their business. New entrants may also compete against Bigtincan with cheaper products that have less functionality than Bigtincan's offering.
Failure to retain existing customers and attract new customers	Bigtincan's business is dependent on its ability to retain its existing customers and attract new customers. Bigtincan's business operates under various subscription models, all of which are exposed to the risk of termination, expiry and non-renewal. Bigtincan is also dependent on its customers undertaking new projects that Bigtincan can seek to service.
Bigtincan has been loss making	Bigtincan has historically focused on developing its platform and product and growing its customer base through relationships with channel partners and the recruitment of sales and marketing staff. While EBITDA has grown in FY23 and FY24 to date if Bigtincan fails to generate positive NPAT in the future it may be required to raise further capital and Bigtincan's future operations may be adversely affected and its reputation may be damaged.
Reliance on a single platform	Bigtincan's business model is substantially reliant upon a single platform, Bigtincan Sales Enablement Automation Platform made up of three Hubs, Content, Learning and Engagement. Bigtincan's success depends on its ability to keep customers satisfied with the platform. There is a risk that Bigtincan fails to properly maintain the platform or the products within the platform or that updates or new releases may introduce errors or performance issues which could cause customer dissatisfaction and damage to reputation. Bigtincan's reputation may also suffer as a result of real or perceived reductions in functionality, product quality, reliability, security, value and customer support or a failure to reflect developments in technology or in the commercial, compliance and regulatory environment. Any of these factors may result in reduced sales and usage, loss of customers and an inability to attract new customers and possibly legal claims by customers.

Equity Raising Presentation

Key Risks | Specific

Bigtincan's international footprint may not achieve intended goals	A significant part of Bigtincan's growth strategy is its goal to significantly grow its presence in the overseas markets in which it already operates. Bigtincan's growth plans may be inhibited by unforeseen issues particular to a territory, including differences in local cultures, business practices and regulation. Bigtincan's ability to grow and expand its international business may be subject to various risks, including the need to invest significant resources and management attention to the expansion and the possibility that the desired level of return on its international business will not be achieved.
Reliance on third party IT suppliers	Bigtincan relies on a number of third party suppliers to maintain and support Bigtincan Hub, its telecommunications facilities and its hosting infrastructure. If the contracts with these parties are terminated or there is a disruption for any reason in the provision of these services or software, Bigtincan's future financial performance and position may be adversely affected.
Disruption or failure of technology systems	Bigtincan and its customers are dependent on the performance, reliability and availability of Bigtincan's technology platforms, data centres and global communications systems (including servers, the internet, data centre hosting services and the cloud environment in which Bigtincan provides its products). There is a risk that these systems may be adversely affected by disruption, failure, service outages or data corruption that could occur as a result of computer viruses, malware, cyber attacks or other disruptions including natural disasters, power outages or other similar events.
Security breach and data privacy	Bigtincan products involve the storage and transmission of customers' confidential and proprietary information. Bigtincan's business could be materially impacted by security breaches of customers' data and information, either by unauthorised access, theft, destruction, loss of information or misappropriation or release of confidential customer data.
Ability to attract and retain key staff	Bigtincan's success depends to a significant extent on its key personnel, in particular the senior management team. Bigtincan's senior management have extensive experience in, and knowledge of, the sales enablement and mobile content enablement industry. The loss of key members of senior management may adversely affect Bigtincan's ability to develop its products or implement its business strategies and may adversely affect its future financial performance.
Foreign exchange	A significant proportion of Bigtincan's revenues, costs and expenses are incurred in foreign currencies, whereas Bigtincan reports in Australian dollars. As a result of the use of these various currencies, Bigtincan is subject to foreign currency fluctuations, which may materially affect its financial position and operating results.
Integration risk	As part of its historical business strategy, Bigtincan has made and may continue to source acquisitions of, or significant investments in, companies, products and technologies that are complementary to its business. Any such transactions will expose Bigtincan to the risks commonly associated with making acquisitions. These risks will include integration of the acquired assets, people and operations into Bigtincan, financing risk such as short-term strain in working capital, achievement of integration benefits and synergies, and retention of key staff and customer and supplier relationships.

Key Risks | General

Investment risk

Factors affecting the price at which Bigtincan shares are traded on the ASX could include domestic and international economic conditions. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of Bigtincan's shares. These risks apply generally to any investment on the stock market. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.

Trading may be illiquid

Bigtincan makes no guarantee that there will be an active market in the Shares listed on the ASX. There may be relatively few potential buyers or sellers of shares on the ASX at any time. This may increase the volatility of the market price of Bigtincan shares. It may also affect the prevailing market price at which investors are able to sell shares. This may result in investors receiving a market price that is less or more than the price that investors paid.

Global economic conditions

Bigtincan is dependent on global economic conditions and the global economic outlook, and on the economic conditions and outlook in its key markets and the enterprise mobility software market generally. Economic conditions may be affected by levels of business spending, inflation, interest rates, consumer confidence, access to debt and capital markets and government fiscal, monetary and regulatory policies. A prolonged downturn in general economic conditions may have a material adverse impact on Bigtincan's trading and financial performance.

Changes in laws and accounting standards

Bigtincan is subject to local laws and regulations in each of the jurisdictions in which it operates (including taxation, copyright and privacy legislation). From time to time, changes of the laws and regulations may require Bigtincan to obtain additional approvals and/or licences that may significantly increase compliance costs and restrict Bigtincan's activities. Any changes to taxation laws, regulations or policies in jurisdictions in which Bigtincan operates may also adversely affect returns. Any changes to accounting standards may affect the future measurement and recognition of key income statement and balance sheet items. Such changes could materially and adversely affect the financial performance and position reported in Bigtincan's financial statements.

Equity Raising Presentation

Equity Raising and underwriting risk

The Company entered into an underwriting agreement with the Underwriters in respect of the Equity Raising on 11 June 2024 (“**Underwriting Agreement**”).

Each Underwriter’s obligations under the Underwriting Agreement, including to manage the Equity Raising and underwrite the Entitlement Offer, are conditional on certain matters. If certain conditions are not satisfied, or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement by both Underwriters would have an adverse impact on the total amount of proceeds that could be raised under the Equity Raising.

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

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

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

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

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

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

For details of the fees payable to the Underwriters, see the Appendix 3B released to ASX on 11 June 2024.

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

Equity Raising Presentation

International Offer Restrictions

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

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

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

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

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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

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

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

International Offer Restrictions

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

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

United Kingdom

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

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

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

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

United States

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

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

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



Thank you

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

ASX Announcement

12 June 2024

Successful completion of Institutional Entitlement Offer, raising \$10.0 million

Bigtincan Holdings Limited (**ASX: BTH**) ("**Bigtincan**", the "**Company**") is pleased to announce the successful completion of the accelerated institutional component ("**Institutional Entitlement Offer**") of its fully underwritten 1 for 3 accelerated pro-rata non-renounceable entitlement offer ("**Entitlement Offer**") of new fully paid ordinary shares in Bigtincan ("**New Shares**"), details of which were announced on Tuesday, 11 June 2024, raising a total of approximately \$10.0 million.

Institutional Entitlement Offer

The Institutional Entitlement Offer will raise proceeds of approximately \$10.0 million before costs at the Offer Price of A\$0.10, which results in approximately 100.3 million New Shares being issued.

New Shares issued pursuant to the Institutional Entitlement Offer will rank equally with existing shares from the date of their issue. Settlement of the Institutional Entitlement Offer is scheduled for Tuesday, 18 June 2024, with the New Shares issued expected to commence trading on ASX on Wednesday, 19 June 2024.

Retail Entitlement Offer

Approximately \$10.5 million before costs is expected to be raised through the retail component of the Entitlement Offer ("**Retail Entitlement Offer**"), details of which were also announced on Tuesday, 11 June 2024. The Retail Entitlement Offer will open at 10.00am (Sydney time) on Tuesday, 18 June 2024 and close at 5.00pm (Sydney time) on Tuesday, 2 July 2024.

Eligible retail shareholders with a registered address in Australia or New Zealand on the Record Date of 7.00pm (Sydney time) on Thursday, 13 June 2024 have the opportunity to invest in New Shares at the Offer Price, on the terms and conditions outlined in the Retail Offer Booklet.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and the personalised Entitlement and Acceptance Form which will be made available to them on Tuesday, 18 June 2024. A copy of the Retail Offer Booklet will be available on the ASX website at www.asx.com.au from Tuesday, 18 June 2024.

Resumption of trading

The Company's shares are expected to resume trading on ASX from market open today.

Shareholder enquiries

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

Authorised by: **Board of Directors of Bigtincan Holdings Limited**

ABOVE INFORMATION

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

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

ASX Announcement

12 June 2024

WITHDRAWAL OF NBIO BY VECTOR CAPITAL MANAGEMENT

As mentioned in Bigtincan Holdings Limited (**Bigtincan**) ASX release dated 11 June 2024, Bigtincan has previously received a confidential, non-binding, incomplete and indicative offer from Vector Capital Management, L.P. (**Vector**).

This morning, Bigtincan received a letter from Vector formally withdrawing its previous non-binding indicative proposal and has requested ongoing engagement with the Company with a view to a new offer that could be submitted based on those engagements.

As previously announced, there is no certainty any transaction will eventuate. Bigtincan remains committed to executing its strategic plan and maximizing shareholder value.

Authorised by: **Board of Directors of Bigtincan Holdings Limited**

ABOVE INFORMATION

The above information is not and is not intended to constitute financial advice, or an offer or an invitation, solicitation or recommendation to acquire or sell Bigtincan Holdings Limited shares or other financial products in any jurisdiction and is not a disclosure document or other offering document under Australian law or any other law. Actual results, performance or achievements of the Company could be materially different from those expressed in, or implied by, any forward-looking statements contained herein. This advice is for information purposes only.

Bigtincan Holdings Limited does not warrant or represent that the above information is free from errors, omissions or misrepresentations or is suitable for your intended use. The above information has been prepared without taking account of any person's investment objectives, financial situation or particular needs and nothing contained in the above information constitutes investment, legal, tax or other advice. The above information may not be suitable for your specific needs and should not be relied upon by you in substitution of you obtaining independent advice. Subject to any terms implied by law and which cannot be excluded, Bigtincan Holdings Limited accepts no responsibility for any loss, damage, cost or expense (whether direct or indirect) incurred by you as a result of any error, omission or misrepresentation in the above information.

4. Additional Important Information

4.1 Eligibility of Retail Shareholders

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

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

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

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

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

4.2 No cooling off rights

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

4.3 Rounding of Entitlements

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

4.4 Ranking of New Shares

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

4.5 ASX Quotation of New Shares

Bigtincan will apply for the grant by ASX of official quotation of the New Shares in accordance with the Listing Rules. It is expected that normal trading will commence in relation to the New Shares issued under the Retail Entitlement Offer on Wednesday, 10 July 2024. Bigtincan disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the Official List of ASX or receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by Bigtincan, the Share Registry or the Underwriters.

4.6 Underwriting arrangements and disclaimer

The Underwriters are acting as joint lead managers to the Entitlement Offer and underwriters to the Entitlement Offer. The Company entered into the Underwriting Agreement with the Underwriters in respect of the Entitlement Offer on 11 June 2024.

The key terms of the Underwriting Agreement are contained on page 13 of the Investor Presentation in section 3 of this Retail Offer Booklet.

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

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

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

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

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Underwriters. To the maximum extent permitted by law, each of the Company and the Underwriters and each of their respective related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives, agents, consultants, contractors and advisers disclaim any duty or liability (including for fault or negligence) in respect of that determination and the exercise or otherwise of that discretion.

4.7 Not investment advice

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

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

4.8 Disclaimer of representations

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

4.9 Continuous disclosure

Bigtincan is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations including an obligation under the Listing Rules (subject to certain exceptions) to disclose to ASX any information of which it is or becomes aware concerning Bigtincan and which a reasonable person would expect to have a material effect on the price or the value of shares. All such disclosures are available at www.asx.com.au. You have the opportunity to access any information about Bigtincan which has previously been disclosed to ASX. In particular, please refer to Bigtincan's Annual Report for the year ended 30 June 2023. You should also have regard to any further announcements which may be made by Bigtincan to ASX after the date of this Retail Offer Booklet.

4.10 Taxation

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

4.11 Information availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Retail Offer Booklet during the period of the Retail Entitlement Offer on the Bigtincan website at www.bigtincan.com or by calling 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Retail Entitlement Offer. Persons who access the electronic version of this Retail Offer Booklet should ensure that they download and read the entire Retail Offer Booklet. The electronic version of this Retail Offer Booklet on the Bigtincan website will not include an Entitlement and Acceptance Form. Access to an Entitlement and Acceptance Form can be requested by calling 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Retail Entitlement Offer.

4.12 Privacy

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

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

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

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

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

Glossary

Additional New Shares has the meaning given in section 1.4 of this Retail Offer Booklet.

Application Monies mean the aggregate amount of money payable for the New Shares applied for through BPAY® or EFT.

ASIC means the Australian Securities and Investments Commission.

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

Bigtincan means Bigtincan Holdings Limited ACN 154 944 797.

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

Closing Date means 5.00pm (Sydney time) on Tuesday, 2 July 2024, the day the Retail Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.

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

Directors means the directors of Bigtincan.

EFT means Electronic Funds Transfer.

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

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

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

Eligible Shareholders means Eligible Retail Shareholders and Eligible Institutional Shareholders.

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

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

Entitlement Offer means the accelerated pro-rata non-renounceable entitlement offer of New Shares to Eligible Shareholders to raise approximately \$20.5 million at the Offer Price on the basis of 1 New Share for every 3 Shares held on the Record Date, and comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer.

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

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

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

Ineligible Shareholders means Ineligible Retail Shareholders and Ineligible Institutional Shareholders.

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

Investor Presentation means the Bigtincan Holdings Limited Equity Raising Investor Presentation lodged with the ASX on Tuesday, 11 June 2024, included in section 3 of this Retail Offer Booklet.

Listing Rules mean the official listing rules of ASX.

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

Offer Price means the offer price of \$0.10 per New Share.

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

Record Date means 7.00pm (Sydney time) on Thursday, 13 June 2024.

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

Retail Offer Booklet means this Retail Offer Booklet.

Share Registry means Computershare Investor Services Pty Limited of 452 Johnston Street, Abbotsford VIC 3067.

Shareholder means a holder of Shares.

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

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

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

Top Up Facility means the facility described in section 1.4 of this Retail Offer Booklet.

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

Underwriting Agreement means the underwriting agreement dated 11 June 2024 between Bigtincan and the Underwriters.

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

Corporate Directory

Registered Office

09-122
64 York Street
Sydney NSW 2000

Share Registry

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067

Shareholder enquiries:

Telephone: 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia)
Facsimile: +61 2 8234 5050
Website: www.computershare.com.au

Underwriters

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

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

Legal Adviser

Bentleys Legal
Level 14, 60 Margaret St
Sydney NSW 2000