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18 June 2024

Dear Shareholder

### **BIGTINCAN HOLDINGS LIMITED ENTITLEMENT OFFER – NOTICE TO INELIGIBLE SHAREHOLDERS**

On Tuesday, 11 June 2024, Bigtincan Holdings Limited (**ASX: BTH**) ("**Bigtincan**") announced its intention to raise a total of approximately \$20.5 million pursuant to a fully underwritten 1 for 3 accelerated pro-rata non-renounceable entitlement offer ("**Entitlement Offer**") of new fully paid ordinary shares in Bigtincan ("**New Shares**") at an issue price of \$0.10 per New Share ("**Offer Price**").

On Wednesday, 12 June 2024, Bigtincan announced the successful completion of the institutional component of the Entitlement Offer.

Henslow Pty Ltd and Cannacord Genuity (Australia) Limited are acting as the joint lead managers and underwriters to the Entitlement Offer ("**Joint Lead Managers**").

The proceeds of the Entitlement Offer will be used 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.

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.

#### **Details of the Entitlement Offer**

The Entitlement Offer is being made by Bigtincan in accordance with section 708AA of the Corporations Act 2001 (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, meaning that no prospectus or other disclosure document needs to be prepared. The Entitlement Offer consists of an institutional and retail component ("**Institutional Entitlement Offer**" and "**Retail Entitlement Offer**" respectively).

The Institutional Entitlement Offer has already closed and the results were announced to the ASX on Wednesday, 12 June 2024.

#### **The Retail Entitlement Offer**

The Retail Entitlement Offer involves an offer to Eligible Retail Shareholders (as defined below) of an entitlement to subscribe for 1 New Share for every 3 existing shares held at 7.00pm (Sydney time) on Thursday, 13 June 2024, at the Offer Price ("**Entitlements**").

As with the Institutional Entitlement Offer, the Retail Entitlement Offer is non-renounceable. A number of New Shares equal to the number that you would otherwise be entitled to subscribe for under the Retail Entitlement Offer will be subscribed for by the Joint Lead Managers and sub-underwriters to the Entitlement Offer at the Offer Price. As a result, no amount will be payable by or to you and you will not otherwise receive any value for Entitlements in respect of any New Shares that would have been offered to you if you were an Eligible Retail Shareholder (as defined below).

## Eligible Retail Shareholders

The Retail Entitlement Offer is only available to Eligible Retail Shareholders. An Eligible Retail Shareholder is a person who is a registered holder of ordinary shares in Bigtincan at 7.00pm (Sydney time) on Thursday, 13 June 2024 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.

As you **do not** satisfy the criteria for eligibility, you are deemed not to be an Eligible Retail Shareholder for the purposes of the Retail Entitlement Offer.

Pursuant to section 9A(3) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, Bigtincan considers it generally unreasonable on this occasion to extend the Retail Entitlement Offer to shareholders with a registered address outside of Australia or New Zealand having regard to the small number of those shareholders, the number of shares they hold, the value of New Shares to which those shareholders would otherwise be entitled and the costs of complying with legal and regulatory requirements in each of those jurisdictions.

Accordingly, Bigtincan regrets that it is unable to extend to you the opportunity to participate in the Retail Entitlement Offer. Under the terms of the Retail Entitlement Offer, you are not eligible to apply for New Shares and you will not be able to access the offering materials relating to the Retail Entitlement Offer.

## Further information

For any enquiries please call Bigtincan's share registry, Computershare Investor Services, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

On behalf of the directors, I thank you for your continued support of Bigtincan.

Yours sincerely



**Tom Amos**  
Chairman

*This letter 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 letter have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.*