

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

19 June 2024

Dear Nominee/Custodian

INSTRUCTIONS TO NOMINEES AND / OR CUSTODIANS ACTING FOR BENEFICIAL SHAREHOLDERS IN BIGTINCAN HOLDINGS LIMITED

1. Introduction

If you are not the correct person in your organisation to receive this letter we apologise and ask that you forward it to the most appropriate person. Terms used but not defined in this letter have the same meaning given to them in the Retail Entitlement Offer Booklet dated 18 June 2024 and lodged with the Australian Securities Exchange (“**ASX**”), including any supplementary or replacement retail offer booklet that may be subsequently lodged in connection with the Entitlement Offer (“**Retail Offer Booklet**”).

On 11 June 2024, Bigtincan Holdings Limited ACN 154 944 797 (**ASX: BTH**) (“**Bigtincan**”) announced 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**”) to raise approximately \$20.5 million at an issue price of \$0.10 per New Share.

The Entitlement Offer comprises an institutional component (“**Institutional Entitlement Offer**”) and a retail component (“**Retail Entitlement Offer**”).

2. Eligibility for the Retail Entitlement Offer

Shareholders who are eligible to participate in the Retail Entitlement Offer (“**Eligible Retail Shareholders**”) are registered holders of ordinary shares in Bigtincan at 7.00pm (Sydney time) on Thursday, 13 June 2024 (“**Record Date**”) who:

- (a) have a registered address in either Australia or New Zealand;
- (b) are not in the United States or acting for the account or benefit of a person in the United States;
- (c) were not invited to participate in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- (d) are 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.

IMPORTANT NOTE: Any underlying beneficial shareholders who are not Eligible Retail Shareholders are ineligible to apply for New Shares under the Retail Entitlement Offer. If you are a nominee for underlying beneficial shareholders who are not Eligible Retail Shareholders, you must neither submit personalised Entitlement and Acceptance Forms nor apply for New Shares on their

behalf. In particular, without limiting the foregoing, you must not submit an Entitlement and Acceptance Form on behalf of an underlying beneficial shareholder that is in the United States, or is acting for the account or benefit of a person in the United States or other jurisdictions outside Australia and New Zealand.

Accordingly, you must not send copies of the Retail Offer Booklet or any other materials in connection with the Offer (“**Offer Materials**”), the personalised Entitlement and Acceptance Form or any other material relating to the Offer to any person resident in countries other than Australia and New Zealand.

3. Retail Entitlement Offer

As a nominee for underlying beneficial Eligible Retail Shareholders in Bigtincan, you have received, or will shortly receive, either an email or letter informing you how you may access the Offer Materials in relation to the Retail Entitlement Offer. The Offer Materials include a personalised Entitlement and Acceptance Form which will indicate an Entitlement based upon the total number of Bigtincan shares you hold in aggregate under your nominee account name as at 7.00pm (Sydney time) on the Record Date.

The Retail Entitlement Offer is not available to shareholders that are in the United States or who are, or are acting for the account or benefit of, persons in the United States. Neither the Entitlements nor the New Shares have been or will be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold to Eligible Retail Shareholders outside the United States in “offshore transactions” (as defined in the Regulation S under the US Securities Act) in compliance with Regulation S under the US Securities Act.

Because of these legal restrictions, you must not distribute, in whole or in part, the Offer Materials, the personalised Entitlement and Acceptance Form or any documents relating to the Entitlement Offer to: (i) any person in the United States, or who is, or is acting for the account or benefit of, a person in the United States or (ii) to any person in any other country outside Australia and New Zealand, in each case for whom you are the nominee holder.

If you are a nominee / custodian for a foreign shareholder in Bigtincan, you will need to assess whether indirect participation in the Offer by the beneficiary complies with the terms of the Entitlement Offer and all applicable foreign and Australian laws.

You are advised to seek independent legal advice as to how to proceed in this regard and please note that neither Bigtincan nor the Underwriters provide such legal advice.

The Offer Materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities to any person in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

Nominees must not apply for New Shares under the Retail Entitlement Offer on behalf of institutional shareholders who received an offer to participate in the Institutional Entitlement Offer, whether they accepted their Entitlement or not; or certain institutional shareholders who were otherwise ineligible to participate in the Institutional Entitlement Offer.

4. What you are required to do

Please acknowledge receipt of this letter and your understanding of and compliance with these procedures by signing where indicated below and emailing a copy of this letter to Automic Group attention Nurshat Nijat at Nurshat.nijat@automicgroup.com.au by no later than 5.00pm (AEST) on Thursday, 20 June 2024.

Any application made on the respective personalised Entitlement and Acceptance Forms by you on behalf of an underlying beneficial Eligible Retail Shareholder must be in accordance with the Offer Materials.

You must not: (i) submit an application or otherwise accept the Retail Entitlement Offer on behalf of a person in the United States or who is, or is acting for the account or benefit of a person in the United States; or (ii) submit any confirmation letter, application or otherwise purchase New Shares on behalf of persons in any other country outside Australia and New Zealand, in each case for whom you are the nominee holder. Failure to comply with restrictions contained in this letter may result in violations of applicable securities laws. You are advised to seek independent advice as to how to proceed in this regard.

If you submit an application on a personalised Entitlement and Acceptance Form on behalf of an underlying beneficial shareholder, you are required to also complete a copy of the attached form entitled “Summary for Nominee Applications” (see Appendix A) which should detail the beneficial owner’s name and number of New Shares sought for each such person on whose behalf you are applying. In calculating each underlying beneficial shareholder entitlement, where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of New Shares.

Your completed Entitlement and Acceptance Form will be taken by Bigtincan and the Underwriters to constitute a representation by you that you have complied with the Entitlement Offer restrictions, the Offer Materials, this letter and all applicable laws. You acknowledge and agree that any failure by you to comply with the Entitlement Offer restrictions may result in violations of applicable laws and loss to Bigtincan and the Underwriters.

To submit an application, please follow these steps:

1. Apply for New Shares by following the instructions in the Retail Offer Booklet.
2. Email the completed Appendix A “Summary for Nominee Applications” to: Nurshat.nijat@automicgroup.com.au.

It is important to note that information on the “Summary for Nominee Applications” will be kept confidential and will only be used by Bigtincan to compare with their records of nominee accounts as at the Record Date for the Entitlement Offer.

Yours faithfully

Bigtincan Holdings Limited

Attached:

Important Notices

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States or in any other jurisdiction in which such an offer would be illegal. The Entitlements and New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold to persons in the United States or persons who are acting for the account or benefit of persons in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act.

WE HEREBY ACKNOWLEDGE RECEIPT OF THE ABOVE LETTER AND CONFIRM THAT WE UNDERSTAND THE PROCEDURES FOR OUR LODGEMENT OF ENTITLEMENT AND ACCEPTANCE FORMS UNDER BIGTINCAN'S OFFER OF NEW SHARES.

NAME OF NOMINEE / CUSTODIAN:

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SIGNED: NAME:

DATED: PHONE: EMAIL:

APPENDIX A - SUMMARY FOR NOMINEE APPLICATIONS
PLEASE RETURN BY NO LATER THAN 5.00PM (AEST) ON Tuesday, 2 July 2024

ELECTRONIC COPIES

Automic Group
 Nurshat.nijat@automicgroup.com.au

DATE:

NOMINEE ACCOUNT NAME:	

SUMMARY No.			

	Registered Holder Number (Insert FULL HIN or SRN)	NAME OF BENEFICIAL ELIGIBLE RETAIL HOLDER	SHARE HOLDING AT 7.00PM (AEST) ON 13 June 2024	ENTITLEMENT (see calculation below)	NUMBER OF NEW SHARES APPLIED FOR	APPLICATION MONIES @ AUD \$0.10 PER NEW SHARE
1						\$
2						\$
3						\$
4						\$
5						\$
6						\$
		TOTAL				\$

Entitlement: Entitlement is calculated by dividing each person's beneficial holding of Bigtincan shares at 7.00pm (AEST) on 13 June 2024 by 3 and then rounding up to the nearest whole number. Example: if a person's Record Date holding is 1,000 Shares, then their Entitlement is $1,000/3 = 334$ New Shares (after rounding up to the nearest whole Share). Note, Entitlements may be adjusted by Bigtincan and the Underwriters. Refer to the Offer Materials for further details.

IMPORTANT: Please ensure the application money column is sufficient for the total in the “New Shares applied for” column. If more than one form is required please photocopy this form and submit all forms together and at the same time.

CONTACT PERSON	PHONE NO. ()	COMPLETED BY (INITIALS)
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Please send this form to: Automic Group at nurshat.nijat@automicgroup.com.au .

By submitting an Entitlement and Acceptance Form, we confirm that every client for whose account we are acquiring New Shares is an Eligible Retail Shareholder and has made an irrevocable offer to subscribe for New Shares under the Retail Entitlement Offer on the terms and conditions set out in the Offer Materials.

We acknowledge that Bigtincan and the Underwriters may in their absolute discretion refuse to accept this irrevocable offer to subscribe for New Shares under the Retail Entitlement Offer if they reasonably believe that our clients are not each an Eligible Retail Shareholder or have not complied with the terms and conditions set out in the Offer Materials. We further acknowledge that the Retail Entitlement Offer is only available for acceptance (whether directly, indirectly or by us as nominee) by certain shareholders of Bigtincan that are not in the United States and are not acting for the account or benefit of persons in the United States.