

## ASX Announcement

18 March 2025

### NO ADJUSTMENT TO CONSIDERATION UNDER THE VECTOR TRANSACTION

Bigtincan Holdings Limited (ASX: BTH) (**ASX: BTH**) (the **Company**) refers to the proposed acquisition by Big Wombat Pty Ltd (**Vector BidCo**), an entity ultimately owned by a fund managed and advised by Vector Capital Management, L.P. (**Vector**) or its related entities, of 100% of the issued share capital of BTH (**Share Scheme**) and the cancellation of certain issued options of BTH (**Option Scheme**, together with the Share Scheme, the **Schemes**).

A copy of the scheme booklet in connection with the Schemes (**Scheme Booklet**) was released to the ASX on 28 February 2025. The Scheme Booklet provides BTH Securityholders with important information about the Schemes. BTH Securityholders are advised to read the Scheme Booklet, including the Independent Expert's Report, carefully and in its entirety before making a decision on whether or not to vote in favour of the Schemes.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet.

#### No adjustment to consideration

As described in the Scheme Booklet, the Share Scheme Consideration and Option Scheme Consideration are subject to adjustment as a consequence of any TC Adjustment Amount.

The BTH Directors now advise that the TC Adjustment Amount is a negative value and therefore there is no adjustment to the Share Scheme Consideration or Option Scheme Consideration as a consequence of the TC Adjustment Amount.

#### BTH Board recommendation

BTH Directors unanimously recommend that BTH Securityholders vote in favour of the Scheme Resolutions at the Scheme Meetings in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Schemes are in the best interests of the relevant BTH Securityholders.<sup>1</sup>

Subject to the same qualifications, each BTH Director has stated that he intends to vote in favour of the Schemes in respect of all BTH Shares and BTH Options controlled or held by them, or on their behalf.

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<sup>1</sup> When considering the recommendation of David Keane (Executive Director, CEO and Co-Founder), you should note that Mr Keane had previously been issued 13,100,184 BTH PSARs which, if the Share Scheme proceeds, will be cancelled for \$217,284.42 (under the agreed treatment of PSARs in connection with the Schemes outlined in Section 11.14(c) of the Scheme Booklet).

## Further information

If you have any further questions in relation to the Schemes or the Scheme Booklet, please contact the BTH Securityholder Information Line on 1300 148 339 (within Australia) or +61 2 9066 4059 (outside Australia) Monday to Friday between 8.30am and 5.00pm (Australian Eastern Daylight Time).

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

## ABOVE INFORMATION

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