

ASX Announcement

24 March 2025

NOTICE OF SECOND COURT HEARING TO APPROVE THE PROPOSED SCHEMES OF ARRANGEMENT

Bigtincan Holdings Limited (ASX: BTH) (**BTH** or the **Company**) refers to its announcements on 27 and 28 February 2025 in relation to:

- The proposed schemes of arrangement pursuant to which it is proposed that:
 - Big Wombat Pty Ltd, an entity ultimately owned by a fund managed and advised by Vector Capital Management, L.P. or its related entities, will acquire 100% of the ordinary shares in BTH by way of a members scheme of arrangement (**Share Scheme**); and
 - certain of the options issued by BTH will be cancelled and extinguished by way of a creditors' scheme of arrangement (**Option Scheme**, together with the Share Scheme, the **Schemes**),subject to all applicable conditions being satisfied or waived (as applicable).
- The orders made by the Supreme Court of New South Wales (the **Court**):
 - convening the following meetings of members of BTH (**BTH Shareholders**) and certain holders of Options in BTH (**BTH Optionholders** and together with BTH Shareholders, the **BTH Securityholders**):
 - a meeting of BTH Shareholders (**Share Scheme Meeting**);
 - a meeting of BTH Optionholders whose BTH options are 'out of the money' (**Option Scheme Meeting 1**); and
 - a meeting of BTH Optionholders whose BTH options are 'in the money' (**Option Scheme Meeting 2**),(together, the **Scheme Meetings**); and
 - approving for despatch an explanatory statement providing information about the Share Scheme and the Option Scheme and notice of each Scheme Meeting (**Scheme Booklet**) to BTH Securityholders.

Subject to BTH Securityholders approving the Schemes by the requisite majorities at the Scheme Meetings, the Court hearing to approve the Schemes (**Second Court Hearing**) is scheduled to take place at 9:15am (AEST) on Tuesday, 8 April 2025 at the Supreme Court of New South Wales, 184 Phillip St, Sydney NSW 2000.

Any BTH Securityholder has a right to appear and be heard at the Second Court Hearing, and may oppose the approval of the Schemes.

If you wish to oppose the approval of the Schemes, you must file with the Court and serve on BTH a notice of appearance in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on BTH at its address for service at least 1 day before the Second Court Hearing.

BTH's address for service is c/- Gilbert + Tobin, Level 35, Tower Two, International Towers, 200 Barangaroo Avenue, Sydney NSW 2000 (Attention: Alexandra Whitby).

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

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