

ASX Announcement

5 March 2025

DISPATCH OF SCHEME BOOKLET

Bigtincan Holdings Limited (ASX: BTH) (**ASX: BTH**) (the **Company**) refers to the announcements made on 27 February 2025 and 28 February 2025 in relation 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**), as announced to ASX on 5 December 2024.

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 dated on or around 26 February 2025.

Dispatch of Scheme Booklet

BTH has today dispatched to the following BTH Securityholders (as applicable):

- all BTH Shareholders who have elected to receive communications from BTH electronically (and have nominated an email address for that purpose) and all BTH Optionholders with an email address recorded against their holding (**Email Recipients**) will receive an email to their registered email address containing:
 - a hyperlink to a website where they can view and download the Scheme Booklet; and
 - a hyperlink to a website where they can appoint a proxy in respect of the “Scheme Meetings” (as defined in the Scheme Booklet) online;
- all BTH Shareholders who have elected to receive hard copy communications from BTH and all BTH Optionholders without an email address recorded against their holding (**Postal Recipients**) will receive the following documents by regular post (for those BTH Securityholders who have a registered address in Australia) or international post (for those BTH Securityholders who have a registered address outside Australia) addressed to the relevant addresses recorded in BTH's share or option register:
 - a printed copy of the Scheme Booklet;
 - a personalised Proxy Form for each applicable Scheme Meeting; and
 - a reply-paid envelope (for those BTH Securityholders who have a registered address in Australia) or a return addressed envelope (for those BTH Securityholders who have a registered address outside Australia) for the return of that Postal Recipient's Proxy Form/s; and

- all BTH Securityholders who have not elected to receive electronic or hard copy communications from BTH (**Non-Electing Recipients**) will receive the following documents by regular post (for those BTH Shareholders who have a registered address in Australia) or international post (for those BTH Shareholders who have a registered address outside Australia) addressed to the relevant addresses recorded in BTH's share or option register:
 - a personalised pro forma letter providing a link to a website at which the Scheme Booklet can be viewed and downloaded online (**Notice of Access Letter**);
 - a personalised Proxy Form for each applicable Scheme Meeting; and
 - a reply-paid envelope (for those BTH Shareholders who have a registered address in Australia) or a return addressed envelope (for those BTH Shareholders who have a registered address outside Australia) for the return of that Non-Electing Recipient's Proxy Form.
- A sample copy of the emails to be sent to Email Recipients and the Notice of Access Letters are attached to this announcement as **Annexure A** and **Annexure B**, respectively.

A hard copy of the Scheme Booklet will be available upon request by calling 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).

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet dated on or about 26 February 2025.

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.¹

Subject to the same qualifications, each BTH Director has stated that he or she 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.

Scheme Meetings

The meeting of BTH Shareholders (the **Share Scheme Meeting**), at which BTH Shareholders will vote on the proposed Share Scheme, is currently expected to be at 10.00am (Australian Eastern Daylight Time) on Thursday, 3 April 2025 at Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually via the Online Scheme Meeting Platform which can be accessed at <https://meetnow.global/MX5ZPPC>.

The separate meeting of BTH OTM Optionholders (holders of Out-of-the-money Scheme Options) (**Option Scheme Meeting 1**) at which BTH OTM Optionholders will vote on the proposed Option Scheme, is currently expected to be at 11.00am (Australian Eastern Daylight Time) on Thursday, 3 April 2025 at Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually via the Online Scheme Meeting Platform, which can be accessed at <https://meetnow.global/MDDHAQD>.

The separate meeting of BTH ITM Optionholders (holders of In-the-money Scheme Options) (**Option Scheme Meeting 2**, together with Option Scheme Meeting 1, the **Option Scheme Meetings**) at which BTH ITM Optionholders will vote on the proposed Option Scheme, is currently expected to be at 12.00pm (Australian Eastern

¹ 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).

Daylight Time) on Thursday, 3 April 2025 at Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually via the Online Scheme Meeting Platform, which can be accessed at <https://meetnow.global/MNKHAWM>.

BTH Securityholders who participate in the Scheme Meetings (as applicable) through the Online Scheme Meeting Platform will be able to listen to the relevant Scheme Meeting, cast a vote and ask questions.

All registered BTH Securityholders as at 7.00pm (Australian Eastern Daylight Time) on Tuesday, 1 April 2025 will be eligible to vote at the relevant Scheme Meeting.

All BTH Securityholders are encouraged to vote by participating virtually through the relevant Online Scheme Meeting Platform, or by appointing a proxy, attorney or, if you are a body corporate, a duly appointed body corporate representative to attend the relevant Scheme Meeting and vote on your behalf.

Proxy Forms (including Proxy Forms lodged online), powers of attorney, and certificates of appointment of body corporate representatives for the relevant Scheme Meeting must be received by the BTH Share Registry no later than the relevant time as follows:

- 10.00am (Australian Eastern Daylight Time) on Tuesday, 1 April 2025, for appointing a proxy for the Share Scheme Meeting;
- 11.00am (Australian Eastern Daylight Time) on Tuesday, 1 April 2025, for appointing a proxy for the Option Scheme Meeting 1; and
- 12.00pm (Australian Eastern Daylight Time) on Tuesday, 1 April 2025, for appointing a proxy for the Option Scheme Meeting 2.

BTH Securityholders should carefully read the Scheme Booklet in full, including the Independent Expert's Report, before deciding how to vote. BTH Securityholders should seek professional advice on their individual circumstances, as appropriate.

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). The BTH Securityholder Information Line will be available from Wednesday, 5 March 2025.

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.

Annexure A Emails to be sent to Email Recipients



NOTICE OF SHARE SCHEME MEETING

The Bigtincan Holdings Limited Share Scheme Meeting will be held on **Thursday, 3 April 2025 at 10:00am (AEDT)**.

We recommend that you read the Scheme Booklet and Notice of Share Scheme Meeting in its entirety before deciding to vote either at the Share Scheme Meeting or by proxy. We would also encourage you to seek independent financial, legal and taxation advice before making any investment decision in relation to your securities.

You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To appoint a proxy, access the Scheme Booklet and Notice of Share Scheme Meeting, click the link below.

APPOINT A PROXY

Proxy appointments must be received by 10:00am (AEDT) on Tuesday, 1 April 2025.



ATTENDING THE SHARE SCHEME MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit <https://meetnow.global/MX5ZPPC>.

For instructions refer to the online user guide available [here](#).



ATTENDING THE SHARE SCHEME MEETING IN PERSON

The meeting will be held at Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000

CONTACT COMPUTERSHARE

Bigtincan Holdings Limited | ACN 154 944 797

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

You have received this message because you have elected to receive electronic securityholder communications. To change your preferences login to [Investor Centre](#), select the "Communication Preferences" option and follow the prompts. We may occasionally send marketing material about products and services. To opt-out of receiving these communications, reply with the word "unsubscribe".

Annexure B Notice of Access Letters

Need assistance?



Phone:

1300 148 339 (within Australia)
+61 2 9066 4059 (outside Australia)



Online:

www.investorcentre.com/contact

BTH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Bigtincan Holdings Limited Share Scheme Meeting

The Bigtincan Holdings Limited Share Scheme Meeting will be held on Thursday, 3 April 2025 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Share Scheme Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Tuesday, 1 April 2025.



ATTENDING THE SHARE SCHEME MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MX5ZPPC>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE SHARE SCHEME MEETING IN PERSON

The meeting will be held at:
Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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Bigtincan Holdings Limited Option Scheme Meeting 1

The Bigtincan Holdings Limited Option Scheme Meeting 1 will be held on Thursday, 3 April 2025 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Option Scheme Meeting 1 and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Tuesday, 1 April 2025.



ATTENDING THE OPTION SCHEME MEETING 1 VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MDDHAQD>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE OPTION SCHEME MEETING 1 IN PERSON

The meeting will be held at:
Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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+61 2 9066 4059 (outside Australia)



Online:

www.investorcentre.com/contact

BTH

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SAMPLEVILLE VIC 3030

Bigtincan Holdings Limited Option Scheme Meeting 2

The Bigtincan Holdings Limited Option Scheme Meeting 2 will be held on Thursday, 3 April 2025 at 12:00pm (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Option Scheme Meeting 2 and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 12:00pm (AEDT) on Tuesday, 1 April 2025.



ATTENDING THE OPTION SCHEME MEETING 2 VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MNKHAWM>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE OPTION SCHEME MEETING 2 IN PERSON

The meeting will be held at:
Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.