

**ASX Announcement****3 April 2025****CHAIRMAN'S ADDRESS AND PRESENTATION AT SCHEME MEETINGS**

Bigtincan Holdings Limited (ASX: BTH) (the **Company**) refers to the proposed acquisition by Big Wombat Pty Ltd, an entity ultimately owned by a fund managed and advised by Vector Capital Management, L.P. 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**).

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet in relation to the Schemes dated 26 February 2025 and released to the ASX on 28 February 2025.

The:

- Share Scheme Meeting for BTH Shareholders is being held today at 10:00am (Australian Eastern Daylight Time);
- Option Scheme Meeting 1 for BTH OTM Optionholders is being held today at 11:00am (Australian Eastern Daylight Time) or at the conclusion or adjournment of the Share Scheme Meeting (whichever time is later); and
- Option Scheme Meeting 2 for BTH ITM Optionholders is being held at 12:00pm (Australian Eastern Daylight Time) or at the conclusion or adjournment of the Option Scheme Meeting 1 (whichever time is later).

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at the relevant Scheme Meetings:

- the Chairman's Address for the Share Scheme Meeting and presentation slides;
- the Chairman's Address for the Option Scheme Meeting 1 and presentation slides; and
- the Chairman's Address for the Option Scheme Meeting 2 and presentation slides.

BTH Securityholders and their duly appointed proxies, attorney or corporate representatives may attend, participate and vote at the relevant Scheme Meetings in person at Level 5, 126 Phillip Street, Sydney NSW 2000 or through the Online Scheme Meeting Platform at the following links:

- Share Scheme Meeting: <https://meetnow.global/MX5ZPPC>;
- Option Scheme Meeting 1: <https://meetnow.global/MDDHAQD>; and
- Option Scheme Meeting 2: <https://meetnow.global/MNKHAWM>.

The voting results of the Scheme Meetings will be communicated to the ASX shortly after the conclusion of the Scheme Meetings.

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.*

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Bigtincan Holdings Limited  
ABN 98 154 944 797



## Chairman's Address – Bigtincan Holdings Limited Share Scheme Meeting

Date: Thursday, 3 April 2025  
Time: 10.00am (AEDT)  
Location: Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually

### 1. WELCOME, QUORUM AND OPENING OF MEETING

Good morning.

Welcome to the Share Scheme Meeting in relation to the scheme of arrangement under which it is proposed that Big Wombat Pty Ltd will acquire 100% of the shares in Bigtincan Holdings Limited. I am Tom Amos, Chair of the Company and of today's meeting.

I would like to firstly acknowledge the traditional custodians of the land on which I stand today: the Gadigal people of the Eora Nation and pay our respects to their Elders, past, present and future. I'd also like to acknowledge the Elders of the land where each of you are today – noting that many of us are in different Cities and Countries for today's meeting.

As we have reached the appointed time of 10:00am (Sydney time) for this Share Scheme Meeting and a quorum is present, I formally declare this Share Scheme Meeting open for business.

The purpose of today's Share Scheme Meeting is for Bigtincan shareholders to consider and vote on the proposal from Big Wombat Pty Ltd (an entity ultimately owned by a fund managed and advised by Vector Capital Management, L.P. (Vector) or its related entities), to acquire all of the shares in Bigtincan by way of a scheme of arrangement.

I will be the Chair for this Share Scheme Meeting, in accordance with the orders of the Supreme Court of New South Wales.

I would like to start by introducing the board and management team of Bigtincan Holdings Limited who are in attendance today (either in person or virtually):

- Mr Wayne Stevenson, Non-Executive Director
- Mr Tim Ebbeck, Non-Executive Director
- Mr Akash Agarwal, Non-Executive Director
- Mr David Keane, Managing Director and CEO

- Ms Lucy Rowe, Company Secretary

A representative of our share registry, Computershare, is also present.

Notice of today's Share Scheme Meeting is included as Attachment B to the Scheme Booklet, which was released to ASX on 28 February 2025 and made available to all shareholders. I will take the Notice of Share Scheme Meeting as read.

The Notice of Share Scheme Meeting has been given in accordance with orders made by the Supreme Court of New South Wales.

## 2. Q&A

Bigtincan shareholders, and authorised proxies, attorneys and corporate representatives can ask questions during this meeting regarding the Scheme and the Scheme Resolution. Questions can be asked in person if you hold a blue or yellow voting card or via the online platform.

As set out in the Notice of Share Scheme Meeting attached to the Scheme Booklet, there was also an opportunity to submit questions prior to the meeting.

If you are attending in person and wish to ask a question, I will ask you to raise your hand at the appropriate time and you will be asked to show your shareholder card to the attendant who will take your name and introduce you.

If you are joining us virtually, we ask that you please submit any questions or comments via the Q&A function.

I ask that you be courteous and respectful to those attending the meeting and keep your questions to a reasonable length. Please ensure your questions and comments are relevant to the matter before the meeting today, and to Bigtincan shareholders as a whole. Your questions may be moderated or, if we receive multiple questions on one topic, they may be collated together.

I will call for verbal questions towards the end of the meeting, and address questions received prior to the meeting and via the online platform at that time also.

## 3. VOTING PROCEDURE AND PROXIES

The resolution to be voted on by Shareholders at today's meeting will be decided by a poll.

For the purposes of the poll, I appoint Gemma Coyle of Computershare, Bigtincan's share registry, to act as Returning Officer and to conduct the poll.

I now declare the poll open. You may vote at any time from now until I close the poll. I will provide a warning before closing the poll.

If you are in the room today and are eligible to vote at this meeting:

- You will have received a BLUE voting card upon registration to this meeting.
- At the required time, Shareholders and proxyholders with a BLUE voting card will need to mark a box beside the resolution to indicate how you wish to cast your vote.
- After you have voted, at the end of the meeting prior to the closing of the polls, a member of the Computershare team will collect your BLUE voting card.

If you are participating online today via the Online Scheme Meeting Platform and you are eligible to vote at this meeting:

- Once voting opens, press the “Vote” icon and the voting options will appear on your screen.
- To cast your vote, select one of the options: FOR, AGAINST or ABSTAIN.
- To change your vote, select the option “Click here to change your vote” and press a different option to override.

You can change your vote up until the time I declare voting closed.

Please note that if you have already submitted your vote by proxy in advance of the meeting, then your vote has already been recorded.

I hold a number of open proxies as Chairman of the meeting. As set out in the Notice of Share Scheme Meeting, I will vote all directed proxies in favour of the Share Scheme Resolution.

#### 4. OVERVIEW OF THE SHARE SCHEME

I will now give you some background to the Share Scheme.

##### **Overview**

On 5 December 2024, Bigtincan announced that it had entered into a Scheme Implementation Deed (SID) with Big Wombat Pty Ltd, an entity associated with Vector.

Under the SID, Big Wombat Pty Ltd agreed to acquire 100% of the ordinary shares of Bigtincan by way of scheme of arrangement for cash consideration of \$0.22 cents per share.

The SID also provides for a separate and concurrent scheme of arrangement between Bigtincan and the holders of certain of its options under which each holder will receive cash for each instrument held in accordance with an agreed valuation methodology in consideration for the cancellation and extinguishment of their options.

Neither the Share Scheme nor Option Scheme is subject to any financing condition.

The SID includes terms and conditions customary for a transaction of this nature, including exclusivity arrangements and provisions for payment of a break fee and reverse break fee of \$1,826,000 to be payable to either Bigtincan or Big Wombat Pty Ltd in certain circumstances.

### **Board Recommendation and Independent Expert's Conclusion**

As you are aware, the independent expert, Lonergan Edwards & Associates Limited, has concluded that:

- the Share Scheme is fair and reasonable, and therefore in the best interests of Bigtincan shareholders, in the absence of a superior proposal; and
- on balance, the Option Scheme as a whole is in the best interests of Bigtincan Optionholders, in the absence of a Superior Proposal.

The independent expert has estimated the full underlying value of Bigtincan to be in the range of \$0.19 and \$0.23 per Bigtincan share. The Share Scheme Consideration of \$0.22 per Bigtincan Shares is within this valuation range.

I can confirm that no Superior Proposal has been received by the Bigtincan Board.

Additional background on the Share Scheme, including reasons to vote in favour of or against the Schemes, has been included in the Scheme Booklet that was sent to shareholders.

Bigtincan Directors unanimously recommend that Bigtincan 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 Bigtincan Securityholders.

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

### **Status of conditions precedent to the Share Scheme**

The Share Scheme remains subject to a limited number of customary conditions which are set out in the Scheme Booklet, and your Bigtincan Directors are not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied. These conditions primarily include:

- Bigtincan Shareholders approving the Share Scheme Resolution at today's Share Scheme Meeting; and
- approval of the Share Scheme by the Supreme Court of New South Wales; and

- For personal use only
- Bigtincan Optionholders approving the Option Scheme Resolution at today's Option Scheme Meetings (unless this requirement is waived); and
  - approval of the Option Scheme by the Supreme Court of New South Wales (unless this requirement is waived).

### **Timetable**

I now turn to the proposed timetable for implementation of the Share Scheme.

If the Share Scheme is approved by the requisite majorities of Bigtincan Shareholders at this Share Scheme Meeting, Bigtincan expects to take the Share Scheme to the Supreme Court of New South Wales for approval on Tuesday, 8 April 2025.

If the Court approves the Share Scheme, a copy of the Court orders approving the Share Scheme is expected to be lodged with the Australian Securities and Investments Commission on Wednesday, 9 April (which would be when the Share Scheme becomes Effective) and Bigtincan expects to be suspended from trading on the ASX at the close of trading on that date.

Bigtincan Shareholders on the register at 7:00pm (Sydney time) on Monday, 14 April 2024 will be entitled to receive the Share Scheme Consideration for each Bigtincan Share they hold on that date.

Payment of the Share Scheme Consideration will be made on the Implementation Date, which is expected to be Wednesday, 23 April 2025.

## **5. FORMAL BUSINESS BEGINS**

We will now move to the formal business of the Share Scheme Meeting.

The Notice of Share Scheme Meeting was included in Attachment B to the Scheme Booklet, which was dispatched to Bigtincan Shareholders on or around 5 March 2025. I propose to take the Notice as read.

In order for the Share Scheme Resolution to be passed, it must be approved by the requisite majorities being:

- unless the Court determines otherwise, a majority in number (i.e. more than 50%) of Bigtincan Shareholders present and voting at this Share Scheme Meeting (whether in person, attending online, by proxy, by attorney or by a corporate representative); and
- at least 75% of the total number of votes cast on the Share Scheme Resolution.

## **6. QUESTIONS**

I would now like to open the meeting to questions in relation to the Share Scheme. Are there any questions from the floor?

If there are no more questions from the floor, do we have any online questions?

Thank you for your questions. We will now proceed to the reading of the Share Scheme Resolution as set out in the Notice of Share Scheme Meeting.

## 7. SHARE SCHEME RESOLUTION

The Share Scheme Resolution is set out on the screen now and is as follows:

To consider, and if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Bigtincan Holdings Limited and the holders of its ordinary shares (the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Share Scheme Meeting forms part)) is agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Bigtincan Holdings Limited and Big Wombat Pty Ltd) and, subject to approval of the Share Scheme by the Court, the Bigtincan Holdings Limited board of directors is authorised to implement the Share Scheme with any such alterations or conditions.”*

Details of the proxy votes received from Bigtincan Shareholders prior to the Share Scheme Meeting are now on the screen.

## 8. CONDUCTING OF THE POLL

Those physically in attendance please mark your vote on the Share Scheme Resolution on your blue voting card. Those attending virtually can vote via the online portal.

Can all shareholders voting online please now ensure that they have submitted their vote.

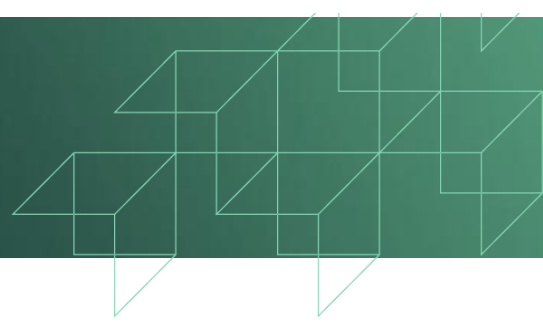
For those attending in person, I now invite Computershare to collect the voting cards.

Have all persons that intend to vote submitted their cards or voted online? Or are there any comments or questions to be submitted?

Are there any queries online?

There being no further questions I declare the poll closed.

Computershare will now process the poll results with an announcement expected to be lodged with ASX, once the results are available.



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## 9. MEETING CLOSE

There being no other business, I'd like to thank all shareholders for their attendance and will now end the formal part of today's meeting. I declare the formal part of the meeting closed.



## Share Scheme Resolution

To consider, and if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Bigtincan Holdings Limited and the holders of its ordinary shares (the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Share Scheme Meeting forms part)) is agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Bigtincan Holdings Limited and Big Wombat Pty Ltd) and, subject to approval of the Share Scheme by the Court, the Bigtincan Holdings Limited board of directors is authorised to implement the Share Scheme with any such alterations or conditions.”*



## Valid proxy instructions received by Bigtincan as at proxy close

	Number of votes cast	% of votes cast	Number of shareholders	% of shareholders
FOR	456,939,768	99.16%	428	78.38%
AGAINST	3,049,023	0.66%	77	14.10%
OPEN*	849,472	0.18%	36	6.59%
TOTAL**	460,838,263	100%	541****	99.08%****
Abstain***	39,688	N/A	5	0.92%
Requisite Majorities	At least 75%		More than 50%	

\* To be voted at the proxy's discretion.

\*\* Valid votes at close of proxies.

\*\*\* Votes relating to a shareholder abstaining from voting are not counted in determining the requisite majorities.

\*\*\*\* Certain of these shareholders have split their votes across more than one voting category noted above.

Please note that the above table only shows the numbers and percentages of Bigtincan shareholders who appointed a proxy and votes covered by proxies lodged prior to this Scheme Meeting. Not all shareholders have lodged a proxy and shareholders retain the discretion to vote in person rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the results of this Scheme Meeting will not be known until after the meeting.

Bigtincan Holdings Limited  
ABN 98 154 944 797



## Chairman's Address – Bigtincan Holdings Limited Option Scheme Meeting 1

Date: Thursday, 3 April 2025  
Time: 11.00am (AEDT)  
Location: Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually

### 1. WELCOME, QUORUM AND OPENING OF MEETING

Good morning.

Welcome to the Option Scheme Meeting 1 in relation to the scheme of arrangement under which Big Wombat Pty Ltd has proposed for the cancellation and extinguishment of all the options in Bigtincan other than those held by Regal Funds Management Pty Limited as trustee for the Regal Tactical Credit Fund (or its nominee) (Regal). This is known as the Option Scheme. I am Tom Amos, Chair of the Company and of today's meeting.

I would like to firstly acknowledge the traditional custodians of the land on which I stand today: the Gadigal people of the Eora Nation and pay our respects to their Elders, past, present and future. I'd also like to acknowledge the Elders of the land where each of you are today – noting that many of us are in different Cities and Countries for today's meeting.

As the time is now 11:00am and a quorum is present, I formally declare Option Scheme Meeting 1 open for business.

The Bigtincan optionholders eligible to attend and vote at this Option Scheme Meeting 1 are those with options in Bigtincan with an exercise price which is higher than \$0.22 other than Regal, and I will refer to these optionholders as the Out-of-the-money Optionholders. The purpose of today's Option Scheme Meeting 1 is for the Out-of-the-money Optionholders to consider and vote on the Option Scheme proposed by Big Wombat Pty Ltd (an entity ultimately owned by a fund managed and advised by Vector Capital Management, L.P. or its related entities).

I will be the Chair for this Option Scheme Meeting 1, in accordance with the orders of the Supreme Court of New South Wales.

I would like to start by introducing the board and management team of Bigtincan Holdings Limited who are in attendance today (either in person or virtually):

- Mr Wayne Stevenson, Non-Executive Director
- Mr Tim Ebbeck, Non-Executive Director
- Mr Akash Agarwal, Non-Executive Director
- Mr David Keane, Managing Director and CEO
- Ms Lucy Rowe, Company Secretary

A representative of our share registry, Computershare, is also present.

Notice of today's Option Scheme Meeting 1 is included as Attachment C to the Scheme Booklet, which was released to ASX on 28 February 2025 and made available to all optionholders. I will take the Notice of Option Scheme Meeting 1 as read.

The Notice of Option Scheme Meeting 1 has been given in accordance with orders made by the Supreme Court of New South Wales.

## 2. Q&A

Out-of-the-money Optionholders, authorised proxies, attorneys and corporate representatives can ask questions during this meeting regarding the Option Scheme and the Option Scheme Resolution. Questions can be asked in person if you hold a blue or yellow voting card or via the online platform.

As set out in the Notice of Option Scheme Meeting 1 attached to the Scheme Booklet, there was also an opportunity to submit questions prior to the meeting.

If you are attending in person and wish to ask a question, I will ask you to raise your hand at the appropriate time and you will be asked to show your optionholder card to the attendant who will take your name and introduce you.

If you are joining us virtually, we ask that you please submit any questions or comments via the Q&A function.

I ask that you be courteous and respectful to those attending the meeting and keep your questions to a reasonable length. Please ensure your questions and comments are relevant to the matter before the meeting today, and to Out-of-the-money Optionholders as a whole. Your questions may be moderated or, if we receive multiple questions on one topic, they may be collated together.

I will call for verbal questions towards the end of the meeting, and address questions received prior to the meeting and via the online platform at that time also.

### 3. VOTING PROCEDURE AND PROXIES

The resolution to be voted on by the Out-of-the-money Optionholders at today's meeting will be decided by a poll.

For the purposes of the poll, I appoint Gemma Coyle of Computershare, Bigtincan's share registry, to act as Returning Officer and to conduct the poll.

I now declare the poll open. You may vote at any time from now until I close the poll. I will provide a warning before closing the poll.

If you are in the room today and are eligible to vote at this meeting:

- You will have received a BLUE voting card upon registration to this meeting.
- At the required time, Out-of-the-money Optionholders and proxyholders with a BLUE voting card will need to mark a box beside the resolution to indicate how you wish to cast your vote.
- After you have voted, at the end of the meeting prior to the closing of the polls, a member of the Computershare team will collect your BLUE voting card.

If you are participating online today via the Online Scheme Meeting Platform and you are eligible to vote at this meeting:

- Once voting opens, press the "Vote" icon and the voting options will appear on your screen.
- To cast your vote, select one of the options: FOR, AGAINST or ABSTAIN.
- To change your vote, select the option "Click here to change your vote" and press a different option to override.

You can change your vote up until the time I declare voting closed.

Please note that if you have already submitted your vote by proxy in advance of the meeting, then your vote has already been recorded.

I hold a number of open proxies as Chairman of the meeting. As set out in the Notice of Option Scheme Meeting 1, I will vote all directed proxies in favour of the Option Scheme Resolution.

### 4. OVERVIEW OF THE OPTION SCHEME

I will now give you some background to the Option Scheme.

#### **Overview**

On 5 December 2024, Bigtincan announced that it had entered into a Scheme Implementation Deed (SID) with Big Wombat Pty Ltd, an entity associated with Vector.

Under the SID, Big Wombat Pty Ltd agreed to acquire 100% of the ordinary shares of Bigtincan by way of scheme of arrangement for cash consideration of \$0.22 cents per share.

The SID also provides for a separate and concurrent scheme of arrangement between Bigtincan and the holders of certain of its options under which each holder will receive cash for each instrument held in accordance with an agreed valuation methodology. If the Option Scheme proceeds, each holder of Bigtincan Options other than Regal as at the Scheme Record Date (currently proposed to be 7.00pm on Monday, 14 April 2025) will have all of their Bigtincan Options cancelled and extinguished on the Implementation Date (currently proposed to be Wednesday, 23 April 2025), and as consideration, Bigtincan Optionholders will receive:

- in respect of their out-of-the-money Bigtincan Options, a cash amount which Vector has informed Bigtincan has been calculated in accordance with the Black-Scholes option valuation methodology described in Section 6.5(a)(i) of the Scheme Booklet; and
- in respect of their in-the-money Bigtincan Options, a cash amount which is equal to \$0.22 less the applicable exercise price for the Bigtincan Options.

Neither the Share Scheme nor Option Scheme is subject to any financing condition.

The SID includes terms and conditions customary for a transaction of this nature, including exclusivity arrangements and provisions for payment of a break fee and reverse break fee of \$1,826,000 to be payable to either Bigtincan or Big Wombat Pty Ltd in certain circumstances.

### **Board Recommendation and Independent Expert's Conclusion**

As you are aware, the independent expert, Lonergan Edwards & Associates Limited, has concluded that:

- the Share Scheme is fair and reasonable, and therefore in the best interests of Bigtincan shareholders, in the absence of a Superior Proposal; and
- on balance, the Option Scheme as a whole is in the best interests of Bigtincan Optionholders, in the absence of a Superior Proposal.

The independent expert has estimated the full underlying value of Bigtincan to be in the range of \$0.19 and \$0.23 per Bigtincan share. The Share Scheme Consideration of \$0.22 per Bigtincan Shares is within this valuation range.

I can confirm that no Superior Proposal has been received by the Bigtincan Board.

Additional background on the Option Scheme, including reasons to vote in favour of or against the Schemes, has been included in the Scheme Booklet that was sent to optionholders.

Bigtincan Directors unanimously recommend that Bigtincan 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 Bigtincan Securityholders.

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

### ***Status of conditions precedent to the Option Scheme***

The Option Scheme remains subject to a limited number of customary conditions which are set out in the Scheme Booklet, and your Bigtincan Directors are not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied. These conditions primarily include:

- Bigtincan Optionholders approving the Option Scheme Resolution at today's Option Scheme Meetings; and
- approval of the Option Scheme by the Supreme Court of New South Wales; and
- the Share Scheme becoming Effective.

### ***Timetable***

I now turn to the proposed timetable for implementation of the Option Scheme.

If the Option Scheme is approved by the requisite majorities at the Option Scheme Meetings and the Share Scheme is approved by the requisite majorities at the Share Scheme Meeting, Bigtincan expects to take the Option Scheme to the Supreme Court of New South Wales for approval on Tuesday, 8 April 2025.

If the Court approves the Option Scheme, a copy of the Court orders approving the Option Scheme is expected to be lodged with the Australian Securities and Investments Commission on Wednesday, 9 April (which would be when the Option Scheme becomes Effective).

Bigtincan Optionholders other than Regal on the register at 7:00pm (Sydney time) on Monday, 14 April 2024 will be entitled to receive the relevant Option Scheme Consideration for each Bigtincan Option they hold on that date.

Payment of the Option Scheme Consideration will be made on the Implementation Date, which is expected to be Wednesday, 23 April 2025.

## **5. FORMAL BUSINESS BEGINS**

We will now move to the formal business of the Option Scheme Meeting 1.

The Notice of Option Scheme Meeting 1 was included in Attachment C to the Scheme Booklet, which was dispatched to Out-of-the-money Optionholders on or around 5 March 2025. I propose to take the Notice as read.

In order for the Option Scheme Resolution to be passed at this Option Scheme Meeting 1, it must be approved by:

- a majority in number (i.e. more than 50%) of relevant Bigtincan Optionholders present and voting at the Option Scheme Meeting 1 (whether in person, attending online, by proxy, by attorney or by a corporate representative); and
- at least 75% of the total amount of relevant debts and claims of all relevant Bigtincan Optionholders present and voting on the Option Scheme Resolution at the Option Scheme Meeting 1 (where the amount of each Bigtincan Optionholder's debt and claim will be the same as the Option Scheme Consideration payable in respect of their out-of-the-money Bigtincan Options under the Option Scheme).

## 6. QUESTIONS

I would now like to open the meeting to questions in relation to the Option Scheme. Are there any questions from the floor?

If there are no more questions from the floor, do we have any online questions?

Thank you for your questions. We will now proceed to the reading of the Option Scheme Resolution as set out in the Notice of Option Scheme Meeting 1.

## 7. OPTION SCHEME RESOLUTION

The Option Scheme Resolution is set out on the screen now and is as follows:

To consider, and if thought fit, to pass the following resolution in accordance with section 411(4)(a)(i) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Bigtincan Holdings Limited and the holders of certain options in Bigtincan Holdings Limited (the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Option Scheme Meeting 1 forms part)) for the cancellation and extinguishment of the Bigtincan Holdings Limited options is agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Bigtincan Holdings Limited and Big Wombat Pty Ltd) and, subject to approval of the Option Scheme by the Court, the Bigtincan Holdings Limited board of directors is authorised to implement the Option Scheme with any such alterations or conditions.”*

Details of the proxy votes received from Out-of-the-money Optionholders prior to the Option Scheme Meeting 1 are now on the screen.

## 8. CONDUCTING OF THE POLL

Those physically in attendance please mark your vote on the Option Scheme Resolution on your blue voting card. Those attending virtually can vote via the online portal.

Can all optionholders voting online please now ensure that they have submitted their vote.

For those attending in person, I now invite Computershare to collect the voting cards.

Have all persons that intend to vote submitted their cards or voted online? Or are there any comments or questions to be submitted?

Are there any queries online?

There being no further questions I declare the poll closed.

Computershare will now process the poll results with an announcement expected to be lodged with ASX, once the results are available.

## 9. MEETING CLOSE

There being no other business, I'd like to thank all Out-of-the-money Optionholders for their attendance and will now end the formal part of today's meeting. I declare the formal part of the meeting closed.



## Option Scheme Resolution

To consider, and if thought fit, to pass the following resolution in accordance with section 411(4)(a)(i) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Bigtincan Holdings Limited and the holders of certain options in Bigtincan Holdings Limited (the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Option Scheme Meeting 1 forms part)) for the cancellation and extinguishment of the Bigtincan Holdings Limited options is agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Bigtincan Holdings Limited and Big Wombat Pty Ltd) and, subject to approval of the Option Scheme by the Court, the Bigtincan Holdings Limited board of directors is authorised to implement the Option Scheme with any such alterations or conditions.”*



## Valid proxy instructions received by Bigtincan as at proxy close

	Number of votes cast	% of votes cast	Number of optionholders	% of optionholders
FOR	33,921	100%	15	100%
AGAINST	0	0%	0	0%
OPEN*	0	0%	0	0%
TOTAL**	33,921	100%	15****	100%****
Abstain***	0	0%	0	0%
Requisite Majorities	At least 75%		More than 50%	

\* To be voted at the proxy's discretion.

\*\* Valid votes at close of proxies.

\*\*\* Votes relating to an optionholder abstaining from voting are not counted in determining the requisite majorities.

\*\*\*\* Certain of these optionholders have split their votes across more than one voting category noted above.

Please note that the above table only shows the numbers and percentages of Bigtincan optionholders who appointed a proxy and votes covered by proxies lodged prior to this Scheme Meeting. Not all optionholders have lodged a proxy and optionholders retain the discretion to vote in person rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the results of this Scheme Meeting will not be known until after the meeting.

Bigtincan Holdings Limited  
ABN 98 154 944 797



## Chairman's Address – Bigtincan Holdings Limited Option Scheme Meeting 2

Date: Thursday, 3 April 2025  
Time: 12.00pm (AEDT)  
Location: Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually

### 1. WELCOME, QUORUM AND OPENING OF MEETING

Good morning.

Welcome to the Option Scheme Meeting 2 in relation to the scheme of arrangement under which Big Wombat Pty Ltd has proposed for the cancellation and extinguishment of all the options in Bigtincan other than those held by Regal Funds Management Pty Limited as trustee for the Regal Tactical Credit Fund (or its nominee) (Regal). This is known as the Option Scheme. I am Tom Amos, Chair of the Company and of today's meeting.

I would like to firstly acknowledge the traditional custodians of the land on which I stand today: the Gadigal people of the Eora Nation and pay our respects to their Elders, past, present and future. I'd also like to acknowledge the Elders of the land where each of you are today – noting that many of us are in different Cities and Countries for today's meeting.

As the time is now 12:00pm and a quorum is present, I formally declare this Option Scheme Meeting 2 open for business.

The Bigtincan optionholders eligible to attend and vote at this Option Scheme Meeting 2 are those with options in Bigtincan with an exercise price which is lower than \$0.22, and I will refer to these optionholders as the In-the-money Optionholders. The purpose of today's Option Scheme Meeting 2 is for the In-the-money Optionholders to consider and vote on the Option Scheme proposed by Big Wombat Pty Ltd (an entity ultimately owned by a fund managed and advised by Vector Capital Management, L.P. or its related entities).

I will be the Chair for this Option Scheme Meeting 2, in accordance with the orders of the Supreme Court of New South Wales.

I would like to start by introducing the board and management team of Bigtincan Holdings Limited who are in attendance today (either in person or virtually):

- Mr Wayne Stevenson, Non-Executive Director
- Mr Tim Ebbeck, Non-Executive Director
- Mr Akash Agarwal, Non-Executive Director
- Mr David Keane, Managing Director and CEO
- Ms Lucy Rowe, Company Secretary

A representative of our share registry, Computershare, is also present.

Notice of today's Option Scheme Meeting 2 is included as Attachment D to the Scheme Booklet, which was released to ASX on 28 February 2025 and made available to all optionholders. I will take the Notice of Option Scheme Meeting 2 as read.

The Notice of Option Scheme Meeting 2 has been given in accordance with orders made by the Supreme Court of New South Wales.

## 2. Q&A

In-the-money Optionholders, authorised proxies, attorneys and corporate representatives can ask questions during this meeting regarding the Option Scheme and the Option Scheme Resolution. Questions can be asked in person if you hold a blue or yellow voting card or via the online platform.

As set out in the Notice of Option Scheme Meeting 2 attached to the Scheme Booklet, there was also an opportunity to submit questions prior to the meeting.

If you are attending in person and wish to ask a question, I will ask you to raise your hand at the appropriate time and you will be asked to show your optionholder card to the attendant who will take your name and introduce you.

If you are joining us virtually, we ask that you please submit any questions or comments via the Q&A function.

I ask that you be courteous and respectful to those attending the meeting and keep your questions to a reasonable length. Please ensure your questions and comments are relevant to the matter before the meeting today, and to In-the-money Optionholders as a whole. Your questions may be moderated or, if we receive multiple questions on one topic, they may be collated together.

I will call for verbal questions towards the end of the meeting, and address questions received prior to the meeting and via the online platform at that time also.

### 3. VOTING PROCEDURE AND PROXIES

The resolution to be voted on by the In-the-money Optionholders at today's meeting will be decided by a poll.

For the purposes of the poll, I appoint Gemma Coyle of Computershare, Bigtincan's share registry, to act as Returning Officer and to conduct the poll.

I now declare the poll open. You may vote at any time from now until I close the poll. I will provide a warning before closing the poll.

If you are in the room today and are eligible to vote at this meeting:

- You will have received a BLUE voting card upon registration to this meeting.
- At the required time, In-the-money Optionholders and proxyholders with a BLUE voting card will need to mark a box beside the resolution to indicate how you wish to cast your vote.
- After you have voted, at the end of the meeting prior to the closing of the polls, a member of the Computershare team will collect your BLUE voting card.

If you are participating online today via the Online Scheme Meeting Platform and you are eligible to vote at this meeting:

- Once voting opens, press the "Vote" icon and the voting options will appear on your screen.
- To cast your vote, select one of the options: FOR, AGAINST or ABSTAIN.
- To change your vote, select the option "Click here to change your vote" and press a different option to override.

You can change your vote up until the time I declare voting closed.

Please note that if you have already submitted your vote by proxy in advance of the meeting, then your vote has already been recorded.

I hold a number of open proxies as Chairman of the meeting. As set out in the Notice of Option Scheme Meeting 2, I will vote all directed proxies in favour of the Option Scheme Resolution.

### 4. OVERVIEW OF THE OPTION SCHEME

I will now give you some background to the Option Scheme.

#### **Overview**

On 5 December 2024, Bigtincan announced that it had entered into a Scheme Implementation Deed (SID) with Big Wombat Pty Ltd, an entity associated with Vector.

Under the SID, Big Wombat Pty Ltd agreed to acquire 100% of the ordinary shares of Bigtincan by way of scheme of arrangement for cash consideration of \$0.22 cents per share.

The SID also provides for a separate and concurrent scheme of arrangement between Bigtincan and the holders of certain of its options under which each holder will receive cash for each instrument held in accordance with an agreed valuation methodology. If the Option Scheme proceeds, each holder of Bigtincan Options other than Regal as at the Scheme Record Date (currently proposed to be 7.00pm on Monday, 14 April 2025) will have all of their Bigtincan Options cancelled and extinguished on the Implementation Date (currently proposed to be Wednesday, 23 April 2025), and as consideration, Bigtincan Optionholders will receive:

- in respect of their out-of-the-money Bigtincan Options, a cash amount which Vector has informed Bigtincan has been calculated in accordance with the Black-Scholes option valuation methodology described in Section 6.5(a)(i) of the Scheme Booklet; and
- in respect of their in-the-money Bigtincan Options, a cash amount which is equal to \$0.22 less the applicable exercise price for the Bigtincan Options.

Neither the Share Scheme nor Option Scheme is subject to any financing condition.

The SID includes terms and conditions customary for a transaction of this nature, including exclusivity arrangements and provisions for payment of a break fee and reverse break fee of \$1,826,000 to be payable to either Bigtincan or Big Wombat Pty Ltd in certain circumstances.

### ***Board Recommendation and Independent Expert's Conclusion***

As you are aware, the independent expert, Lonergan Edwards & Associates Limited, has concluded that:

- the Share Scheme is fair and reasonable, and therefore in the best interests of Bigtincan shareholders, in the absence of a Superior Proposal; and
- on balance, the Option Scheme as a whole is in the best interests of Bigtincan Optionholders, in the absence of a Superior Proposal.

The independent expert has estimated the full underlying value of Bigtincan to be in the range of \$0.19 and \$0.23 per Bigtincan share. The Share Scheme Consideration of \$0.22 per Bigtincan Shares is within this valuation range.

I can confirm that no Superior Proposal has been received by the Bigtincan Board.

Additional background on the Option Scheme, including reasons to vote in favour of or against the Schemes, has been included in the Scheme Booklet that was sent to optionholders.

Bigtincan Directors unanimously recommend that Bigtincan 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 Bigtincan Securityholders.

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

### ***Status of conditions precedent to the Option Scheme***

The Option Scheme remains subject to a limited number of customary conditions which are set out in the Scheme Booklet, and your Bigtincan Directors are not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied. These conditions primarily include:

- Bigtincan Optionholders approving the Option Scheme Resolution at today's Option Scheme Meetings; and
- approval of the Option Scheme by the Supreme Court of New South Wales; and
- the Share Scheme becoming Effective.

### ***Timetable***

I now turn to the proposed timetable for implementation of the Option Scheme.

If the Option Scheme is approved by the requisite majorities at the Option Scheme Meetings and the Share Scheme is approved by the requisite majorities at the Share Scheme Meeting, Bigtincan expects to take the Option Scheme to the Supreme Court of New South Wales for approval on Tuesday, 8 April 2025.

If the Court approves the Option Scheme, a copy of the Court orders approving the Option Scheme is expected to be lodged with the Australian Securities and Investments Commission on Wednesday, 9 April (which would be when the Option Scheme becomes Effective).

Bigtincan Optionholders other than Regal on the register at 7:00pm (Sydney time) on Monday, 14 April 2024 will be entitled to receive the relevant Option Scheme Consideration for each Bigtincan Option they hold on that date.

Payment of the Option Scheme Consideration will be made on the Implementation Date, which is expected to be Wednesday, 23 April 2025.

## 5. FORMAL BUSINESS BEGINS

We will now move to the formal business of the Option Scheme Meeting 2.

The Notice of Option Scheme Meeting 2 was included in Attachment D to the Scheme Booklet, which was dispatched to In-the-money Optionholders on or around 5 March 2025. I propose to take the Notice as read.

In order for the Option Scheme Resolution to be passed at this Option Scheme Meeting 2, it must be approved by:

- a majority in number (i.e. more than 50%) of relevant Bigtincan Optionholders present and voting at the Option Scheme Meeting 2 (whether in person, attending online, by proxy, by attorney or by a corporate representative); and
- at least 75% of the total amount of relevant debts and claims of all relevant Bigtincan Optionholders present and voting on the Option Scheme Resolution at the Option Scheme Meeting 2 (where the amount of each Bigtincan Optionholder's debt and claim will be the same as the Option Scheme Consideration payable in respect of their in-the-money Bigtincan Options under the Option Scheme).

## 6. QUESTIONS

I would now like to open the meeting to questions in relation to the Option Scheme. Are there any questions from the floor?

If there are no more questions from the floor, do we have any online questions?

Thank you for your questions. We will now proceed to the reading of the Option Scheme Resolution as set out in the Notice of Option Scheme Meeting 2.

## 7. OPTION SCHEME RESOLUTION

The Option Scheme Resolution is set out on the screen now and is as follows:

To consider, and if thought fit, to pass the following resolution in accordance with section 411(4)(a)(i) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Bigtincan Holdings Limited and the holders of certain options in Bigtincan Holdings Limited (the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Option Scheme Meeting 2 forms part)) for the cancellation and extinguishment of the Bigtincan Holdings Limited options is agreed to (with or*

*without alterations or conditions as approved by the Court and which are agreed to by Bigtincan Holdings Limited and Big Wombat Pty Ltd) and, subject to approval of the Option Scheme by the Court, the Bigtincan Holdings Limited board of directors is authorised to implement the Option Scheme with any such alterations or conditions.”*

Details of the proxy votes received from In-the-money Optionholders prior to the Option Scheme Meeting 2 are now on the screen.

## 8. CONDUCTING OF THE POLL

Those physically in attendance please mark your vote on the Option Scheme Resolution on your blue voting card. Those attending virtually can vote via the online portal.

Can all optionholders voting online please now ensure that they have submitted their vote.

For those attending in person, I now invite Computershare to collect the voting cards.

Have all persons that intend to vote submitted their cards or voted online? Or are there any comments or questions to be submitted?

Are there any queries online?

There being no further questions I declare the poll closed.

Computershare will now process the poll results with an announcement expected to be lodged with ASX, once the results are available.

## 9. MEETING CLOSE

There being no other business, I'd like to thank all In-the-money Optionholders for their attendance and will now end the formal part of today's meeting. I declare the formal part of the meeting closed.



## Option Scheme Resolution

To consider, and if thought fit, to pass the following resolution in accordance with section 411(4)(a)(i) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Bigtincan Holdings Limited and the holders of certain options in Bigtincan Holdings Limited (the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Option Scheme Meeting 2 forms part)) for the cancellation and extinguishment of the Bigtincan Holdings Limited options is agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Bigtincan Holdings Limited and Big Wombat Pty Ltd) and, subject to approval of the Option Scheme by the Court, the Bigtincan Holdings Limited board of directors is authorised to implement the Option Scheme with any such alterations or conditions.”*



## Valid proxy instructions received by Bigtincan as at proxy close

	Number of votes cast	% of votes cast	Number of optionholders	% of optionholders
FOR	103,460	100%	12	100%
AGAINST	0	0%	0	0%
OPEN*	0	0%	0	0%
TOTAL**	103,460	100%	12****	100%****
Abstain***	0	0%	0	0%
Requisite Majorities	At least 75%		More than 50%	

\* To be voted at the proxy's discretion.

\*\* Valid votes at close of proxies.

\*\*\* Votes relating to an optionholder abstaining from voting are not counted in determining the requisite majorities.

\*\*\*\* Certain of these optionholders have split their votes across more than one voting category noted above.

Please note that the above table only shows the numbers and percentages of Bigtincan optionholders who appointed a proxy and votes covered by proxies lodged prior to this Scheme Meeting. Not all optionholders have lodged a proxy and optionholders retain the discretion to vote in person rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the results of this Scheme Meeting will not be known until after the meeting.