

ASX Announcement

3 April 2025

RESULTS OF SCHEME MEETINGS

Bigtincan Holdings Limited (ASX: BTH) (**BTH** or the **Company**) is pleased to announce that today:

- at the Share Scheme Meeting, the requisite majorities of BTH Shareholders approved the proposed scheme of arrangement under which 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 issued share capital of BTH (**Share Scheme**); and
- at the Option Scheme Meetings, each of the requisite majorities of the:
 - BTH OTM Optionholders (holders of Out-of-the-money Scheme Options); and
 - BTH ITM Optionholders (holders of In-the-money Scheme Options),approved the proposed separate and concurrent scheme of arrangement under which certain issued options of BTH will be cancelled (**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.

Results of the Scheme Meetings

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), BTH advises that:

- the Share Scheme Resolution was passed by the requisite majorities of BTH Shareholders at the Share Scheme Meeting held earlier today. In summary:
 - 85.97% of BTH Shareholders present and voting (either in person or by proxy, attorney or corporate representative) voted in favour of the Share Scheme Resolution; and
 - 99.34% of the votes cast by BTH Shareholders present and voting (either in person or by proxy, attorney or corporate representative) were in favour of the Share Scheme Resolution; and
- the Option Scheme Resolution was passed by the requisite majorities of BTH OTM Optionholders at the Option Scheme Meeting 1 held earlier today. In summary:
 - 95.83% of BTH OTM Optionholders present and voting (either in person or by proxy, attorney or corporate representative) voted in favour of the Option Scheme Resolution; and
 - 99.37% of the total amount of debts and claims of all BTH OTM Optionholders (being the Option Scheme Consideration payable for the BTH OTM Options) present and voting (either in person or by proxy, attorney or corporate representative) were in favour of the Option Scheme Resolution; and

- the Option Scheme Resolution was passed by the requisite majorities of BTH ITM Optionholders at the Option Scheme Meeting 2 held earlier today. In summary:
 - 100% of BTH ITM Optionholders present and voting (either in person or by proxy, attorney or corporate representative) voted in favour of the Option Scheme Resolution; and
 - 100% of the total amount of debts and claims of all BTH ITM Optionholders (being the Option Scheme Consideration payable for the BTH ITM Options) present and voting (either in person or by proxy, attorney or corporate representative) were in favour of the Option Scheme Resolution.

Details of the valid proxies received, and votes cast at the Scheme Meetings are attached to this announcement.

Next Steps

The Schemes remain subject to approval of the Supreme Court of New South Wales (**Court**) at the Second Court Hearing scheduled for 9.15am (Australian Eastern Standard Time) on Tuesday, 8 April 2025, and certain other conditions precedent as previously announced and described in the Scheme Booklet dated 26 February 2025 and released to the ASX on 28 February 2025.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Hearing on Tuesday, 8 April 2025 and the Court approves the Schemes, BTH proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) on Wednesday, 9 April 2025, at which time the Schemes will become legally effective and binding on BTH Shareholders and BTH Optionholders. It is then expected that:

- BTH Shares will be suspended from trading at the close of trading on the ASX on Wednesday, 9 April 2025; and
- the Schemes will be implemented on Wednesday, 23 April 2025.

The key indicative dates in relation to approval and implementation of the Schemes are set out below:

Key event	Date
Second Court Hearing To approve the Schemes.	9.15am (Australian Eastern Standard Time) on Tuesday, 8 April 2025
Effective Date This is the date on which the Court order approving the Schemes is lodged with ASIC and the Schemes become Effective and binding on the respective BTH Securityholders. BTH Shares will be suspended from trading at the close of trading on the ASX on the Effective Date. If the Share Scheme proceeds, this will be the last day that BTH Shares will trade on the ASX.	Wednesday, 9 April 2025
Scheme Record Date Time and date for determining entitlements to the Scheme Consideration.	7.00pm (Australian Eastern Standard Time) on Monday, 14 April 2025
Implementation Date	Wednesday, 23 April 2025

The date on which the Schemes will be implemented and the Scheme Consideration will be paid.	
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All of the above dates and times are indicative only and subject to change. Certain times and dates are conditional on the approval of the Schemes by BTH Securityholders and by the Court. Any changes to the above timetable will be announced to ASX and notified on BTH's website at <https://www.bigtincan.com/company/investors/>.

Authorised by:

Board of Directors of Bigtincan Holdings Limited

ABOVE INFORMATION

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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution		For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Approve the Share Scheme Resolution		456,939,768 99.16%	3,049,023 0.66%	849,472 0.18%	39,688	459,909,986 99.34%	3,051,404 0.66%	39,688	Carried
						Number of shareholders voting on the poll (where applicable)			
						For	Against	Abstain#	
						478 85.97%	78 14.03%	5	

* Votes cast by a person who abstains from voting are not counted in calculating the required majority on the poll.

A person who abstains from voting is not counted in calculating the required majority on the poll.

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Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Approve the Option Scheme Resolution	33,921 100.00%	0 0.00%	0 0.00%	0	49,826 99.37%	314 0.63%	0	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					23 95.83%	1 4.17%	0	

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Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Approve the Option Scheme Resolution	103,460 100.00%	0 0.00%	0 0.00%	0	121,060 100.00%	0 0.00%	0	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					15 100.00%	0 0.00%	0	

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