



ACN 154 944 797

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (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 Extraordinary General Meeting

The Bigtincan Holdings Limited Extraordinary General Meeting will be held on Thursday, 27 February 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 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, 25 February 2025.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MKMX7LP>

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



ATTENDING THE 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.

BTH

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

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 25 February 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bigtincan Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Bigtincan Holdings Limited to be held at Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting on Thursday, 27 February 2025 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of a Director - Mr Thomas Amos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of a Director - Mr Wayne Stevenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of a Director - Mr Timothy Ebbeck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

BTH

3 1 5 4 0 8 A



Computershare



BIGTINCAN HOLDINGS LIMITED

ABN 98 154 944 797

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an extraordinary general meeting of Shareholders (“Spill Meeting”) of Bigtincan Holdings Limited (ACN 154 944 797) (“Bigtincan” or “Company”) will be held virtually and in person as follows:

Date: Thursday, 27 February 2025

Time: 10.00am (AEDT)

Location: Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000

Participating in the Spill Meeting online

Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MKMX7LP> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below:

1. Click on ‘Join Meeting Now’.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and ‘Click Continue’.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

1. Resolution 1 – Re-election of a Director – Mr Thomas Amos

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, for all purposes, Mr Thomas Amos, who ceases to hold office immediately before the end of the meeting of members of the Company in accordance with section 250V of the Corporations Act 2001 (Cth) and offers himself for re-election, is re-elected as a Director.”

2. Resolution 2 – Re-election of a Director – Mr Wayne Stevenson

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, for all purposes, Mr Wayne Stevenson, who ceases to hold office immediately before the end of the meeting of members of the Company in accordance with section 250V of the Corporations Act 2001 (Cth) and offers himself for re-election, is re-elected as a Director.”

3. Resolution 3 – Re-election of a Director – Mr Timothy Ebbeck

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, for all purposes, Mr Timothy Ebbeck, who ceases to hold office immediately before the end of the meeting of members of the Company in accordance with section 250V of the Corporations Act 2001 (Cth) and offers himself for re-election, is re-elected as a Director.”

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Spill Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company or its share registry in advance of the Spill Meeting or handed in at the Spill Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Spill Meeting will be the entitlement of that person set out in the register of Shareholders as at 7pm (AEDT) on 25 February 2025. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Spill Meeting.

By Order of the Board of Directors

Lucy Rowe
Company Secretary
29 January 2025

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Spill Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Certain capitalised terms used in the Notice (including in the Resolutions) and the Explanatory Statement are defined in the Glossary.

Spill Resolution and Spill Meeting

The 'two strikes rule' in the Corporations Act provides that, if at least 25% of the votes validly cast on the resolution to adopt the remuneration report are voted against the adoption of the remuneration report at two consecutive annual general meetings of the Company (the first and second 'strikes'), the Company will be required to put to Shareholders a resolution proposing that a general meeting (ie the Spill Meeting) be called to consider the election of the Company's Directors ("Spill Resolution").

The Spill Meeting must be held within 90 days of the date of the annual general meeting at which the Spill Resolution was passed. For any Spill Resolution to be passed, more than 50% of the votes cast on the Spill Resolution must be in favour of it. If a Spill Resolution is passed, all the Company's Directors (other than the Managing Director who may continue to hold office without re-election) who were Directors of the Company when the resolution to make the remuneration report considered at the second annual general meeting will cease to hold office immediately before the end of the Spill Meeting, unless re-elected at that meeting.

Determination of directors

The Directors elected or re-elected at the Spill Meeting will commence to hold office on and from the end of the Spill Meeting.

If a Director of the Company is re-elected in these circumstances, the Corporations Act provides that the term of office of the Director will not be affected and Directors will be subject to retirement and re-election at an annual general meeting of the Company as if the cessation and appointment at the Spill Meeting had not occurred.

The Corporations Act requires that a public company must have a minimum of 3 directors. The Corporations Act includes provisions (section 250X) to ensure a company will have at least 3 directors after the Spill Meeting in the event insufficient resolutions are passed by the requisite majority and would otherwise result in a company having fewer than 3 directors following the Spill Meeting. If a company would have fewer than 3 directors following a Spill Meeting, the effect of section 250X of the Corporations Act is that such number of directors as would result in the company having 3 directors following the Spill Meeting are taken to have been appointed, with the directors taken to be appointed being those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution for their appointment. If 2 or more persons have the same percentage of votes favouring their appointment, the director or directors who hold office apart from by operation of section 250X of the Corporations Act may choose the person taken to be appointed and such person is deemed to have a higher percentage of votes. A person taken to have been appointed because of such a choice must have their appointment confirmed at the company's next annual general meeting.

This Spill Meeting

At the 2023 annual general meeting of the Company, the resolution to adopt the Company's remuneration report for the financial year ended 30 June 2023 was not carried and more than 25% of the votes cast on that resolution were voted against the resolution, constituting a 'first strike'. At the 2024 annual general meeting of the Company ("2024 AGM") the resolution to adopt the Company's remuneration report for the financial year ended 30 June 2024 was not carried and more than 25%

of the votes cast on that resolution were voted against the resolution, constituting a 'second strike'. Given the occurrence of a 'second strike', a Spill Resolution was put to Shareholders at the 2024 AGM which was carried. Accordingly, the Company must hold the Spill Meeting within 90 days after the 2024 AGM, being by 27 February 2025, to consider the composition of the Board. This is the notice for that meeting.

In accordance with section 250V of the Corporations Act, the following Directors of the Company will automatically cease to hold office as Directors of the Company immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting:

- Mr Thomas Amos (independent non-executive Chair)
- Mr Wayne Stevenson (independent non-executive Director)
- Mr Timothy Ebbeck (independent non-executive Director)

Mr Amos, Mr Stevenson and Mr Ebbeck have all agreed to stand for re-election at the Spill Meeting.

The Vector Scheme

As announced on 5 December 2024, Bigtincan has entered into a scheme implementation deed ("SID") with Vector Capital Management L.P. ("Vector") under which Big Wombat Pty Ltd ("Vector BidCo") has agreed to acquire 100% of the issued share capital of the Company by way of scheme of arrangement for cash consideration of 22 cents per share (which will be reduced on a per share basis to the extent that the Company's transaction costs in connection with the IAAC transaction, the Vector Proposal and the director nominations at the 2024 AGM exceed \$4 million), ("Vector Scheme"). The SID also provides for a separate and concurrent scheme of arrangement between Bigtincan and its option holders under which each holder will receive cash for each instrument held in accordance with an agreed valuation methodology.

It is noted that a break fee of \$1,826,000 may be payable by Bigtincan to Vector BidCo in certain circumstances. Those circumstances include, relevantly, where any member of the Bigtincan board of directors (as constituted from time to time, including future directors) fails to recommend the Vector Scheme in the manner required by the SID or withdraws or adversely modifies or qualifies their recommendation of the Vector Scheme in the manner required by the SID.

Each of the Directors seeking re-election (Mr Thomas Amos, Mr Wayne Stevenson and Mr Timothy Ebbeck) is supportive of the Vector Scheme and will continue to progress the Vector Scheme if re-elected as a Director of the Company so it can be put to Bigtincan shareholders for consideration and, if approved, implemented.

The scheme meeting for the Vector Scheme will be held shortly after the Spill Meeting. The scheme booklet in respect of the Vector Scheme is expected to be released to the ASX and provided to Bigtincan shareholders in February 2025. The scheme booklet will include detailed information about the Vector Scheme, including the advantages and disadvantages of the transaction, and should be read carefully by Bigtincan shareholders.

Recent Board changes and shareholder engagement

There has been a recent process of Board renewal, which has seen:

- in June 2024, Mr Ebbeck appointed as an independent non-executive Director; and
- in November 2024, Mr Agarwal appointed as an independent non-executive Director.

Before and after the 2024 AGM in November 2024, the Board of the Company engaged with representatives of Bigtincan's largest securityholders to ensure that their concerns were heard. This engagement has been honest and helpful. The Board of the Company considers that the Board's objectives are aligned with the best interests of all shareholders in seeking to have the Vector Scheme implemented following an extended period of takeover interest in Bigtincan, which occurred during an at times challenging market environment for technology companies.

It is noted that while Bigtincan was the subject of a number of non-binding indicative control proposals over an extended period, and facilitated due diligence access to a number of parties, such interest did not result in a binding proposal being made to Bigtincan which the Bigtincan Board was prepared to recommend to its shareholders, other than the Investcorp Transaction¹ and the Vector Scheme.

1. Resolution 1 – Re-election of a Director – Mr Thomas Amos

Mr Amos will cease to hold office immediately before the end of the Meeting in accordance with section 250V of the Corporations Act and, being eligible, is seeking re-election as a Director of the Company.

Mr Thomas Amos

Director since: 28 September 2016

Board Committee membership: Audit and Risk Committee

Remuneration and Nominations Committee

Independent: Yes

Listed company directorships (held within the last three years): Ambertech Ltd (ASX:AMO)

Acknowledgement of sufficient time available

Mr Amos provided the Remuneration and Nominations Committee with details of his other commitments and an indication of the time involved and specifically acknowledged to the Remuneration and Nominations Committee that he will have sufficient time to fulfil his responsibilities as a Director of the Company.

Experience and current directorships

Mr Amos is an Independent Non-Executive Director of Bigtincan and Chairman of the Board. He is also Managing Director of emerging digital presence company dLook Pty Ltd, a director of Ambertech Ltd (ASX:AMO) and a director of Wave link Systems Pty Limited. Mr Amos also holds the patent for the dLook cross media multichannel marketing systems. He has a BE (Electrical Engineering) from The University of Sydney.

Mr Amos actively develops private technology companies to grow and gain access to resources offered by public markets both in Australia and internationally. In this capacity, Mr Amos was a founding and long-term independent director of Macquarie Bank’s Macquarie Technology Ventures Pty Ltd.

Mr Amos was previously Managing Director and Partner of Amos Aked Swift Pty Ltd, FlowCom Ltd and Director of a number of public and private companies in the content, digital services, radio and telecommunications sectors. Mr Amos was also a long-term Director and Vice Chair of Australian Telecommunications User Group Ltd, the public organisation that was formed by industry to improve communication services in Australia and which led to the deregulation of telecommunication services.

Mr Amos has over thirty years of intense involvement and management in the telecommunications, publishing, and related digital technology industries, through a period of unprecedented technological and regulatory change. As a

¹ The Investcorp Transaction was terminated after it was not approved by Bigtincan shareholders at the 2024 AGM (which was a condition precedent to the Investcorp Transaction) and after Investcorp’s ‘matching rights’ were exhausted following receipt of a proposal from Vector in respect of the Vector Scheme without Investcorp making a revised proposal.

company director, professional engineer, entrepreneur, businessman and strategic adviser to industry and government, Tom Amos has been at the leading edge of those changes.

Board support for re-election

The Directors support the re-election of Mr Thomas Amos as a Director of the Company because, in summary, his experience and expertise are valued by the Board and his commitment and diligence has ensured he continues to make a valuable contribution to the deliberations of the Board and to his role as the Chair of the Board.

Board recommendation

The Board (excluding Mr Amos) recommends that Shareholders vote **IN FAVOUR** of Resolution 1.

Mr Amos abstained from voting on the recommendation in respect of Resolution 1 and makes no recommendation in view of his personal interest in the matter.

2. Resolution 2 – Re-election of a Director – Mr Wayne Stevenson

Mr Wayne Stevenson

Director since: 28 September 2016

Board Committee membership: Audit and Risk Committee

Remuneration and Nominations Committee

Independent: Yes

Listed company directorships (held within the last three years): Cuscal Ltd (ASX: CCL)

Acknowledgement of sufficient time available

Mr Stevenson provided the Remuneration and Nominations Committee with details of his other commitments and an indication of the time involved and specifically acknowledged to the Remuneration and Nominations Committee that he will have sufficient time to fulfil his responsibilities as a Director of the Company.

Experience and current directorships

Mr Stevenson joined the Board of Bigtincan in September 2016, bringing expertise in the financial services industry. He has approximately 40 years' experience in banking and financial services where he held a number of senior positions with ANZ Banking Group including various CFO roles over a period of 15 years involving significant acquisitions, restructures and divestments.

Mr Stevenson is a full time professional director and his board credentials are primarily from financial services organisations across Australia and Asia Pacific. More recently this experience expanded to media and entertainment through his board roles with QMS Media and Mediaworks Holdings NZ Ltd. His other current Non-Executive Director roles comprise Credit Union Australia Ltd and Cuscal Ltd (ASX: CCL). Mr Stevenson has a BCom in Accounting, is a Chartered Accountant and Fellow of the Australian Institute of Company Directors.

Board support for re-election

The Directors support the re-election of Mr Stevenson as a Director of the Company because, in summary, his experience and expertise are valued by the Board and his commitment and diligence has ensured he continues to make a valuable contribution to the deliberations of the Board.

Board recommendation

The Board (excluding Mr Stevenson) recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

Mr Stevenson abstained from voting on the recommendation in respect of Resolution 2 and makes no recommendation in view of his personal interest in the matter.

3. Resolution 3 – Re-election of a Director – Mr Timothy Ebbeck

Mr Timothy Ebbeck

Director since: 7 June 2024

Board Committee membership: Audit and Risk Committee

Remuneration and Nominations Committee

Independent: Yes

Listed company directorships (held within the last three years): Readytech Limited (ASX: RDY)

Acknowledgement of sufficient time available

Mr Ebbeck provided the Remuneration and Nominations Committee with details of his other commitments and an indication of the time involved and specifically acknowledged to the Remuneration and Nominations Committee that he will have sufficient time to fulfil his responsibilities as a Director of the Company.

Experience and current directorships

Mr Ebbeck has over 30 years of board, executive, and advisory experience across a breadth of industries including software and technology, AI, blockchain, media, sport, consulting, energy, and finance.

Mr Ebbeck’s executive experience includes roles as Chief Executive Officer at SAP (ANZ), Chief Executive of Oracle (ANZ), Chief Commercial Officer of SAP (APJ), and Chief Commercial Officer of NBN Co.

His board roles have included being Non-Executive Director for ReadyTech Limited (ASX: RDY), Indara Digital Infrastructure (JV Australian Super and Singtel), CPA Australia, Central Coast Local Health District, The Yield Technology Solutions, Nextgen Distribution, Museum of Applied Arts & Sciences NSW, and Insite Organisation.

Mr Ebbeck is a professional company director and advisor to a range of companies in the technology and emerging industries and a former CEO member of the Business Council of Australia.

Board support for re-election

The Directors support the re-election of Mr Ebbeck as a Director of the Company because, in summary, his experience and expertise are valued by the Board and his commitment and diligence has ensured he continues to make a valuable contribution to the deliberations of the Board.

For personal use only

Board recommendation

The Board (excluding Mr Ebbeck) recommends that Shareholders vote **IN FAVOUR** of Resolution 3.

Mr Ebbeck abstained from voting on the recommendation in respect of Resolution 3 and makes no recommendation in view of his personal interest in the matter.

For personal use only

Glossary

\$ means Australian dollars.

2024 AGM has the meaning given in the section entitled “*Background to the Spill Meeting*” in the Explanatory Statement.

AEDT means Australian Eastern Daylight Time.

ASIC means the Australian Securities and Investments Commission.

Board means the current board of Directors of the Company.

Bigtincan means the Company.

Chairman means the chair of the Meeting.

Company means Bigtincan Holdings Limited ACN 154 944 797.

Corporations Act means the *Corporations Act* 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

IAAC means Investcorp AI Acquisition Corp.

Notice or **Notice of Meeting** means the Notice of Meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Spill Meeting or **Meeting** means the meeting convened by the Notice.

Spill Resolution has the meaning given in the section entitled “*Background to the Spill Meeting*” in the Explanatory Statement.

SID means the scheme implementation deed entered into between Bigtincan and Vector BidCo on 5 December 2024.

Transaction means the transaction contemplated by the SID.

Vector means Vector Capital Management L.P.

Vector BidCo means Big Wombat Pty Ltd.

Vector Scheme has the meaning given in the section entitled “*The Spill Meeting and the Vector Scheme*” in the Explanatory Statement.

Vector Proposal means the revised proposal from Vector announced on 25 November 2024.