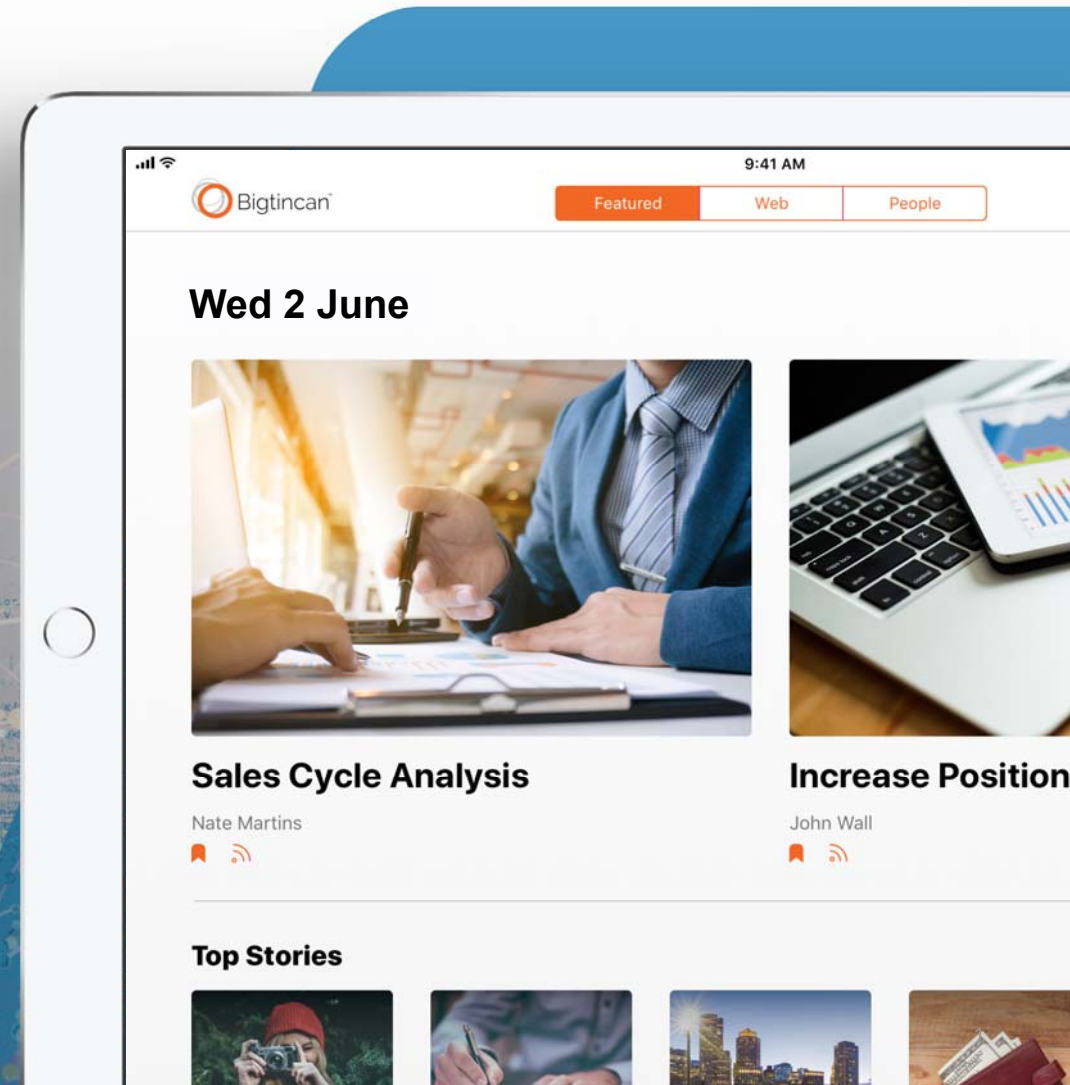




# ACQUISITION AND EQUITY RAISING

14 JUNE 2018

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This investor presentation (“Presentation”) has been prepared by Bigtincan Holdings Limited (ACN 154 944 797) (“Bigtincan” or “Company”) and is dated 14 June 2018. This Presentation has been prepared in relation to a placement of new Bigtincan ordinary shares (“New Shares”) to ‘sophisticated’ and ‘professional’ investors (as defined in the Corporations Act (Cth)) (“Offer”).

### Summary Information

This Presentation contains summary information about the current activities of Bigtincan and its subsidiaries and certain acquisitions as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete. This Presentation does not purport to contain all the information that an investor should consider when making an investment decision nor does it contain all the information which would be required in a disclosure document or prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Bigtincan’s other periodic and continuous disclosure announcements lodged with the ASX, which are available at [www.asx.com.au](http://www.asx.com.au). Neither Bigtincan nor its directors, employees or advisers give any warranties in relation to the statements and information in this Presentation.

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This Presentation contains certain “forward looking statements”. Forward looking statements can generally be identified by the use of forward looking words such as, “expect”, “anticipate”, “likely”, “intend”, “should”, “could”, “may”, “predict”, “plan”, “propose”, “will”, “believe”, “forecast”, “estimate”, “target” “outlook”, “guidance” and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of Bigtincan, the outcome and effects of the Offer and the use of proceeds, including the impact of the acquisition. The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Bigtincan, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the risks section of this Presentation for a summary of certain general and Bigtincan specific risk factors that may affect Bigtincan. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. The forward looking statements are based on information available to Bigtincan as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), Bigtincan undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

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## EXECUTIVE SUMMARY

Bigtincan Holdings Limited (ASX: BTH), a global leader in sales enablement, is raising approximately \$15m to fund EPS accretive acquisition of highly complementary businesses Zunos and a subsequent identified transaction.

\$8M of funds will be applied toward the Zunos acquisition. The balance of funds raised will be applied to a subsequent identified transaction and to Bigtincan's working capital requirements.

With hundreds of enterprise customers, over 100,000 paying / licensed users, and an established business in North America, Bigtincan is delivering on its strategy to be a global leader in sales enablement.

Bigtincan remains on track with its objective of maintaining at least a 35-40% year on year revenue growth rate for FY18.

<b>ASX Ticker</b>	BTH	<b>MRR @December 17</b>	\$1,065K
<b>Listing on ASX</b>	24 March 17	<b>MRR Growth 1H2018</b>	43% vs 1H17
<b>Market Capitalization*</b>	\$66.1M	<b>GAAP Revenue 1H2018</b>	\$6.04M
<b>Share Price*</b>	\$0.375	<b>Cash at Bank 31 May 2018</b>	\$9.5M
<b>Shares on Issue</b>	176.3M	<b>US based revenue %</b>	90%
<b>Headquarters</b>	Sydney, Boston	<b>Key Engineering Centers</b>	Sydney, UK, Singapore, Israel

\* As at 14.6.18. NB. MRR is monthly recurring revenue

- 1. Bigtincan Update**
- 2. Overview of the Acquisition**
- 3. Capital Raising**
- 4. Key Risks**

# 1. Bigtincan Update

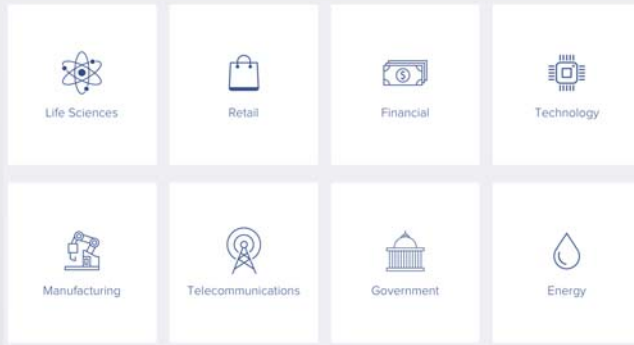


# Bigtincan - A global leader in sales enablement



## CUSTOMERS

- 300+ customers across 3 continents
  - 100,000+ licensed seats
- Established Fortune 100/500 customers across key vertical markets



## PARTNERS

- 27 global partners extending reach
- Strategic relationship with Apple
  - Users in 50+ countries



## MARKET TRACTION

- Multi Award Winner
- Leading in AI technologies
- Patented core technology



# Strategic Pillars

## Strengthening market leading solutions

- Identify opportunities to expand technology base.
- Continue to be a leader in the use of data science to help our customers empower their teams.

## Expanding relationships with channels

- Support channels with technical and sales support resources, and tools to drive expanded sales.

## Encouraging third party development programs

- Expand Bigtincan Add-ons to create easy way for customers to extend and expand their use of Bigtincan.
- Launch developer programs and support systems to grow ecosystem.

## Expanding sales and marketing capability

- Grow channel and direct teams to support growth.
- Review market for opportunities to grow customer base in key sectors, market areas, and geographic territories that Bigtincan does not yet cover.

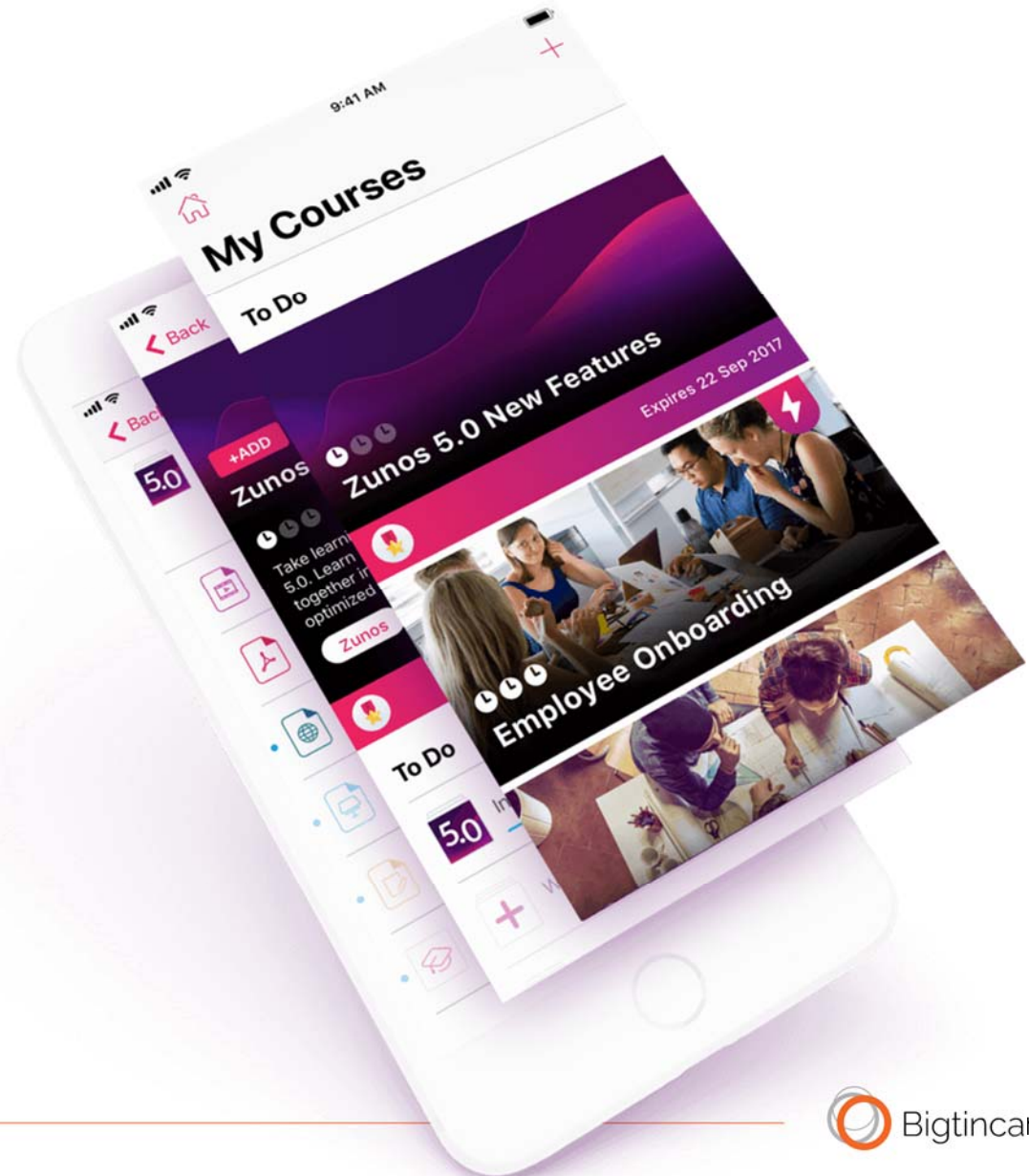


## 2. Acquisition of Zunos



# Bigtincan to Acquire Zunos

Expanding on Market Leadership in Sales Enablement with leading global learning and gamification platform.



# Strategic Fit

## Zunos acquisition fits Bigtincan Strategic Pillars of Growth

- Bigtincan is purchasing a leader in engaging mobile, micro-learning and gamification training enabling Bigtincan to deliver the most comprehensive learning and enablement platform.
- The acquisition will complement Bigtincan's existing North American footprint. > 95% of Zunos Revenue from North America.
- Bigtincan gains expanded presence in the West Coast and Midwest regions in the USA and adds additional Channel Partners including Telstra in Australia.
- Zunos team have extensive experience in transforming sales learning adding to Bigtincan executive team.
- Adds core IP in Zunos learning and gamification technology.

## M&A CRITERIA

Bigtincan has previously discussed the following 4 acquisition criteria to enhance the Company's Bigtincan Hub Platform and strengthen the Company's leadership in the market.

### Positive financial impact

- Recurring revenue generated from subscription and support services through licensing of cloud based software (Software-as-a-Service, SaaS).
- Accretive revenue versus Bigtincan's revenue multiple.
- Revenue and cost synergies to be realised over time.

### Complementary technology

- Adds complementary technology capabilities to Bigtincan Hub sales enablement platform aligned to Bigtincan's roadmap.
- Ability to integrate technology into Bigtincan Hub.

### Excellent People

- Technical and product expertise.
- Sales representation.
- Cultural fit.

### Complementary go-to-market strategy and customer base

- Expand the Bigtincan Hub product offering for existing clients.
- Enhanced penetration into industry verticals and geographies.
- Cross-sell of Bigtincan's product to the target company's customer base.

## STRATEGIC RATIONALE

The Zunos acquisition has significant strategic benefits for Bigtincan and addresses each of its key acquisition criteria:

Company	Zunos
Description	Focused sales enablement provider delivering next generation learning and gamification
<b>Acquisition criteria</b>	
Positive financial impact	✓
Strengthens Core Technology and IP	✓
Key people added with domain and product expertise	✓
Expands Sales and Marketing Capability with a complementary go-to-market approach	✓

# Bigtincan Post Acquisition

92%

Revenue from North America

150,000+  
licenses

12

Fortune 100 customers



Bigtincan Geographic Footprint

# Customer Example



# American Airlines



Leading Fortune 100 airline



2,500+ users across  
the United States



Improved learner engagement



Integrated gamification that drives adoption



Saving time and driving results



## 2. Overview of the Acquisition



## ZUNOS

### Overview

- Zunos is a leader in sales and partner learning and enablement, headquartered in San Francisco CA with sales in Denver CO, and development operations in Sydney and Brisbane.

### Products and services

- Zunos SaaS software empowers sales professionals to develop knowledge and skills with powerful next generation content surrounded with gamification.

### Customers

- Leading global household names including American Airlines.

### Financial information

- In excess of \$3M in Annualized Recurring Revenue with existing customers and strong pipeline of new opportunities.

*\*NB. Acquisition is conditional on entering into definitive documentation and satisfactory completion of due diligence.*

# 3. Capital Raising



## EQUITY RAISING OVERVIEW

<b>Offer Structure &amp; Size</b>	<ul style="list-style-type: none"> <li>▪ Placement to raise approximately \$15M through the issue of approximately 42.9M new Bigtincan shares (<b>New Shares</b>) to be issued under Bigtincan’s existing placement capacity under ASX Listing Rule 7.1 and 7.1A (<b>Placement</b>).</li> </ul>
<b>Offer Pricing</b>	<ul style="list-style-type: none"> <li>▪ Offer price of \$0.35 per New Share represents a:             <ul style="list-style-type: none"> <li>▪ 6.7% discount to the last closing price of \$0.375; and</li> <li>▪ 9.8% discount to the 5 day VWAP of \$0.3878.</li> <li>▪ 9.2% discount to the 15 day VWAP of \$0.3853</li> </ul> </li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>▪ Pari passu with existing fully paid ordinary shares on issue.</li> </ul>
<b>Use of Proceeds</b>	<ul style="list-style-type: none"> <li>▪ Proceeds from the Equity Raising will be used to fund the following:             <ul style="list-style-type: none"> <li>▪ \$8M for the transaction.</li> <li>▪ \$4M for subsequent identified transaction.</li> <li>▪ \$3M for working capital.</li> </ul> </li> </ul>
<b>Share Purchase Plan (SPP)</b>	<ul style="list-style-type: none"> <li>▪ In addition to the Placement, Bigtincan will offer eligible shareholders the right to participate in a SPP that will enable shareholders to apply for up to \$15,000 of shares at the same price as the Placement. Bigtincan will reserve the right to scale back applications under the SPP to \$5,000 per eligible shareholder.</li> </ul>
<b>Lead Manager</b>	<ul style="list-style-type: none"> <li>▪ Baillieu Holst Ltd.</li> </ul>

## EQUITY RAISING TIMETABLE

Event	Time / Date (AEST)
Transaction announced and Bigtincan resumes trading on ASX	Monday 18 June 2018
Settlement of Placement	Thursday 21 June 2018
Quotation of Placement shares	Friday 22 June 2018
SPP	To be provided

## SOURCES AND USES

Sources	Amount (\$M)
Equity Raising	15.0
Cash on Hand (31-March-2018)	11.7
<b>Total sources</b>	<b>26.7</b>

Uses	Amount (\$M)
Zunos Acquisition	8
Subsequent identified transaction	4
Working capital & Integration	3
<b>Total uses</b>	<b>15.0</b>

# 4. Key Risks



## KEY RISKS – TRANSACTION SPECIFIC

<b>Reliance on information provided</b>	<ul style="list-style-type: none"> <li>– Bigtincan has undertaken a due diligence process in respect to the Acquisition, which relied in part on the review of financial and other information provided by the vendor. Despite taking reasonable efforts, Bigtincan has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it against independent data. If any of the data or information provided to and relied upon by Bigtincan in its due diligence process and its preparation of this Presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of the acquired business may be materially different to the financial position and performance expected by Bigtincan and reflected in this Presentation. Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Acquisitions have been identified. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Bigtincan's financial position and performance.</li> </ul>
<b>Completion risk</b>	<ul style="list-style-type: none"> <li>– Completion of the Acquisition is conditional on certain matters. If any of the conditions are not met, completion may be deferred or cancelled.</li> <li>– Failure to complete a transaction and any action required to be taken to deploy capital raised may have a material adverse effect on Bigtincan's financial performance, financial position and security price. If the Placement completes but the Acquisition does not complete, Bigtincan will consider various options in relation to the use of the funds raised from the Placement including use of the funds for general corporate purposes or return of funds to shareholders.</li> </ul>
<b>Integration risk</b>	<ul style="list-style-type: none"> <li>– The long term success of the acquired business will depend, in part, on the success of integration of the acquired business into Bigtincan's current operations. The integration process will involve, among other things, integrating personnel and combining different technology systems. The process of integrating operations could, among other things, divert management's attention, interrupt or lose momentum in the activities of the businesses and could result in the loss of key personnel. There is also a risk that the integration of the acquired business may be more complex than currently anticipated, encounter unexpected challenges or issues and take longer than expected. Any of these outcomes could have an adverse effect on the business, results of operations or financial condition and performance of Bigtincan.</li> <li>– There is a risk that Bigtincan's success and profitability could be adversely affected if the acquired business are not integrated effectively. There is a risk that integration could take longer or cost more than expected or that the anticipated benefits and synergies of the integration may be less than estimated. Possible problems may include differences in management culture between the organisations; unanticipated costs or delays relating to integration of IT, business, information or accounting systems; loss of key personnel; and timing for realisation or disposal of surplus infrastructure. These integration issues may adversely impact the earnings of Bigtincan.</li> </ul>
<b>Analysis of acquisition opportunity</b>	<ul style="list-style-type: none"> <li>– Bigtincan has undertaken financial, business and other analyses of each of the acquired business in order to determine their attractiveness to Bigtincan and whether to pursue the Acquisition. It is possible that such analyses and the best estimate assumptions made by Bigtincan draw conclusions and forecasts that are inaccurate or which are not realised in due course. To the extent that the actual results achieved by the acquired business is different to those indicated by Bigtincan's analysis, there is a risk that the profitability and future earnings of the operations of Bigtincan may be materially different from the profitability and earnings expected.</li> </ul>
<b>Recovery for breach of warranties</b>	<ul style="list-style-type: none"> <li>– The transaction documents for the Acquisition will have limits on Bigtincan's ability to claim for breaches of the agreement. There is a risk that the loss suffered by Bigtincan for a breach will exceed the amount for which it is entitled to claim against the vendors and a risk that Bigtincan may not be able to recover from the vendors at all.</li> </ul>



## KEY RISKS – GENERAL

<b>Change in risk and investment profile</b>	<ul style="list-style-type: none"> <li>– The investment profile for shareholders in Bigtincan will change. While the operations of Bigtincan and the acquired business are similar in a number of ways the operational profile, capital structure and size of Bigtincan post acquisition will be different to that of Bigtincan on a standalone basis. These changes in risk and investment profile may be considered by some shareholders to be a disadvantage.</li> </ul>
<b>Amortisation and impairment of intangibles</b>	<ul style="list-style-type: none"> <li>– In accounting for the acquired business, Bigtincan will need to perform a fair value assessment of each of the acquired assets (including intangible assets) and liabilities. To the extent goodwill and indefinite life intangible assets are recognised in respect of accounting for the acquisition, they will be subject to annual impairment testing. Other identifiable intangible assets are amortised and assessed for any indicators of impairment each reporting period. In the event that the recoverable amount of intangible assets is impaired, this will result in an additional expense in the income statement of Bigtincan.</li> </ul>
<b>Competition</b>	<ul style="list-style-type: none"> <li>– There is substantial competition in the markets in which the acquired business will operate. Bigtincan must compete with a variety of market participants in the customer care and billing solutions industry. These market participants compete vigorously and such competitive market conditions may adversely impact on the earnings and assets of Bigtincan post-acquisition.</li> </ul>
<b>Brands and reputation</b>	<ul style="list-style-type: none"> <li>– The capacity of Bigtincan to attract and retain customers depends to a large extent upon the brands and reputation of its business. Any decline in Bigtincan's brand and reputation could contribute to lower new business sales, do damage to its customer strategies and may impact the future profitability and financial position of Bigtincan.</li> </ul>
<b>Key personnel</b>	<ul style="list-style-type: none"> <li>– Bigtincan and the acquired business has benefited from having stable and experienced management teams. While Bigtincan will make every effort to retain key employees and recruit new personnel as the need arises, loss of a number of key personnel may adversely affect the post-acquisition earnings or growth prospects of Bigtincan.</li> </ul>
<b>Policy / regulatory changes</b>	<ul style="list-style-type: none"> <li>– Changes in laws, regulations and government policy may affect Bigtincan and the attractiveness of an investment in Bigtincan positively or negatively. The impact of future regulatory and legislative change upon the business of Bigtincan cannot be predicted. In addition, if the amount and complexity of new regulation increases, so too may the cost of compliance and the risk of non-compliance.</li> </ul>
<b>Foreign exchange</b>	<ul style="list-style-type: none"> <li>– Bigtincan has global operations with more than 300 customers in more than 20 countries. To the extent the Bigtincan's business is outside of Australia, Bigtincan's financial performance may be adversely affected by changes in the relevant AUD/foreign currency exchange rates and the economic conditions in these countries.</li> </ul>

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This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

### New Zealand

This document is not a product disclosure statement or any other form of disclosure document under the Financial Markets Conduct Act 2013 (the "FMC Act"). This document has not been registered, filed with or approved by any New Zealand regulatory authority under the FMC Act. The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act; or
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act

### Canada

If You (or any person for whom You are acquiring the Securities) are in Canada, You (and any such person):

(a) are entitled under applicable provincial securities laws to acquire the Securities without the benefit of a prospectus qualified under those securities laws; and

(b) are an "accredited investor" as defined in National Instrument 45-106 – Prospectus and Registration Exemptions ("NI 45-106") and, if relying on subsection (m) of the definition of that term, are not a person created or being used solely to acquire or hold securities as an accredited investor.

### Hong Kong

WARNING: The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

# INTERNATIONAL OFFER RESTRICTIONS

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Where the New Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferrable for six months after that corporation or that trust has acquired the New Shares pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or (to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) pursuant to section 276(7) of the SFA or as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) a "relevant person" (as defined in section 275(2) of the SFA). You must ensure that you comply with the requirements under the SFA (including any applicable resale restrictions) in respect of any investment in the New Shares. In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

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This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) ("Qualified Investors") in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons.

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