



27 June 2023

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**Not for release to US wire services or distribution in the United States**

Dear Optionholder,

#### **NOTIFICATION TO OPTIONHOLDERS**

We are writing to you in relation to your option holding in **Tinybeans Group Limited (ASX:TNY) (OTCQB: TNYF)** (“**Tinybeans**” or “**the Company**”).

On Tuesday, 27 June 2023, Tinybeans announced the launch of a A\$2.5 million (equivalent to approximately US\$1.7 million<sup>1</sup>) equity raising of new fully paid ordinary shares (**New Shares**) at an offer price of A\$0.15 per New Share (**Offer Price**).

The Equity Raising (defined below) is comprised of:

- a non-underwritten institutional placement of New Shares to raise gross proceeds of approximately A\$0.5 million (equivalent to approximately US\$0.3 million<sup>1</sup>) (utilising ASX Listing Rule 7.1 capacity) to be conducted at the same time as the institutional component of the Entitlement Offer (**Placement**); and
- a fully underwritten<sup>2</sup> 1-for-4.6 pro rata accelerated non-renounceable entitlement offer of New Shares to raise gross proceeds of approximately A\$2.0 million (equivalent to approximately US\$1.3 million<sup>1</sup>) (**Entitlement Offer**),

the Entitlement Offer and Placement are together the **Equity Raising**.

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) is made to shareholders registered at 5.00pm on the record date of Thursday, 29 June 2023 (**Record Date**).

Tinybeans reserves the right to increase the size of the Placement if there is additional demand.

The Entitlement Offer is underwritten by Bell Potter Securities Limited. The Placement is not underwritten.

The Entitlement Offer is being made without a prospectus or disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.

The Entitlement Offer is being made pursuant to an offer booklet for the Retail Entitlement Offer (**Retail Offer Booklet**) to be issued to eligible shareholders on or around Tuesday, 4 July 2023 which is available on the ASX website at [www.asx.com.au](http://www.asx.com.au).

#### **Director and key management participation**

Major shareholder, comprising the Thorney Investment Group (**Thorney**) (with a nominee on the Tinybeans Board), has indicated a commitment of 100% of its pro rata Entitlement (approximately A\$0.4 million). Thorney has also indicated an intention to act as a sub-underwriter of the Entitlement Offer. If Thorney were the sole sub-underwriter (100% of the Entitlement Offer) and no Eligible Retail Shareholder participated in the Entitlement Offer, then this could result in Thorney obtaining a maximum interest in Tinybeans of

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<sup>1</sup> Assumes AUD:USD foreign exchange conversion of 0.6681.

<sup>2</sup> Refer to slides 39-42 of the investor presentation dated 27 June 2023 for a description of the terms and conditions of the underwriting arrangement.

approximately 31.8%<sup>3</sup>. Please refer to the cleansing notice lodged on Tuesday, 27 June 2023 for further details on control.

Tinybeans directors and senior management may participate in the Entitlement Offer. Tinybeans directors will not participate in the Placement.

### **Director options**

As at the date of this announcement, it is anticipated that new options will be issued to Directors of Tinybeans under the terms of its incentive plan, of such number and on terms that are yet to be determined. The issue of any options is subject to the finalisation of terms and the approval of shareholders.

### **Optionholders**

The Company is giving you notice that as an optionholder of the Company, if you wish to participate in the Entitlement Offer with respect to your options (**Options**), you must exercise your Options before the Record Date. If you require an option exercise form, please email the Company's Registry at [hello@automic.com.au](mailto:hello@automic.com.au).

**There is no obligation for you to exercise your Options.** This letter is intended to inform you of your rights in relation to your Options and the Entitlement Offer. If you do not wish to participate in the Entitlement Offer you do not need to take any action.

### **Questions**

If you have any queries about the Entitlement Offer, please contact 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday during the offer period.

On behalf of the Board, I invite you to consider this investment opportunity and thank you for your continued support.

Yours sincerely

Chantale Millard  
Chair

Authorised and approved by the Board of Tinybeans Group Limited.

—ENDS—

### **About Tinybeans Group**

**Tinybeans Group Limited (ASX:TNY, OTCQB:TNYF)** is the only high trust app and web platform offering a personalized experience for new and growing families that helps them achieve their #1 goal in life—to raise amazing kids. Our purpose is bigger than simply making parenting easier. We help families thrive by giving them a safe, useful and inspirational place to go to capture and share memories, engage with trustworthy content and find thoughtful recommendations tailored to their family's needs, interests and where they live.

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<sup>3</sup> This increase in voting power above 20% is subject to ASIC consenting to the appointment of Bell Potter Nominees Limited as nominee for the purposes of section 615 of the *Corporations Act 2001* (Cth).

Tinybeans engages 28 million mindful parents every month, enjoys over 150,000 5-star reviews in the Apple App and Google Play stores, and has been recognized by Apple for excellence in both content–top 3 most viewed and exclusive parenting partner for Apple Guides, and utility–twice being named U.S. app of the day.

***Not an offer of securities***

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