

27 July 2023

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

## Successful completion of the Retail Entitlement Offer

### Key Highlights

- The Retail Entitlement Offer of the recently announced Equity Raising opened on Tuesday, 4 July 2023 to raise an approximate A\$0.93 million (all of which is fully underwritten).
- Tinybeans has successfully completed the Retail Entitlement Offer.
- Approximately \$0.261 million (before transaction costs) was raised in the Retail Entitlement Offer, with a take up rate of approximately 10.2% by Eligible Retail Shareholders. The shortfall of \$0.665 million will be placed under the underwriting and sub-underwriting arrangements.
- Funds raised under the Retail Entitlement Offer will be used to fund new product features, tech capability, marketing and branding initiatives, whilst supporting working capital, providing management with added flexibility to fund growth initiatives.

**Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYF)** ("**Tinybeans**" or "**the Company**") on Tuesday, 27 June 2023, announced the launch of a A\$2.5 million (equivalent to approximately US\$1.7 million<sup>1</sup>) equity raising (**Equity Raising**) (which was then increased to A\$3.4 million) of new fully paid ordinary shares (**New Shares**) at an offer price of A\$0.15 per New Share (**Offer Price**).

The Equity Raising is comprised of:

- a non-underwritten institutional placement on New Shares to raise gross proceeds of approximately A\$1.4 million (following an upsize in the bookbuild) (equivalent to approximately US\$0.9 million<sup>1</sup>) (utilising ASX Listing Rule 7.1 capacity) 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**).

Following the successful completion of the Placement and the institutional component of its Equity Raising (**Institutional Entitlement Offer**), Tinybeans is pleased to advise of the successful completion of the retail component of its Equity Raising (**Retail Entitlement Offer**).

The fully underwritten Retail Entitlement Offer will raise the balance of the Equity Raising of approximately A\$0.9 million (equivalent to approximately US\$0.6 million<sup>1</sup>). The Retail Entitlement Offer is fully underwritten by Bell Potter Securities Limited (**Bell Potter, Underwriter, or the Lead Manager**)<sup>2</sup>.

Under the Retail Entitlement Offer, eligible retail shareholders with a registered address in Australia or New Zealand as at 7.00pm (Sydney time) on Thursday, 29 June 2023 (**Record Date**), not being US persons or acting for the account or benefit of persons in the US (**Eligible Retail Shareholders**) were invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer.

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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.

The Retail Entitlement Offer opened at 9.00am (Sydney time) on Tuesday, 4 July 2023 and closed at 5.00pm (Sydney time) on Tuesday, 25 July 2023.

In addition to each Eligible Retail Shareholder's entitlement under the Retail Entitlement Offer, Eligible Retail Shareholders were offered the opportunity to apply for additional New Shares under a "top-up" facility (**Oversubscription Facility**). New Shares allocated under the Oversubscription Facility were allocated in accordance with the allocation policy outlined in the Retail Offer Booklet. Tinybeans retained absolute discretion regarding allocation under the Oversubscription Facility.

The Retail Entitlement Offer was subscribed as follows:

<b>Acceptances by Eligible Retail Shareholders</b>	757,777 New Shares
<b>Acceptances by Eligible Retail Shareholders under the Oversubscription Facility</b>	985,401 New Shares
<b>Shortfall</b>	4,436,614 New Shares

The Retail Entitlement Offer experienced a take-up rate of approximately 10.2% by Eligible Retail Shareholders.

The shortfall will be placed in accordance with the underwriting and sub-underwriting arrangements as detailed in the Retail Offer Booklet released to the ASX on 4 July 2023.

New Shares to be issued under the Retail Offer will rank equally in all respects with existing fully paid ordinary shares. Settlement of the Retail Entitlement Offer is scheduled to occur on Monday, 31 July 2023, with New Shares expected to be allotted on Tuesday, 1 August 2023, and trading to commence on a normal settlement basis on the Australian Securities Exchange (**ASX**) on the following day.

Under the Retail Entitlement Offer, Tinybeans' major shareholder, comprising the Thorney Investment Group (**Thorney**) (with a nominee on the Tinybeans Board), also committed to act as a sub-underwriter of the Retail.

#### **Indicative Equity Raising timetable**

<b>Event</b>	<b>Time and Date</b>
Retail Entitlement Offer closes	5.00pm Tuesday, 25 July 2023
Results of the Retail Entitlement Offer announced to ASX	Thursday, 27 July 2023
Settlement of Retail Entitlement Offer	Monday, 31 July 2023
Allotment of New Shares issued under the Retail Entitlement Offer	Tuesday, 1 August 2023
Normal trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 2 August 2023
Holding statements for New Shares issued under the Retail Entitlement Offer despatched	Wednesday, 2 August 2023

This timetable is indicative only and may be subject to change without notice to, or consultation with, you, subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws.

#### **Enquiries**

If shareholders have any queries about the Entitlement Offer, please contact the Tinybeans Offer Information Line on 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 Retail Offer Period. For all other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

Following release of this announcement, the Company has requested of the Australian Securities Exchange that trading of its shares be reinstated.

—ENDS—

**This announcement was approved for release by the TNY Board.**

**For more information, please contact:**

Chantale Millard

Chair

E: [investors@tinybeans.com](mailto:investors@tinybeans.com)

#### **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.

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.

## **Important Notices**

### **Forward looking statements**

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of Tinybeans, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of Tinybeans' business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of Tinybeans, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Tinybeans as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of Tinybeans, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, 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.

### **Not an offer in the United States**

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state or jurisdiction of the United States. Accordingly, the securities described in this announcement may not be offered or sold, directly or indirectly, in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

### **Own enquiries**

Investors should make and rely upon their own enquiries before deciding to acquire or deal in Tinybeans' securities.

### **Involvement of the Lead Manager**

Neither the Lead Manager nor its related bodies corporate and affiliates, and each of its respective officers, directors, partners, employees, consultants, contractors, agents and advisers (**Beneficiaries**), have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this announcement and nor do they make any recommendation as to whether any potential investor should

participate in the Equity Raising. There is no statement in this announcement which is based on any statement made by the Lead Manager or any other Beneficiary. To the maximum extent permitted by law, the Lead Manager and the Beneficiaries expressly disclaim all liabilities (including for fault, negligence, or negligent misstatement) in respect of, and take no responsibility for, any part of this announcement, and make no representation or warranty (whether express or implied) regarding any part of this announcement, including as to the fairness, currency, accuracy, timeliness, reliability or completeness of any information in this announcement (including the accuracy, likelihood of achievement or reasonableness of any forecast returns, yields, future income or other statements in relation to future matters nor that the Information or this website contains all material information about Tinybeans or which a prospective investor may require in evaluating a possible investment in Tinybeans).

Neither the Lead Manager nor the Beneficiaries make any recommendation as to whether any potential investor should participate in the Equity Raising. Further, neither the Lead Manager or the Beneficiaries accept any fiduciary obligations to or duty of care to or relationship with any investor or potential investor in connection with the Equity Raising or otherwise, and by accessing this announcement each recipient expressly disclaims any such fiduciary relationship and agrees that it is responsible for making its own independent judgements with respect to the Equity Raising and any other transaction or other matter arising in connection with this announcement.

The Lead Manager and the Beneficiaries may, from time to time, have interests in the new securities under the Placement or other securities of Tinybeans, including providing corporate advisory or other financial advisory services to Tinybeans and/or managing the offering of such New Shares under the Equity Raising. Further, they may have long or short positions in, act as market maker or buy or sell those securities or associated derivatives as principal or agent. Such persons may receive fees or other benefits for engaging in these activities. A Beneficiary may act as a lender and/or counterparty to Tinybeans or its affiliates and may or now in the future provide financial accommodation or services to Tinybeans or its affiliates.

#### **Determination of eligibility of investors**

Determination of eligibility of investors for the purposes of the Equity Raising was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Tinybeans and/or the Lead Manager. To the maximum extent permitted by law, Tinybeans, the Lead Manager, and the Beneficiaries each disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) in respect of the exercise of that discretion or otherwise. The Lead Manager may rely on information provided by or on behalf of institutional investors in connection with managing, conducting or underwriting the Equity Raising without the Lead Manager or the Beneficiaries having independently verified that information and the Lead Manager and the Beneficiaries do not assume responsibility for the fairness, currency, accuracy, timeliness, reliability or completeness of the information (including the accuracy, likelihood of achievement or reasonableness of any forecast returns, yields, future income or other statements in relation to future matters nor that the Information or this website contains all material information about Tinybeans or which a prospective investor may require in evaluating a possible investment in Tinybeans).